



Interarch Building Products Limited

NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 & 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 & 20 OF THE COMPANIES MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND OTHER APPLICABLE RULES MADE THEREUNDER, AND THE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA]

VOTING STARTS ON	VOTING ENDS ON
Friday, 24 th January, 2025 at 9:00 a.m. (IST)	Saturday, 22 nd February, 2025 at 5:00 p.m. (IST)

Notice is hereby given to the Members of Interarch Buildings Products Limited (the "Company"), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the MCA, Government of India (collectively the 'MCA Circulars'), that the Resolutions as set out hereunder are respectively proposed for approval by the Members of the Company as an Ordinary and Special Resolution(s), as the case may be, by means of postal ballot by voting through electronic means ('remote e-voting').

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

Pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company has appointed CS Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Practising Company Secretary (Membership Number: F5327 & COP: 4548) as the



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scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner and required consent for such appointment has been received.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-Voting facility to all its members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on Friday, January 24, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, February, 22, 2025 (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on February, 22, 2025.

1. To consider and approve the change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other acts, rules, regulations, circulars, notifications and guidelines as may be applicable to the Company in this regard and subject to the approval from the statutory authority(ies) as may be applicable, approval of the Members be and is hereby accorded to change the name of the Company from “Interarch Building Products Limited” to “Interarch Building Solutions Limited”;

RESOLVED FURTHER THAT upon the issuance of the ‘Certificate of Incorporation pursuant to change of name’ by the Registrar of Companies, the name ‘Interarch Building Solutions Limited’ be substituted for ‘Interarch Building Products Limited’ wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause I of the Memorandum of Association of the Company be altered as under:

I. The name of the Company is **Interarch Building Solutions Limited**.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this Resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/or instructions as may be necessary or expedient in this regard.”



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2. TO CONSIDER AND APPROVE THE VARIATION IN TERMS OF OBJECTS OF THE ISSUE TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13 and 27 of the Companies Act, 2013, as amended (“Companies Act”), read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the terms of objects of the issue referred to in the prospectus dated 21st August, 2024 (the ‘Prospectus’) and Special Resolution 17th January, 2024 in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the ‘IPO’) made in pursuance of the Prospectus and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers herein conferred to any committee thereof or to any one or more executives of the Company.”

3. TO CONSIDER AND APPROVE RATIFICATION OF THE EMPLOYEE STOCK OPTION PLAN 2023 (INTERARCH ESOP 2023):

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the special resolution passed by the members at the Annual General Meeting held on 18th August, 2023 prior to initial public offering (“IPO”) of equity shares by the Company and further amended on 8th March, 2024 pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Share Capital and Debentures) Rules, 2014 (the **“Companies SCD Rules”**) read with the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEBS Regulations”), the rules and regulations framed thereunder and any rules, circulars, notifications, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the provisions of any regulations / guidelines prescribed by the Securities and Exchange Board of India (“SEBI”) and other



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applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time-to-time) and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) including condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and the acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Board Committee, including the Nomination, Remuneration and Compensation Committee of the Board (“NRCCB”), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations), “Interarch Employee Stock Option Plan 2023”, be and is hereby ratified within the meaning of Regulation 12 of SBEB Regulations and the consent of the Members be and is hereby accorded to the Board and Nomination and Remuneration Committee of the Board (“NRC”) to create, offer, grant, issue, vest, allot such number of options which shall not exceed 789,505 (Seven lakhs eighty-nine thousand five hundred and five only) exercisable into Equity Shares (of face value of Rs. 10/-) not exceeding 789,505 (Seven lakhs eighty-nine thousand five hundred and five only) in one or more tranches, from time-to-time, to the employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and NRC and permitted under the SBEB Regulations but does not include an employee who is a promoter or a person belonging to the promoter group (“Eligible Employees”), with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the “Interarch Employee Stock Option Plan 2023” the accounting policies, SBEB Regulations and in due compliance with the applicable laws and regulations in force.”

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time-to-time in accordance with the “Interarch Employee Stock Option Plan 2023” and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications/ changes revisions in the Plan or suspend/ withdraw/ revive the Plan as deem fit, from time-to-time, provided that the same is in conformity with the Companies Act 2013 and the rules made thereunder and SEBI SBEB Regulations, as amended, the Memorandum and Articles of Association of the Company and any other applicable laws, rules and regulations thereunder and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Plan.”

4. TO CONSIDER AND APPROVE RATIFICATION OF THE EXTENSION OF THE BENEFITS UNDER THE “INTERARCH EMPLOYEE STOCK OPTION PLAN 2023” TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:



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“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”) and other applicable provisions of the Act for the time being in force and as may be modified from time-to-time, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of **Interarch Building Products Limited** (“the Company”) and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the extension of the “Interarch Employee Stock Option Plan 2023” details of which are set out in the explanatory statement annexed hereto), as approved by the Members of the Company on 18th August, 2023 which was further amended on 8th March, 2024 prior to the listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited to the eligible employees of subsidiary companies in or outside India (as defined in the Act) be and is hereby ratified and approved within the meaning of SEBI SBEB Regulations, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB Regulations) to create, offer, grant, issue and allot in one or more tranches under the “Interarch Employee Stock Option Plan 2023” at any time to or for the benefit of the eligible employees of subsidiary companies in or outside India (as defined in the Act) such number of employee stock options (“ESOPs”) exercisable into equity shares of the Company not exceeding 789,505 (Seven lakhs eighty-nine thousand five hundred and five only) employee stock options (“ESOPs”), corresponding to 789,505 (Seven lakhs eighty-nine thousand five hundred and five only) equity shares of the Company, under the “Interarch Employee Stock Option Plan 2023” and, at such price as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

By Order of the Board of Directors

FOR INTERARCH BUILDING PRODUCTS LIMITED.

Nidhi Goel
Company Secretary & Compliance Officer
ACS 19279

Date: 17/01/2025
Place: Noida



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Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by way of postal ballot only through remote e-voting ("e-voting").

3. In compliance with the provisions of the MCA Circulars, members can vote only through the remote e-voting. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would only take place through the remote e-voting system. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will be entitled to cast their votes by e-voting.

4. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your depository participants.

5. In terms of provisions of Section 107, 108 and 110 of the Companies Act, 2013 and MCA Circulars read with Regulation 44 of the SEBI Listing Regulations, facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting service facility is arranged by Central Depository Services (India) Limited ("CDSL"). The instructions for remote e-voting forms part of this Postal Ballot Notice.

6. The voting rights of Members for remote e-voting shall be in proportion to their shares in the equity share capital of the Company as on cut-off date i.e. 17th January, 2025.

7. The remote e-voting period commences at 9:00 A.M. (IST) on Friday, 24th January, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, 22nd February, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Central Depository Services (India) Limited upon the expiry of the aforesaid period.

8. The e-voting Event number, User ID and Password along with detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the Postal Ballot Notice.

9. Resolutions passed by the members through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.



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10. The Postal Ballot Notice is also available on the website of the Company at www.interarchbuildings.com and on the website of CDSL at www.evotingindia.com.

11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 22nd February, 2025, i.e., the last date specified for receipt of votes through e-voting.

12. The Board of Directors have appointed CS Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Practising Company Secretary (Membership Number: F5327 & COP: 4548), as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall, immediately, unblock the votes and within a period not later than 2 (two) working days from the conclusion of the remote e-voting, submit it forthwith to the Chairman of the Company.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.interarchbuildings.com and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

13. For any investor-related queries, communication may be sent by e-mail to the Company at compliance@interarchbuildings.com

14. The Investor-related queries may also be addressed to the Registrar & Share Transfer Agent, MUFG InTime India Private Limited formerly known as Link Intime India Private Limited at the following address: C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 Maharashtra, India Tel. no: +91-22- 49186000 E-mail- rnt.helpdesk@linkintime.co.in

15. For effecting changes in email/address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify: (i) LinkIn time, if shares are held in physical form; and (ii) their respective Depository Participant (DP), if shares are held in electronic form.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

The e-voting period begins at 9:00 A.M. (IST) on Friday, January 24, 2025 and ends at 5:00 P.M. (IST) Saturday, February 22, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of January 17, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins :9:00 A.M. (IST) on Friday, January 24, 2025 and ends at 5:00 P.M. (IST) Saturday, February 22, 2025 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th January,2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsI website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsI website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Interarch Building Products Limited.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Alternatively, Non-Individual shareholders are required to upload the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizers for verification..
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.



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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz compliance@interarchbuildings.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

**By order of the Board of Directors
FOR INTERARCH BUILDING PRODUCTS LIMITED.**

Nidhi Goel
Company Secretary & Compliance Officer
ACS 19279

Date: 17/01/2025
Place : Noida



Interarch Building Products Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO.1 CHANGE OF NAME OF THE COMPANY

The members are hereby informed that the Board of Directors of the Company, on 19th November, 2024, put forward the proposal to change the name of the Company from **Interarch Building Products Limited to Interarch Building Solutions Limited**, or such other name as may be made available by the Registrar of Companies. The proposed name, *Interarch Building Solutions Limited*, has been duly approved by the Registrar of Companies, NCT of Delhi & Haryana, as per its name approval letter 03rd January, 2025.

The Directors believe that this change in the Company's name aligns with its updated main objectives and vision. The rebranding reflects a shift from solely product manufacturing to offering comprehensive building solutions. This name change will make the Company's identity simpler, sharper, and more focused within its field. The Board recommends that members approve this proposal for the growth and better alignment of the Company's strategic direction.

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45 of the SEBI Listing Regulations (as amended up to date) and M/s. C G H & Associates, Chartered Accountants, (Firm Registration Number: 025528C) vide certificate dated 6th January, 2025 has confirmed the compliance with conditions stipulated under Regulation 45(1) of the SEBI Listing Regulations, which is enclosed herewith. The Certificate is also available on the Company's website at www.interarchbuildings.com under 'Investor Relations' Section.

The proposed change of name would neither result in change of the legal status or constitution or operations or activities of the Company, nor would, affect any of the rights or obligations of the Company or of the shareholders / members / other stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

A copy of the Memorandum and Articles of Association of the Company before and after such change of name, certificate received from M/s. C G H & Associates, Chartered Accountants, (Firm Registration Number: 025528C) and the letter expressing No-Objection in the availability of the changed name issued by the Registrar of Companies, CRC Manesar, Haryana will be available for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 09:00 A.M. to 5.30 P.M. till the conclusion of the Postal Ballot (i.e., the last date for voting).

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.



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ITEM NO.2 VARIATION IN TERMS OF OBJECTS OF THE ISSUE

The Company filed its prospectus dated 21st August, 2024 (“Prospectus”) with the Registrar of Companies, NCT of Delhi & Haryana, in connection with its initial public offering (“Offer”) of its equity shares of ₹ 10/- each (“Equity Shares”) and the Equity Shares are presently listed on the BSE Limited and the National Stock Exchange of India Limited (together, the “Stock Exchanges”).

Pursuant to the Prospectus dated 21st August, 2024, the Offer comprised of 6672169 equity shares of face value of ₹ 10 each (“equity shares”) for cash at a price of ₹ 900 per equity share (including a share premium of ₹ 890 per equity share) (“offer price”) aggregating to ₹ 6002.87 million (“offer”) comprising of a fresh issue of 22,24,539 equity shares aggregating to ₹ 2000 million (“fresh issue”) and an offer for sale of 44,47,630 equity shares aggregating to Rs. 4002.87 million (“offer for sale”) by certain existing shareholders.

The utilization of the Net Proceeds of the Offer was proposed to be deployed in the following manner, as set forth under the schedule of deployment as disclosed in the Prospectus, as on 31st Dec, 2024:

Rs In Million

Sr. No.	Objects as stated in prospectus	IPO Proceeds	Total Amount Spent up to 31/12/2024	Unutilised Amount as per prospectus	% of achievements as per prospectus	% of unutilised amount as per prospectus
1	Financing the capital expenditure towards setting up the Project at Andhra Pradesh manufacturing Facility	585.33	18.53	566.80	3.17%	96.83%
2	Financing the capital expenditure towards upgradation of the Kichha Manufacturing Facility, Tamil Nadu Manufacturing Facility I, Tamil Nadu Manufacturing Facility II and	192.46	10.13	182.33	5.26%	94.74%



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	Pantnagar Manufacturing Facility					
3	Funding investment in information technology assets for upgradation of existing information technology infrastructure of our Company	113.92	0	113.92	0	100%
4	Funding incremental working capital Requirements	550.00	250.00	300.00	45.45%	54.55%
5	General corporate purposes	430.37	430.37	0	100%	0
	Total Net Proceeds	1,872.08	709.03	1163.05	37.87%	62.13%

The particulars of the proposed alteration or change in the objects:

The unutilized IPO proceeds of Rs 287.90 million, initially allocated for setting up a new manufacturing unit in Andhra Pradesh, will now be utilized as follows:

- Rs 240.20 million will be redirected towards the Kichha manufacturing facility,
- while the remaining balance of Rs 47.70 million will be allocated for general corporate purposes

The reason for the alteration or change in the objects:

The revision in our funding requirements and deployment is driven by various factors, including changes in our financial and market conditions, business and growth strategies, the competitive landscape, and other external influences such as shifts in the business environment. Additionally, factors affecting our results of operations, financial condition, and access to capital have contributed to this alteration.

The justification for the alteration or change in the objects:

The Board considers it prudent to re-classify the Unutilized Amount towards various objects stated above for optimum utilization of IPO Proceeds and maximize the return on investment for members of the Company and ensuring future growth of the Company.

The amount proposed to be utilised for the new objects:



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Rs 287.90 million, initially allocated for setting up a new manufacturing unit in Andhra Pradesh, will now be utilized as follows:

- Rs 240.20 million will be redirected towards the Kichha manufacturing facility,
- while the remaining balance of Rs 47.70 million will be allocated for general corporate purposes

The proposed time limit within which the proposed varied objects would be achieved:

Latest by 31st March '2026

The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company:

The management of the company anticipates no change in the financial impact, as there have been no major alterations to our plans. We have simply reallocated funds from one unit to another without affecting the overall financial position.

The place from where any interested person may obtain a copy of the notice of resolution to be passed:

Any interested person may obtain a copy of the notice of the resolution from the corporate office of the Company during the business hours or may access from Company's website www.interarchbuildings.com

The risk factors pertaining to the new objects:

Change in Government Policies, Economic Environment, casualties in events.

Accordingly, in terms of the provisions of Sections 27 of the Companies Act, 2013 and any other applicable provisions and the rules made there under, the Company seeks approval of the members by way of Special Resolution through postal ballot for variation in the terms of the Objects of the Issue as disclosed in the Prospectus.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 2 of this Notice except to the extent of their shareholdings in the Company, if any.

ITEM NO.3 RATIFICATION OF "INTERARCH EMPLOYEE STOCK OPTION PLAN 2023" and ITEM NO.4 RATIFICATION OF THE EXTENSION OF THE BENEFITS UNDER THE "INTERARCH EMPLOYEE STOCK OPTION PLAN 2023" TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY

The members of the Company at the Annual General Meeting held on 18th August, 2023 and adopted the "Interarch Employee Stock Option Plan 2023" and thereafter, on 8th March, 2024 revised the Plan and the Scheme in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations").

As per Regulation 12(1) of the SBEB Regulations, no company shall make fresh grant which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to its IPO and prior to the listing of the equity shares ('Pre-IPO Scheme/ Plan') unless:



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1. Such Pre-IPO Scheme/ Plan is in conformity with the SBEB Regulations and
2. Such Pre-IPO Scheme/ Plan is ratified by its members subsequent to the IPO:

Provided that the ratification may be done any time prior to the grant of new options.

As the Plan and Scheme were in existence prior to the listing of equity shares on the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, members' approval is being sought in accordance with Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 12 of the SBEB Regulations.

Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

The Company appreciates the role played by people in organizational growth. It strongly acknowledges that the value created by its people should be shared with them. To create the feeling of inclusiveness and recognizing the contribution of the employees in building up the Company and to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize employees, the Company is intending to issue employee stock options under an employee stock option plan namely "Interarch Employee Stock Option Plan 2023" to the employees of the Company, and its holding company, as relevant, as determined from time to time.

a) Brief Description of the "Interarch Employee Stock Option Plan 2023" is given as under:

The objective of the "Interarch Employee Stock Option Plan 2023" is to reward the Employees for association, dedication and contribution to the goals of the Company. The Company intends to use this Plan to attract and retain key talents working with the Company and its Subsidiary Companies in India by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company views Employee Stock Options as instruments that would enable the Employees to get a share in the value, they create for the Company in the years to come.

b) Total number of options to be granted:

A maximum of 789,505 (Seven lakhs eighty-nine thousand five hundred and five only) Options may be Granted in one or more tranches, from time to time under the Plan, being exercisable into fully paid-up Equity Shares. The maximum number of Options that may be granted to each Employee shall vary depending upon the designation and the appraisal/assessment process and shall not exceed 200,000 (Two lakhs only) Options per eligible Employee.

c) Identification of classes of employees entitled to participate and be beneficiaries in the "Interarch Employee Stock Option Plan 2023":

"Employee" means

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or



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(iii) an employee as defined in sub-clause (i) or (ii) in this para, of a group company including subsidiary or associate company, in India or outside India, or of a holding company of the Company,
but **does not include-**

- a. an Employee who is a Promoter or a person belonging to the Promoter Group, or
- b. a Director who either himself or through his relatives or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.

d) Appraisal Process for determining the eligibility of the employees to ESOPs:

Only the Employees within the meaning of this Plan are eligible for being granted Employee Stock Options under “Interarch Employee Stock Option Plan 2023”. The specific Employees to whom the Stock Options would be granted, and their Eligibility Criteria would be determined by the Nomination and Remuneration Committee.

e) Requirements of vesting and period of vesting:

Options Granted under the Plan shall vest within a specified time period or on achievement of certain performance milestones or both subject to a minimum Vesting Period of one (1) year, as determined by the Compensation Committee and as specified in the Letter of Grant issued to the Option Grantee.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

S. No.	Events of Separation	Vested Options	Unvested Options
1.	Resignation / Termination (On account of any reason whatsoever other than due to Misconduct, breach of Company Policies/ Terms of Employment, Retirement/ superannuation, Abandonment, Death or Permanent Incapacity)	Prior to Listing All the Vested Options as on date of resignation/ termination can be Exercised by the Option Grantee within 1 (one) year from the date of resignation / termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee and such decision shall be final. The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3	All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from that date.



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		<p>Post Listing:</p> <p>All the Vested Options as on date of resignation/ termination shall be Exercised by the Option Grantee within 1 (one) year from the date of resignation / termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	
2	<p>Termination due to Misconduct, breach of Company Policies/ Terms of Employment</p>	<p>All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination</p>	<p>All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.</p>
3	<p>Retirement/superannuation</p>	<p><u>Prior to Listing</u></p> <p>All the Vested Options as on date of Retirement/superannuation can be Exercised by the Option Grantee within 1 (one) year from the date of retirement, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee and such decision shall be final. The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	<p><u>Prior to Listing</u></p> <p>All Unvested Options on the date of Retirement shall stand cancelled with effect from that date.</p> <p><u>Post Listing</u></p> <p>All Unvested Options on the date of Retirement shall continue to Vest as per the original vesting schedule and shall be Exercised anytime within 1 (One) year from each such Vesting Date, failing which the Vested Options shall automatically lapse.</p>



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		<p><u>Post Listing:</u></p> <p>All the Vested Options as on date of Retirement shall be Exercised by the Option Grantee within 1 (One) year from the date of retirement, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	
4	Death	<p><u>Prior to Listing</u></p> <p>All the Vested Options as on date of death can be Exercised by the Option Grantee's nominee or legal heir in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Vested Options as on date of death shall be Exercised by the Option Grantee's nominee or legal heir anytime within 4 (Four) years from the date</p>	<p><u>Prior to Listing</u></p> <p>All the Unvested Options as on date of death shall be deemed to have been Vested immediately and can be Exercised by the Option Grantee's nominee or legal heir in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Unvested Options as on date of death shall be deemed to have been Vested immediately and</p>



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		<p>of death, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	<p>shall be Exercised by the Option Grantee's nominee or legal heir anytime within 4 (Four) years from the date of death, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>
5	<p>Termination due to Permanent Incapacity</p>	<p><u>Prior to Listing</u></p> <p>All the Vested Options as on date of termination can be Exercised by the Option Grantee in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Vested Options up to the date of such termination shall be Exercised by the Option Grantee within 4 (Four) years from the date of termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p>	<p><u>Prior to Listing</u></p> <p>All the Unvested Options as on date of termination shall be deemed to have been Vested immediately and shall be Exercised by the Option Grantee in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Unvested Options up to the date of such termination shall be deemed to have been Vested immediately and shall be Exercised by the Option Grantee within 4</p>



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		The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3	(Four) years from the date of termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee. The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3
6	Abandonment of Employment	All the Vested Options which were not Exercised shall stand cancelled. The Compensation Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.	All Unvested Options shall stand cancelled. The Compensation Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.
7	Any other reason not specified above	The Compensation Committee shall decide whether the Vested Options as on that date can be Exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options as on the date of separation shall stand cancelled with effect from that date.

f) The maximum period within which the options shall be vested:

Options Granted under the Plan shall vest within a specified time period or on achievement of certain performance milestones or both subject to a minimum Vesting Period of one (1) year, as determined by the Compensation Committee and as specified in the Letter of Grant issued to the Option Grantee.

g) Exercise price or pricing formula:

a. The Exercise Price shall be such price, as determined by the Compensation Committee from time to time, in accordance with Applicable Laws and as evidenced in the Letter of Grant unless subsequently modified by the Compensation Committee. The Exercise Price shall be adjusted for any split, bonus issuance, consolidation, reclassification or sub-division of Shares, as may be determined by the Compensation Committee. For the avoidance of doubt, note that the Exercise Price may be different for different set of Employees for Options granted on same / different dates.



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b. Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company or by electronic mode through any banking channel such as National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), Immediate Payment Service (IMPS) or in such other manner as the Compensation Committee may decide from time to time.

c. No amount shall be payable by the Option Grantee at the time of Grant and hence no amount is required to be forfeited even if an Option Grantee does not Exercise the Vested Options within Exercise Period and accordingly no adjustment is required to be made for the same.

d. The Company may at its sole discretion and subject to Applicable Laws and Articles of the Company, extend financial assistance or facilitate such assistance through a third party to the extent as permitted under the Applicable Laws and in any mode or manner it deems fit, to enable the Option Grantee to Exercise the Options within the Exercise Period. The mode, manner and amount of the financial assistance, applicable rate of interest (if any) and recovery of principal and interest shall be communicated by the Company in due course.

h) Exercise Period and the process of exercise:

a. While in employment/service:

Prior to Listing

The Vested Options with an Option Grantee while in employment/service with the Company may be Exercised only upon or directly prior to the happening of a Liquidity Event, in whole or in part, in accordance with Section 8.4 of the Plan, and instructions by the Compensation Committee in relation to such event. The Exercise Period shall be the period as notified by the Compensation Committee in relation to the Liquidity Event.

Post Listing

Post Listing of the Shares of the Company, the Vested Options with an Option Grantee while in Employment / service with the Company may be Exercised anytime within 3 years from the Vesting date, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee. During this period, the Vested Options may be exercised by the Option Grantee at one time or at various points of time, following such procedures as determined by the Compensation Committee from time to time.

b. Exercise Period in case of separations:

The events of separation along with respective conditions regarding treatment of Vested Options and Unvested Options are as follows:

S. No.	Events of Separation	Vested Options	Unvested Options
1.	Resignation / Termination (On account of any reason whatsoever other than due to	Prior to Listing	All the Unvested Options as on date of resignation/ termination shall stand



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	<p>Misconduct, breach of Company Policies/ Terms of Employment, Retirement/ superannuation, Abandonment, Death or Permanent Incapacity)</p>	<p>All the Vested Options as on date of resignation/ termination can be Exercised by the Option Grantee within 1 (one) year from the date of resignation / termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p> <p>Post Listing:</p> <p>All the Vested Options as on date of resignation/ termination shall be Exercised by the Option Grantee within 1 (one) year from the date of resignation / termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	<p>cancelled with effect from that date.</p>
2	<p>Termination due to Misconduct, breach of Company Policies/ Terms of Employment</p>	<p>All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination</p>	<p>All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.</p>



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3	Retirement/superannuation	<p><u>Prior to Listing</u></p> <p>All the Vested Options as on date of Retirement/superannuation can be Exercised by the Option Grantee within 1 (one) year from the date of retirement, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee and such decision shall be final. The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p> <p><u>Post Listing:</u></p> <p>All the Vested Options as on date of Retirement shall be Exercised by the Option Grantee within 1 (One) year from the date of retirement, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	<p><u>Prior to Listing</u></p> <p>All Unvested Options on the date of Retirement shall stand cancelled with effect from that date.</p> <p><u>Post Listing</u></p> <p>All Unvested Options on the date of Retirement shall continue to Vest as per the original vesting schedule and shall be Exercised anytime within 1 (One) year from each such Vesting Date, failing which the Vested Options shall automatically lapse.</p>
4	Death	<p><u>Prior to Listing</u></p> <p>All the Vested Options as on date of death can be Exercised by the Option Grantee's nominee or legal heir in accordance with the provisions of Section 8.2(a)</p>	<p><u>Prior to Listing</u></p> <p>All the Unvested Options as on date of death shall be deemed to have been Vested immediately and can be Exercised by the Option Grantee's nominee</p>



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		<p>– Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Vested Options as on date of death shall be Exercised by the Option Grantee’s nominee or legal heir anytime within 4 (Four) years from the date of death, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	<p>or legal heir in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Unvested Options as on date of death shall be deemed to have been Vested immediately and shall be Exercised by the Option Grantee’s nominee or legal heir anytime within 4 (Four) years from the date of death, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>
5	Termination due to Permanent Incapacity	<p><u>Prior to Listing</u></p> <p>All the Vested Options as on date of termination can be Exercised by the Option Grantee in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in</p>	<p><u>Prior to Listing</u></p> <p>All the Unvested Options as on date of termination shall be deemed to have been Vested immediately and shall be Exercised by the Option Grantee in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to</p>



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		<p>this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Vested Options up to the date of such termination shall be Exercised by the Option Grantee within 4 (Four) years from the date of termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	<p>happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Unvested Options up to the date of such termination shall be deemed to have been Vested immediately and shall be Exercised by the Option Grantee within 4 (Four) years from the date of termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>
6	Abandonment of Employment	<p>All the Vested Options which were not Exercised shall stand cancelled. The Compensation Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.</p>	<p>All Unvested Options shall stand cancelled. The Compensation Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.</p>



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7	Any other reason not specified above	The Compensation Committee shall decide whether the Vested Options as on that date can be Exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options as on the date of separation shall stand cancelled with effect from that date.
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i) **Lock-in period:**

The Compensation Committee may prescribe lock-in period in respect of the Shares, which may be issued and allotted on Exercise of the Options pursuant to this Plan, unless otherwise provided under Applicable Law.

The Option Grantee shall not transfer, sell, pledge, assign or otherwise alienate or hypothecate, in any manner, any of the Shares held by him/her under this Plan, until the occurrence of a Liquidity Event.

In case of Listing of the Company, Shares issued upon exercise of Options shall be freely transferable subject to restrictions imposed by Applicable Laws and shall not be subject to any lock-in period restriction after such Exercise. However, the Compensation Committee may, in some cases, provide for lock-in of Shares issued upon Exercise of Options under this Plan.

j) **Maximum number of options to be issued per employee and in aggregate:**

- (a) The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however shall not exceed 1.00% of total number of options granted per eligible Employee, however the Nomination and Remuneration Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each Employee within this ceiling.
- (b) In case of a share split where the face value of the Shares of the Company is reduced below Rs.10/-, the maximum number of Shares available for being granted under **“Interarch Employee Stock Option Plan 2023”** shall stand modified accordingly, so as to ensure that the cumulative face value (number of shares X face value per share) prior to such split remains unchanged after the share split. Thus, for instance, if the face value of each Equity Share is reduced to Rs.1.00/-, the total number of Shares available under **“Interarch Employee Stock Option Plan 2023”** would be 789,505 Equity Shares of Rs.10/- each.
- (c) In case of a share consolidation where the face value of the Shares of the Company is increased above Rs.10-, the maximum number of Shares available for being granted under **“Interarch Employee Stock Option Plan 2023”** shall stand modified accordingly, so as to ensure that the cumulative face value (number of shares X face value per share) prior to such consolidation remains unchanged after the share consolidation. Thus, for instance, if the face value of each Equity Share is increased to Rs.100/-, the total number of Shares available



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under “Interarch Employee Stock Option Plan 2023” would be 789,951 Equity Shares of Rs.100/- each.

k) Maximum quantum of benefits to be provided per Employee under the “Interarch Employee Stock Option Plan 2023”:

Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.

l) Whether the “Interarch Employee Stock Option Plan 2023” is to be implemented and administered directly by the Company or through a trust:

The “Interarch Employee Stock Option Plan 2023” will be administered directly by the Company under the supervision of the Nomination and Remuneration Committee.

m) Whether “Interarch Employee Stock Option Plan 2023” scheme involves new issue of shares by the Company or secondary acquisition by the trust:

The “Interarch Employee Stock Option Plan 2023” will involve only new issue of shares by the Company.

n) The amount of loan to be provided for implementation of the “Interarch Employee Stock Option Plan 2023” by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the “Interarch Employee Stock Option Plan 2023”

Not Applicable

p) Method of option valuation:

The Company shall use change on intrinsic / Black Scholes method for valuation of the ESOPs or any other method required by Indian accounting standard.

The Company may choose to adopt a different methodology, as may be required, as per the applicable Indian accounting standards.

In the event the Company opts to use intrinsic method, then the following statement would be applicable:

‘In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors’ report and the impact of this difference on profits and on earnings per share (“EPS”) of the company shall also be disclosed in the Directors’ report’.

q) The conditions under which option vested in employees may lapse:

The Options not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options.



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If an Option expires, lapses or becomes un-exercisable due to any reason, it shall 9 be brought back to the Options pool and shall become available for future Grants, subject to compliance with the provisions of the Applicable Laws.

- r) **The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**

Sr. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / Termination (On account of any reason whatsoever other than due to Misconduct, breach of Company Policies/ Terms of Employment, Retirement/ superannuation, Abandonment, Death or Permanent Incapacity)	<u>Prior to Listing</u> All the Vested Options as on date of resignation/ termination can be Exercised by the Option Grantee within 1 (one) year from the date of resignation / termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee and such decision shall be final. The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3 Post Listing: All the Vested Options as on date of resignation/ termination shall be Exercised by the Option Grantee within 1 (one) year from the date of resignation / termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee. The shares issued (if any) on such Exercise shall be	All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from that date.



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		governed by provisions of Section 8.3	
2	Termination due to Misconduct, breach of Company Policies/ Terms of Employment	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.

s) **Disclosure and Accounting Policies:**

1. The Company shall follow the laws / regulations applicable to accounting and disclosure related to the Employee Stock Options and Accounting Standard IND AS 102 on Share- based payments and / or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (“ICAI”) from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI SBEB Regulations.

2. The Company shall make disclosures to the prospective Option Grantees containing statement of risks, information about the Company and salient features of the **“Interarch Employee Stock Option Plan 2023”** a format as prescribed under SEBI SBEB Regulations.

3. The Company shall disclose details of Grant, Vest, Exercise and lapse of the Employee Stock Options in the Directors’ Report or in an annexure thereof as prescribed under SEBI SBEB Regulations or any other Applicable Laws as in force.

t) **Implementation of the Scheme**

The shares arising after the IPO of an unlisted company, out of options granted under any scheme prior to its IPO to the employees, shall be listed immediately upon exercise on all the recognized stock exchanges where the shares of the company are listed subject to compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and wherever applicable, regulation 11 and 12 of SEBI SBEB and Sweat Equity Regulations.

u) **Terms & conditions for buy-back, if any, of specified securities covered under the SEBI SBEB and Sweat Equity Regulations.**

The procedure for buy-back of the Options granted under the **“Interarch Employee Stock Option Plan 2023”** if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- permissible sources of financing for buy-back,
- any minimum financial thresholds to be maintained by the Company as per its last financial statements, and
- limits upon quantum of Options that the Company may buy-back in a financial year.

v) **Listing:**

In case of fresh Grant of Options after Listing, the Company shall obtain prior approval from the shareholders of the Company by way of ratification of the Plan.



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w) Conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct:

Sr. No.	Events of Separation	Vested Options	Unvested Options
1	Termination due to Misconduct, breach of Company Policies/ Terms of Employment	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.

x) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Sr. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / Termination (On account of any reason whatsoever other than due to Misconduct, breach of Company Policies/ Terms of Employment, Retirement/ superannuation, Abandonment, Death or Permanent Incapacity)	<u>Prior to Listing</u> All the Vested Options as on date of resignation/ termination can be Exercised by the Option Grantee within 1 (one) year from the date of resignation / termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee and such decision shall be final. The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3 Post Listing: All the Vested Options as on date of resignation/ termination shall be Exercised by the Option Grantee within 1 (one) year	All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from that date.



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		<p>from the date of resignation / termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee.</p> <p>The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3</p>	
2	Termination due to Misconduct, breach of Company Policies/ Terms of Employment	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
	Termination due to Permanent Incapacity	<p><u>Prior to Listing</u></p> <p>All the Vested Options as on date of termination can be Exercised by the Option Grantee in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Vested Options up to the date of such termination shall be Exercised by the Option Grantee within 4 (Four) years from the date of termination, failing which</p>	<p><u>Prior to Listing</u></p> <p>All the Unvested Options as on date of termination shall be deemed to have been Vested immediately and shall be Exercised by the Option Grantee in accordance with the provisions of Section 8.2(a) – Prior to Listing i.e., only upon or directly prior to happening of a Liquidity Event and subject to the conditions of Section 8.4 in this regard, unless otherwise decided by the Compensation Committee and such decision shall be final.</p> <p><u>Post Listing:</u></p> <p>All the Unvested Options up to the date of such termination shall be deemed to have been Vested immediately and shall be Exercised by the Option Grantee within 4 (Four) years</p>



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		the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee. The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3	from the date of termination, failing which the Vested Options shall automatically lapse unless otherwise decided by the Compensation Committee. The shares issued (if any) on such Exercise shall be governed by provisions of Section 8.3
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y) Certificate from Secretarial Auditors:

The Board shall at each annual general meeting place before the shareholders a certificate from the Secretarial Auditors of the Company that the Plan has been implemented in accordance with the SEBI SBEB Regulations and in accordance with the resolution of the Company in the general meeting.

z) Statement to the effect that the company should comply with the applicable accounting standards:

1. The Company shall follow the laws / regulations applicable to accounting and disclosure related to the Employee Stock Options and Accounting Standard IND AS 102 on Share- based payments and / or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (“ICAI”) from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI SBEB Regulations.
2. The Company shall make disclosures to the prospective Option Grantees containing statement of risks, information about the Company and salient features of the **“Interarch Employee Stock Option Plan 2023”** in a format as prescribed under SEBI SBEB Regulations.
3. The Company shall disclose details of Grant, Vest, Exercise and lapse of the Employee Stock Options in the Directors’ Report or in an annexure thereof as prescribed under SEBI SBEB Regulations or any other Applicable Laws as in force.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 3 & 4 of this Notice except to the extent of their shareholdings in the Company, if any.

By order of the Board of Directors

FOR INTERARCH BUILDING PRODUCTS LIMITED.

Nidhi Goel
Company Secretary & Compliance Officer
ACS 19279

Date: 17/01/2025
Place: Noida

CA Certificate

**The Board of Directors
Interarch Building Products Limited
Farm No.-8, Khasara No. 56/23/2 Dera Mandi Road,
Mandi Village, Tehsil Mehrauli,
New Delhi- 110047**

We, have examined the relevant records of the Company and information provided by Management of the company in relation to issue a certificate for compliance with the conditions at sub-regulation(1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,2015 for change of Company' Name from Interarch Building Products Limited to Interarch Building Solutions Limited.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we do hereby confirm that

a. time period of at least one year has elapsed from the last name change that was occurred in the year:

The Company has not changed its name since at least one year.

b. atleast fifty percent of total revenue in the preceeding one year period has been accounted for by the new activity suggested by the new name.:

Not applicable since there is no change in the activity /project of the company in the preceeding one year period.

c. the amount invested in the new activity/project is atleast fifty percent, of the assets of the listed Entity

Not applicable since there is no change in the activity/project of the Company.

This Certificate is issued at the request of the Company pursuant to requirement of Regulation 45(3) of the SEBI (Listing Obligation and Requirements) regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

UDIN: 25453171BMKSPB3727

For C G H & Associates

Chartered Accountants

Partner

Chiranjeev Bedi

Membership No.453171

FRN: 025528C

Date: 06.01.2025

Place: Ghaziabad