

Independent Auditor's Report on the composition of the Board of Directors and specific committees and compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

The Board of Directors
Interarch Building Products Limited (formerly known as Interarch Building Products Private Limited),
B-30, Sector 57,
Noida 201301, Uttar Pradesh,
India.

Dear Sir/ Madam,

1. This Report is issued in accordance with the terms of our service scope letter and master engagement agreement November 23, 2023 with Interarch Building Products Limited (formerly known as Interarch Building Products Private Limited) (hereinafter the "Company").
2. The accompanying annexures, prepared by the Company and which we have initialed for identification purposes only, contains details of the composition, as on March 18, 2024, of:
 - a. the Board of Directors included in Annexure 1;
 - b. the Audit Committee included in Annexure 2;
 - c. the Nomination and Remuneration Committee included in Annexure 3;
 - d. the Stakeholders' Relationship Committee included in Annexure 4; and
 - e. the Risk Management Committee included in Annexure 5.

for the purpose of inclusion of these annexures (hereinafter the "Annexures") in the offer document in connection with the proposed initial public offering of the equity shares of the Company comprising of a fresh issue of equity shares and an offer for sale by certain existing shareholders of the Company (the "Offer") and submission to the relevant stock exchanges where the Equity Shares of the Company are proposed to be listed.

Management's Responsibility for the Annexures

3. The preparation of the Annexures is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.
4. The Management is also responsible for ensuring that the Company complies with the requirements applicable to companies seeking listing for the first time, as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations"), issued by the Securities and Exchange Board of India.

Auditor's Responsibility

5. Pursuant to the requirements of the Listing Regulations, our responsibility is to express reasonable assurance in the form of an opinion whether the composition of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship Committee and the Risk Management Committee referred to in paragraph 2 above meets the specific requirements of the Listing Regulations referred to in paragraph 4 above.



S.R. BATLIBOI & Co. LLP

Chartered Accountants

6. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. In this connection, we have performed the following procedures:
 - a. Obtained and read the minutes of board and shareholder's meetings held October 01, 2023 to March 18, 2024;
 - b. Obtained and read the Directors Register as on March 18, 2024;
 - c. Compared the names of directors and committee members with the composition of the Board and other committees listed in Annexure 1, 2, 3, 4 and 5; and
 - d. Obtained necessary representations from management.
7. We conducted our examination of the Annexures in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India. The Guidance Notes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

10. Based on our examination as above and according to the information and explanations given to us, we confirm that the composition of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship Committee and the Risk Management Committee referred to in paragraph 2 above, as at the date of this report, meets the specific requirements of the Listing Regulations referred to in paragraph 4 above.

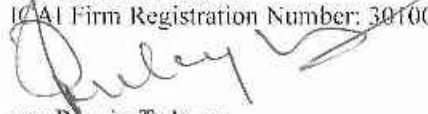
Restriction on Use

11. This report has been prepared at the request of the management in connection with the proposed offering of equity shares and is not a report on compliance with all the conditions of corporate governance under the Listing Regulations and we do not provide any assurance on the conditions of compliance of corporate governance under the Listing Regulations, except to the extent included in paragraph 2 above. It should not be used by any other person or for any other purpose, except to the extent included in this report. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005


per Pravin Tulsyan
Partner

Membership No.: 108044

UDIN: 24108044BKFLXP7409

Place of Signature: Gurugram

Date: March 18, 2024



ANNEXURE 1

COMPOSITION OF THE BOARD OF DIRECTORS OF THE COMPANY AS ON MARCH 18, 2024

The Board of Directors of the Company consists of eight directors, of which two are executive directors, six are non-executive directors out of which three are independent directors and five are non-independent directors as on March 18, 2024. The Board of Directors includes one woman director.

Mrs. Sonali Bhagwati Dalal, the Chairperson of the Board of Directors, is a non-executive independent director and neither is she a promoter of the Company nor is she related to any promoter or person occupying management positions at the level of board of director of the Company or at one level below the board of directors of the Company, in accordance with the requirements of the Regulation 17 (1) of the Listing Regulations. The list of directors is given below:

Sr. No.	Name of the director	Executive / Non-executive	Independent / Non-independent
1	Mrs. Sonali Bhagwati Dalal	Non-executive (Chairperson)	Independent
2	Mr. Arvind Nanda	Executive	Non-independent
3	Mr. Gautam Suri	Executive	Non-independent
4	Mr. Viraj Nanda	Non-executive	Non-independent
5	Mr. Ishaan Suri	Non-executive	Non-independent
6	Mr. Dhanpal Arvind Jhaveri	Non-executive (Nominee Director)	Non-independent
7	Mr. Mohit Gujral	Non-executive	Independent
8	Mr. Sanjiv Bhasin	Non-executive	Independent

For Interarch Building Products Limited



Name: Nidhi Goel
Company Secretary and Compliance Officer



Place: Noida
Dated: March 18, 2024

ANNEXURE 2

COMPOSITION OF THE AUDIT COMMITTEE OF THE COMPANY AS ON MARCH 18, 2024

The Audit Committee has been constituted pursuant to a resolution of the Board of Directors of the Company dated January 15, 2024. The Audit Committee consists of the following directors:

Sr. No.	Name of the director	Executive / Non-executive	Independent / Non-independent
1	Mr. Sanjiv Bhasin	Non-Executive (Chairperson)	Independent
2	Mrs. Sonali Bhagwati Dalal	Non-Executive	Independent
3	Mr. Dhanpal Arvind Jhaveri	Non-Executive (Nominee Director)	Non-independent

For Interarch Building Products Limited



Name: Nidhi Goel
Company Secretary and Compliance Officer



Place: Noida
Dated: March 18, 2024

ANNEXURE 3

COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY
AS ON MARCH 18, 2024.

The Nomination and Remuneration Committee has been constituted pursuant to a resolution of the Board of Directors of the Company dated January 15, 2024. The Nomination and Remuneration consists of the following directors:

Sr. No.	Name of the director	Executive / Non-executive	Independent / Non-independent
1	Mr. Mohit Gujral	Non-executive (Chairperson)	Independent
2	Mr. Sanjiv Bhasin	Non-executive	Independent
3	Mr. Dhanpal Arvind Jhaveri	Non-executive (Nominee Director)	Non-independent

For Interarch Building Products Limited



Name: Nidhi Goel
Company Secretary and Compliance Officer



Place: Noida
Dated: March 18, 2024

ANNEXURE 4

**COMPOSITION OF THE STAKEHOLDERS' RELATIONSHIP COMMITTEE OF THE COMPANY AS
ON MARCH 18, 2024**

The Stakeholders' Relationship Committee has been constituted pursuant to a resolution of the Board of Directors of the Company dated January 15, 2024. The Stakeholders' Relationship Committee consists of the following directors:

Sr. No.	Name of the director	Executive / Non-executive	Independent / Non-independent
1	Mrs. Sonali Bhagwati Dalal	Non-Executive (Chairperson)	Independent
2	Mr. Arvind Nanda	Executive	Non-independent
3	Mr. Gautam Suri	Executive	Non-independent
4	Mr. Dhanpal Arvind Jhaveri	Non-executive (Nominee Director)	Non-independent
5	Mr. Ishaan Suri	Non-executive	Non-independent

For **Interarch Building Products Limited**



Name: Nidhi Goel
Company Secretary and Compliance Officer

Place: Noida
Dated: March 18, 2024

ANNEXURE 5

COMPOSITION OF THE RISK MANAGEMENT COMMITTEE OF THE COMPANY AS ON MARCH 18 2024.

The Risk Management Committee has been constituted pursuant to a resolution of the Board of Directors of the Company dated January 15, 2024. The Risk Management Committee consists of the following directors:

Sr. No.	Name of the director	Executive / Non-executive	Independent / Non-independent
1	Mr. Gautam Suri	Executive (Chairperson)	Non-independent
2	Mr. Sanjiv Bhasin	Non-executive	Independent
3	Mr. Arvind Nanda	Executive	Non-independent
4	Mr. Dhanpal Arvind Jhaveri	Non-executive (Nominee Director)	Non-independent

For Interarch Building Products Limited



Name: Nidhi Goel
Company Secretary and Compliance Officer



Place: Noida
Dated: March 18, 2024