



Certified true copy of the Resolution passed by the Board of Directors of M/s. Interarch Building Products Limited at its meeting held on 15th January'2024 at its office B-30 Sector-57 Noida-201301 at 5:00 P.M

RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and subject to the approval of shareholders, the approval of the members be & is hereby accorded to the appointment of Mr. Gautam Suri (DIN:00149374) as the Whole Time Director of the Company for a term of 5 years commencing from 15/01/2024 till 14/01/2029 at a remuneration fixed by the Board and on such terms and conditions mutually agreed upon by the Board and Mr. Gautam Suri as specified on the Explanatory Statements pursuant to the provisions of sec 102 (1) of the companies act, 2013 annexed to the Notice.

FURTHER RESOLVED THAT the Board be & is hereby authorize to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board subject to maximum Annual remuneration of Rs 1 crores plus perquisite, subject to the same not exceeding the limit as specified under Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

The following terms and conditions to be considered:

- a) Tenure: 5 years
- b) Basic Pay: Rs. 2,00,000 per month
- c) Special Allowance: Rs 1,00,000/- per month
- d) Ex- Gratia: 15 days of Gross salary
- e) LTA: 15 days of Gross salary
- f) Gratuity: as per the Rules of the company,
- g) Provident Fund: Company's contribution to provident fund to the extent the same is not taxable under the Income Tax Act, 1961;

Benefits, Perquisites and Allowances:

- h) Provision of a Car with driver and such driver's remuneration/expenses shall be reimbursed to him, if he is not provided with Company's driver.
- i) Free use of Company's mobile phone and telephone at his residence
- j) Rent free Accommodation

INTERARCH BUILDING PRODUCTS LIMITED

(Formerly known as Interarch Building Products Private Limited)

Head Office : B-30, Sector 57, Noida - 201301, India.

Tel.: +91 120 4170200, Fax: +91 120 2581017, CIN: U45201DL1983PC017029, GST No.: 09AAACI0106J1ZY



BUILDING INNOVATORS

Registered Office: Farm No-8, Khasra No. 56/23/2, Dera Mandi Road, Mandi Village, Tehsil Mehrauli, New Delhi - 110047, India.

info@interarchbuildings.com www.interarchbuildings.com



RESOLVED FURTHER THAT Mrs Nidhi Goel, Company Secretary & Compliance officer of the company be and are hereby authorized severally to file all necessary e-forms and returns as may be required under the Companies Act, 2013 and rules made there under and amended time to time for giving effect to the aforesaid resolution

For M/s **INTERARCH BUILDING PRODUCTS LIMITED**

ARVIND NANDA
MANAGING DIRECTOR
DIN: 00149426

Add: 6, Haveli Dera Mandi Road Mand Village
Mehrauli , New Delhi-10047

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CERTIFIED TRUE COPY OF THE **SPECIAL RESOLUTION** PASSED BY MEMBERS OF M/S. INTERARCH BUILDING PRODUCTS LIMITED IN THE EXTRA ORDINARY GENERAL MEETING HELD AT ITS REGISTERED OFFICE AT HAVELI 8, DERA MANDI ROAD MANDI VILLAGE, MEHRAULI, NEW DELHI, ON WEDNESDAY THE 17TH JANUARY'2024 AT 9:30 AM

APPOINTMENT OF MR. GAUTAM SURI AS WHOLE TIME DIRECTOR

RESOLVED THAT pursuant to the provisions of sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) approval of the members be & is hereby accorded to the appointment of Mr. Gautam Suri (DIN:00149374) as the Whole Time Director of the Company for a term of 5 years commencing from 15/01/2024 till 14/01/2029 at a remuneration fixed by the Board and on such terms and conditions mutually agreed upon by the Board and Mr. Gautam Suri, as specified on the Explanatory Statements pursuant to the provisions of sec 102 (1) of the Companies Act, 2013 annexed to the Notice.

RESOLVED THAT as a Director, Mr. Gautam Suri, shall be liable to retire by rotation under section 152 of the Companies Act 2013, (including any statutory modification or re-enactment thereof) however, if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such reappointment as Director shall not be deemed to constitute a break in his appointment as the Whole-time Director

FURTHER RESOLVED THAT the Board be & is hereby authorized to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board subject to maximum Annual remuneration of Rs 1 crores plus perquisite per annum, subject to the same not exceeding the limit as specified under Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

The following terms and conditions to be considered:

- a) Tenure: 5 years
- b) Basic Pay: Rs. 2,00,000 per month
- c) Special Allowance: Rs 1,00,000/- per month
- d) Ex- Gratia: 15 days of Gross salary
- e) LTA: 15 days of Gross salary
- f) Gratuity: as per the Rules of the company,
- g) Provident Fund: Company's contribution to provident fund to the extent the same is not taxable under the Income Tax Act, 1961;

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Benefits, Perquisites and Allowances:

- h) Provision of a Car with driver and such driver's remuneration/expenses shall be reimbursed to him, if he is not provided with Company's driver.
- i) Free use of Company's mobile phone and telephone at his residence
- j) Rent free Accommodation

RESOLVED FURTHER THAT Mrs Nidhi Goel, Company Secretary & Compliance officer of the Company be hereby authorized to file all necessary e-forms and returns as may be required under the Companies Act, 2013 and rules made there under and amended time to time for giving effect to the aforesaid resolution

For M/s **INTERARCH BUILDING PRODUCTS LIMITED**

ARVIND NANDA
MANAGING DIRECTOR
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, company seeks the approval of the shareholders by way of special resolution for the appointment of Mr. Gautam Suri as the Whole -time-Director from 15/01/2024 till 14/01/2029. The director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013, as amended.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 5 years commencing from 15/01/2024 till 14/01/2029
- (ii) Basic salary: As provided in the resolution
- (iii) Allowance & Perquisites: As provided in the resolution

Mr. Gautam Suri is a promoter and director of the Company and serving as a Director of the Company since 1983. He has played a pivotal role in expanding Company's operations to its new heights. He has rich and varied experience in top-level management. Mr. Gautam Suri is a Mechanical Engineer from the prestigious Indian Institute of Technology, Delhi (1974 batch). He started as an acoustic expert & practiced acoustic consultancy for over 30 years. He practices very strong customer management, engineering & manufacturing functions specialization. He has guided the Company through decades of diversification and growth; It would be in the interest of the Company to designate him as Whole-time Director. Mr. Gautam Suri is 72 years of age, hence in accordance with proviso to Section 196 3(a), the Company seeks consent of the members by way of special resolution for his appointment as office of Whole-time Director after attaining the age of 70 years.

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The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

Mr. Gautam Suri and Mr Ishaan Suri , existing directors of the Company are interested in the proposed Resolution.

For M/s **INTERARCH BUILDING PRODUCTS LIMITED**

ARVIND NANDA
MANAGING DIRECTOR
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