

**SCRUTINIZER'S REPORT**

To  
The Chairman,  
**INTERARCH BUILDING PRODUCTS LIMITED**  
CIN: L45201DL1983PLC017029  
**REGISTERED OFFICE:** Farm No.-8, Khasara No. 56/23/2  
Dera Mandi Road, Mandi Village,  
Tehsil Mehrauli, New Delhi- 110047, India

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS CONDUCTED  
THROUGH REMOTE E-VOTING**

Dear Sir,

I, Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole time practice (Holding Membership No: F5327) was appointed as Scrutinizer by the Board of Directors of **INTERARCH BUILDING PRODUCTS LIMITED** ("the Company") for scrutinizing the postal ballot process which was conducted through electronic means only in respect of the resolution(s) contained in the Notice dated January 17, 2025 in a fair and transparent manner and for ascertaining the requisite majority for the resolution(s) proposed to be passed with respect to the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with the General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 08, 2021; General Circular no. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India read with other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, as amended and pursuant to other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

**Regd. Office**

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pcs@vkcindia.com, www.vkcindia.com



### **SERVICE PROVIDER**

The Company has availed the services of Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system on special business sought to be transacted through Postal Ballot.

### **MANAGEMENT’S RESPONSIBILITY**

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars or any other provisions, as applicable for conducting postal ballot of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **SCRUTINIZER’S RESPONSIBILITY**

My responsibility as Scrutinizer is restricted to make Scrutinizers’ Report of the votes cast “For” or “Against” the resolution(s) stated in the Notice of Postal Ballot, based on the report generated from the e-voting system provided by the CDSL.

### **CUT OFF DATE**

The Members of the Company holding equity shares either in physical form or in dematerialized form, as on the “cut-off date” i.e. Friday, January 17, 2025 were entitled to cast their votes electronically through remote e-voting on the resolution(s) as set out in the Notice of Postal Ballot.

### **REMOTE E-VOTING PROCESS**

The remote e-voting period commenced from **Friday, January 24, 2025 at 09:00 a.m. (IST)** and ended on **Saturday, February 22, 2025 at 5:00 p.m. (IST)** on the designated website <https://www.evotingindia.com> of CDSL.

### **NOTICE IN ELECTRONIC MODE**

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members/Beneficiaries whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, January 17, 2025 and whose e-mail IDs were registered with the Company/RTA or Depositories/Depository Participant through electronic means only and has not dispatched physical copies of Postal Ballot notices, Postal Ballot Forms etc. to any member. Therefore, neither the Company nor I have received any Postal Ballot(s).



## **NEWSPAPER ADVERTISEMENT**

Pursuant to Rule 20 and 22 of the Companies (Management and Administration Rules) 2014 and other applicable provisions, the Company on Thursday, January 23, 2025, had published the public notice by way of an advertisement in “Financial Express” (in English) and Jansatta (in Hindi), newspapers having wide circulations.

## **E-VOTING**

1. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer’s secured link provided by CDSL through its designated website.
2. After completion of e voting, votes casted by the members, were unblocked in the presence of two witnesses, Ms. Parul & Ms. Megha who are not in the employment of the Company.
3. The remote e-voting report downloaded from the website of CDSL have been kept separately for the purpose of postal ballot.
4. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with us.
5. After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:

## **SPECIAL RESOLUTION(S)**

**Resolution No. 1: Approve the change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
<b>Postal Ballot (Remote e-voting)</b>	221	11702086	210	11701760	99.9972	11	326	0.0028



**Resolution No. 2: Approve the variation in terms of objects of the issue**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	221	11702086	206	11507566	98.3377	15	194520	1.6623

**Resolution No. 3: Ratification of the Employee Stock Option Plan 2023 (Interarch ESOP 2023)**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	221	11702086	192	11227453	95.9440	29	474633	4.0560

**Resolution No. 4: Ratification of the extension of the benefits under the “Interarch Employee Stock Option Plan 2023” to the Employee of Subsidiary Companies of the Company.**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	221	11702086	188	11227273	95.9425	33	474813	4.0575

**HANDOVER OF THE RELATED DOCUMENTS**

The Electronic data and other relevant documents/registers/papers and records are under my safe custody and will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.



## **ANNOUNCEMENT OF RESULTS**

Based on the above remote e-voting, I confirm that the resolution(s) has been approved with the requisite majority, accordingly I request to the Chairman/ or other person authorized by him, to announce the voting result of Postal Ballot.

## **RESTRICTION OF USE**

This report has been issued at the request of the Company for submission to stock exchange(s), and placing on the website of the Company and CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I 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 without my prior consent in writing.

**Thanking You  
Yours Faithfully,**



**CS Vineet K Chaudhary**  
Scrutinizer  
Membership No: - F5327  
C.P. No: - 4548



Managing Partner  
**VKC & Associates**  
Company Secretaries  
ICSI Unique Code: P2018DE077000  
Peer Review Certificate: 6404/2025

**UDIN: F005327F003988614**  
**Date: February 24, 2025**  
**Place: New Delhi**

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Countersign by ~~Chairman~~ / Authorized Person