



Date: 24th February, 2026

To, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, BandraKurla Complex, Bandra (E), Mumbai – 400 051 NSE Scrip Symbol: INTERARCH	To, BSE Limited PhirozeJeejeebhoy Towers Dalal Street Mumbai- 400001 BSE Scrip Code 544232
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Sub: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby enclose a copy of the Postal Ballot Notice, along with the Explanatory Statement and remote e-voting instructions ("Postal Ballot Notice"), as approved by the Board of Directors of the Company on Thursday, 19th February, 2026.

The Postal Ballot Notice is being sent electronically to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 20, 2026, being the cut-off date for the purpose, and whose email addresses are registered with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrar and Share Transfer Agent ("RTA").

In terms of various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice is being sent through electronic mode to those Members whose names appeared in the Register of Members / List of Beneficial Owners and whose email ids are registered with Depositories / Company as on Friday, February 20, 2026 ("Cut-Off date"). The Company has engaged Central Depository Services Limited (CDSL) for providing E-voting facility to all its Members.

The E-voting will commence from Thursday, 26th February, 2026 at 09:00 a.m. (IST) and will end on Friday, 27th March, 2026 at 05:00 p.m. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.

The Postal Ballot Notice seeks approval of members of Interarch Building Solutions Limited ("the Company") in respect of the following resolutions through remote e-voting.

INTERARCHBUILDINGSOLUTIONSLIMITED

(Formerly known as Interarch Building Products Limited)

Head Office: B-30, Sector 57, Noida-

201301, India. Tel.: +911204170200, CIN: L45201DL1983PLC017029





S.No.	Brief particulars of the resolutions	Type of Resolution
1	TO CONSIDER AND APPROVE THE VARIATION IN TERMS OF OBJECTS OF THE ISSUE	Special Resolution
2	TO CONSIDER & APPROVE THE APPOINTMENT OF MR. MANISH KUMAR GARG AS AN EXECUTIVE DIRECTOR	Special Resolution
3	TO CONSIDER & APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES THROUGH QUALIFIED INSTITUTIONAL PLACEMENT	Special Resolution

The Postal Ballot Notice is also being made available on the website of the Company at www.interarchbuildings.com , on the website of CDSL at www.evotingindia.com and on the websites of the Stock Exchanges, namely www.nseindia.com and www.bseindia.com .

This is for your information and records.

Thanking You,

**For INTERARCH BUILDING SOLUTIONS LIMITED
(formerly known as Interarch Building Products Limited)**

**ARVIND NANDA
MANAGING DIRECTOR
DIN: 00149426**

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**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



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
Thursday, 26 th February 2026 at 9:00 a.m. (IST)	Friday, 27 th March, 2026 at 5:00 p.m. (IST)

Notice is hereby given to the Members of Interarch Building Solutions Limited (the “Company”) (Formerly known as Interarch Building Products Limited), 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, 09/2024 dated 19th September, 2024 and 03/2025 dated September 22, 2025 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 or 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.

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info@interarchbuildings.com www.interarchbuildings.com



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 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 **Thursday, 26th February 2026 at 9:00 a.m. (IST)** and ends at **Friday, 27th March, 2026 at 5:00 p.m. (IST)** (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 , **27th March, 2026 ,**

1. 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**:

“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 passed on 22nd February, 2025 & 03rd May, 2025 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

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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.”

2. APPOINTMENT OF MR. MANISH KUMAR GARG (DIN: 09083957) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, and Regulation 17 and other applicable provisions of the SEBI Listing Regulations, the consent of the Members be and is hereby accorded to the appointment of Mr. Manish Kumar Garg (DIN: 09083957), presently serving as Chief Executive Officer, who was appointed by the Board as an Additional Director in the capacity of Executive Director with effect from 2nd February, 2026, to hold office as an Executive Director of the Company for a period of five (5) years commencing from 2nd February, 2026 up to 1st February, 2031 (both days inclusive), while continuing to serve as Chief Executive Officer of the Company and liable to retire by rotation.

RESOLVED FURTHER THAT the terms and conditions of appointment, including remuneration, be and are hereby approved, and Mr. Garg shall continue to draw the same remuneration as currently being paid in his capacity as CEO, together with applicable perquisites and benefits.

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Remuneration Details

Component	Monthly (₹)	Annual (₹)
Basic Salary	10,89,477	1,30,73,724
House Rent Allowance (HRA)	5,44,739	65,36,868
Provident Fund – Company Contribution	1,30,737	15,68,846
Driver’s Salary	20,500	2,46,000
Total	17,85,453	2,14,25,438

Perquisites & Benefits: Mediclaim Insurance, Mobile expenses, Gratuity, Company Car & Fuel, and other benefits as per Company policy and actuals.

RESOLVED FURTHER THAT the Board of Directors (including any Committee constituted or to be constituted) be and is hereby authorized to alter, vary, enhance, or widen the scope of remuneration, including fixed salary, incentives, increments, and retirement benefits payable to Mr. Garg during his tenure, to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions of law, without requiring further approval of the Members, provided that such variation does not exceed the limits prescribed under applicable law.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure, remuneration shall be payable in accordance with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters, and things, and to execute all documents, papers, agreements or writings as may be necessary, proper or expedient to give effect to this Resolution.

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3. TO APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP)

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

RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for Qualified Institutions Placement (“QIP”) contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Securities and Exchange Board of India Act, 1992 (“SEBI Act”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957 (“SCRA”/“SCRR”), Income Tax Act, 1961 (“IT Act”), Depositories Act 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999 (“FEMA”), read with the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force), and subject to the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations 2003, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued by the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), Stock Exchanges, Registrar of Companies, NCT of Delhi & Haryana (“RoC”) and such other statutory/regulatory authorities), circulars or notifications issued thereunder and subject to the approvals of the GoI, SEBI, RBI, Stock Exchanges, MCA, RoC and from such other appropriate statutory, regulatory, Government and other authorities and departments as may be applicable in this regard, and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or Imposed upon by any such authority (ies) while granting such approvals, consents, permissions and sanctions, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include the Management Committee of the Board or any other committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers

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conferred by this resolution) to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) by way of a QIP on a private placement /preferential allotment, such number of fully-paid Equity Shares of face value of 10/- (Rupees) each (“Equity Shares”) to Qualified Institutional Buyers (“QIBs”) whether they be holders of Equity Shares of the Company or not, for an aggregate amount not exceeding 100 Crore (Rupees One Hundred Crore only) in one or more tranches, at such price or prices including premium in such manner and on such terms and conditions as deemed appropriate to the Board and in accordance with provisions of Chapter VI of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the allotment of Equity Shares shall only be to QIBs as defined in the SEBI ICDR Regulations, and such Equity Shares shall be fully paid up & rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) and be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the allotment of such Equity Shares shall be completed within 365 days from the date of passing this special resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT pursuant to Regulation 176(1) of SEBI ICDR Regulations, the Company be and is hereby authorized to offer Equity Shares at a discount of not more than 5 (five) percent on the floor price or such other percentage as may be permitted under the applicable laws from time to time.

RESOLVED FURTHER THAT the relevant date for the determination of the floor price of the Equity Shares shall be in accordance with the SEBI ICDR Regulations

RESOLVED FURTHER THAT no allotment shall be made, either directly or indirectly to any QIBs who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT minimum of 10 (Ten) percent of the Equity Shares to be issued and allotted under QIP pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs.

RESOLVED FURTHER THAT the allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to 250 Crore) or five (in case the issue size is more than 250 Crore), as applicable, or such other limit as may be permitted under applicable laws.

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RESOLVED FURTHER THAT the Company shall not undertake any QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT the Equity Shares, as eligible in accordance with applicable law, shall not be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT a credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds from the QIP have been utilized, if applicable

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification(s) in the proposal as may be required or imposed by the GOI/RBI/ SEBI/Stock Exchanges where the Equity Shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the issue and allotment of new Equity Shares to eligible foreign investors be subject to the approval of the RBI (if any) under the FEMA as may be applicable but within the overall limits set forth under FEMA.

RESOLVED FURTHER THAT for issuance of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations, the price determined for the QIP shall be subject to appropriate adjustments as specified under the SEBI ICDR Regulations for any rights issue of Equity Shares or bonus issue (capitalization of profits or reserves) or stock split of shares or if the Company has consolidated its outstanding Equity Shares including by way of stock split or if the Company re-classifies any of its Equity Shares into other securities of the Issuer or similar event or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT the issue of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations shall, inter alia, be subject to the following terms and conditions, subject to compliance with applicable laws:

- (i) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced in equal proportion;

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(ii) in the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportions that of the rights offer, and such additional Equity Shares shall be offered to the equity shareholders at the same price at which the same are offered to the existing equity shareholders;

(iii) in the event of a merger, amalgamation, takeover or any other re-organization or re-structuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

(iv) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Equity Shares and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MOUs/ placement agreement(s)/ subscription agreement(s)/any other agreements or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), registrar(s), authorized representative(s), legal advisor(s) / counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorize any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue of Equity Shares under QIP.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s), underwriter(s), advisor(s) and/or other person(s) as appointed by the Company, be and is hereby authorized to determine the form and terms of the issue, including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted in each or single tranche, issue price (including premium, if any), face value, premium amount on issue, number of Equity Shares, fixing of issue opening date or issue closing date or record date or book closure and related or incidental matters, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board to exercise its powers including powers conferred under this resolution, is authorized to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such

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instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board shall have all powers and authorities to modify, re-apply, redo, make necessary changes, approach and to do all requisite filings/ resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. as may be provided by the Stock Exchange(s), SEBI, RBI, GoI and any other Appropriate authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board is hereby authorized to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution on it, to any committee or sub-committee of directors or any other director(s) or officer(s) of the Company to give effect to the aforesaid resolution, with the power to such committee/sub-committee of the Board to further delegate all or any of its powers/ duties to any of the members of such committee.”

By Order of the Board of Directors

**FOR INTERARCH BUILDING SOLUTIONS LIMITED
(formerly known as Interarch Building Products Limited)**

**Arvind Nanda
Managing Director
DIN 00149426**

**Date: 19/02/2026
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, General Circular No. 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 as 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 20th February, 2026
7. **The remote e-voting period commences at Thursday, 26th February, 2026 at 9:00 a.m. (IST) and ends at Friday, 27th March, 2026 at 5:00 p.m. (IST) (both days inclusive).**

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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.

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. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on compliance@interarchbuildings.com

11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **27th March, 2026**, 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 or any other person as may be authorised by the Chairman.

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 Bombay Stock Exchange 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.

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1. Members are requested to carefully read the below instructions in connection with remote e-voting:

a. Pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 2020, e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants ('DP') in order to increase the efficiency of the voting process.

b. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

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

(i) The Company has engaged the services of Central Depository Services Ltd. ("CDSL") for the purpose of providing remote e-voting facility to its Members. The voting period begins on **Thursday 26th February 2026 at 9:00 a.m (IST)** and ends on **Friday, 27th March, 2026 at 5:00 p.m (IST)** 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 **Friday, 20th February, 2026** may cast their vote electronically. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time.

(ii) 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-

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voting process. In the case of joint holders, only such joint holder whose name appears first will be entitled to vote.

- (iii) 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 abovesaid 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasitoken/Home/EasiRegistration. 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 or click

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	<p>on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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.nsdl.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 re-directed 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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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

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	<p>your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<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>

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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at

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in Demat mode with NSDL	evoting@nsdl.co.in or call at : 022- 4886 7000 and 022-2499 7000
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(iv) **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.
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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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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(xvi) **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.
- 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 , 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

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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 SOLUTIONS LIMITED
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**Arvind Nanda
Managing Director
DIN 00149426**

**Date: 19/02/2026
Place: Noida**

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

ITEM NO.1 VARIATION IN TERMS OF OBJECTS OF THE ISSUE

The Company had 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 Company obtained Members’ approval by way of Special Resolutions dated **22nd February 2025** and **3rd May 2025** for variations in the IPO terms and reallocation of unutilized IPO proceeds.

Deployment of IPO Proceeds as on 20th January 2026

Rs. In Million

Sr. No.	Objects as stated in prospectus	IPO Proceeds	IPO AFTER APPROVAL OF MEMBERS VIDE POSTAL BALLOT DATED 22/02/2025	IPO AFTER APPROVAL OF MEMBERS VIDE POSTAL BALLOT DATED 03/05/2025	Total Amount Spent up to 20/01/2026	Unutilised Amount as per prospectus(after variation dated 03/05/2025)	% of achievements as per prospectus(after variation dated 03/05/2025)	% of unutilised amount as per prospectus(after variation dated 03/05/2025)
1	Financing the capital expenditure towards setting up the Project	585.33	297.43	247.43	179.97	67.46	72.7%	27.3%

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	at Andhra Pradesh manufacturing Facility 1							
2	Financing the capital expenditure towards upgradation of the Kichha Manufacturing Facility, Tamil Nadu Manufacturing Facility I, Tamil Nadu Manufacturing Facility II and Pantnagar Manufacturing Facility	192.46	432.66	387.66	220.25	167.41	56.8%	43.2%
3	Funding investment in information technology assets for upgradation of existing information technology	113.92	113.92	113.92	49.32	64.60	43.3%	56.7%

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Infrastructure of our Company								
4 Funding incremental working capital Requirements	550.00	550.00	550.00	550.00	-	100.0%	0.0%	
5 General corporate purposes	430.37	478.07	478.07	478.07	-	100.0%	0.0%	
Saving of Offer Expenses	8.90	8.90	8.90	8.90	-	100.0%	0.0%	
6 Towards manufacturing Facility-II at Andhra Pradesh	-	-	95.00	94.58	0.42	99.6%	0.4%	
Total Net Proceeds	1,880.98	1,880.98	1,880.98	1,581.09	299.89	84.1%	15.9%	

Proposed Variation of Objects

From the **unutilized IPO proceeds** of ₹129.40 million, originally designated as:

- ₹26.50 million for Andhra Pradesh Unit-I
- ₹102.90 million for upgradation of Kichha & TN/Pantnagar Facilities

The Company proposes to **redirect ₹129.40 million**, plus an additional ₹0.42 million saved from land acquisition costs, **towards Manufacturing Facility-II at Andhra Pradesh**.

Any unutilised funds allocated for existing objects may be carried forward and utilised in subsequent fiscal years with the approval of the Board of Directors

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Revised allocation will be as under:

(Rs In Million)

<i>Sr. No.</i>	<i>Objects as stated in prospectus</i>	<i>IPO Proceeds</i>	<i>IPO AFTER APPROVAL OF MEMBERS VIDE POSTAL BALLOT DATED 22/02/2025</i>	<i>Final allocation after proposed variation APPROVAL OF MEMBERS VIDE POSTAL BALLOT DATED 03/05/2025</i>	<i>Final allocation after proposed variation</i>
1	Financing the capital expenditure towards setting up the Project at Andhra Pradesh manufacturing Facility	585.33	297.43	247.43	220.93
2	Financing the capital expenditure towards upgradation of the Kichha Manufacturing Facility, Tamil Nadu Manufacturing Facility I, Tamil Nadu Manufacturing Facility II and Pantnagar Manufacturing Facility	192.46	432.66	387.66	284.76
3	Funding investment in information technology assets for upgradation of existing information technology	113.92	113.92	113.92	113.92

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	infrastructure of our Company				
4	Funding incremental working capital Requirements	550.00	550.00	550.00	550.00
5	General corporate purposes	430.37	478.07	478.07	478.07
	Saving of Offer Expenses	8.90	8.90	8.90	8.90
6	Towards manufacturing Facility-II at Andhra Pradesh	-	-	95.00	94.58
	Civil and PEB of AP Heavy Facility-II at Andhra Pradesh	-	-	-	129.82
	Total Net Proceeds	1,880.98	1,880.98	1,880.98	1,880.98

Particulars of the Variation

1. Reason for Alteration:

- Driven by updated financial and market conditions, revised business and growth strategies, and changes in competitive landscape and operational requirements.
- Reallocation ensures **optimal utilization of IPO proceeds** and maximizes returns for Members.

2. Justification:

- Prudent re-classification of unutilized amounts to accelerate completion of Manufacturing Facility-II at Andhra Pradesh.
- Ensures smooth execution of growth plans without affecting financial position.

3. Timeframe for Completion:

- Target completion latest by **31st March 2027**.
- Execution beyond this date may occur in subsequent fiscal years **with the approval of the Board of Directors**.

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4. **Financial Impact:**
 - o No change anticipated on earnings or cash flow; only reallocation of funds.
5. **Inspection:**
 - o Copy of the Notice can be obtained from the **Corporate Office** during business hours or accessed at www.interarchbuildings.com.
6. **Risk Factors:**
 - o Changes in Government policies, economic environment, or unforeseen events may impact implementation.

In terms of Section 27 of the Companies Act, 2013, the Company seeks approval of Members **by way of Special Resolution through Postal Ballot** for variation in the terms of the objects of the IPO.

None of the Directors, Key Managerial Personnel, or their relatives are interested in this resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO.2 APPOINTMENT OF MR. MANISH KUMAR GARG (DIN:09083957) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee (“NRC”), appointed Mr. Manish Kumar Garg (DIN: 09083957) as an Additional Director in the capacity of Executive Director with effect from 2nd February, 2026, subject to approval of the Members.

Mr. Garg is presently serving as Chief Executive Officer. He is an alumnus of Harvard Business School and a Civil Engineer from Delhi, with over three decades of experience in the metal buildings and pre-engineered buildings (PEB) sector. He has significantly contributed to the Company’s growth through operational efficiency, innovation, and strategic expansion.

The Company has received a notice under Section 160 of the Act proposing his candidature as Director. Mr. Garg has consented to act as Executive Director and has confirmed that he is not disqualified under Section 164 of the Act, nor debarred from holding the office of Director by SEBI or any other authority.

The remuneration approved under this resolution is in line with the size, financial position, and performance of the Company, industry benchmarks, and the responsibilities and experience of Mr. Garg. The terms and conditions of his appointment, including remuneration, perquisites, benefits and retirement benefits, are in compliance with Sections 196, 197, 203 and Schedule V of the Act and Regulation 17 of the SEBI Listing Regulations.

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Additional information in respect of Mr. Manish Kumar Garg, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given in Annexure-A to this Notice.

The terms and conditions as set out in Item No. 2 may also be treated as disclosure in compliance with the requirement of Section 190 of the Act.

Your Board of Directors recommends the Resolution at Item No. 2 for approval by the Members by way of Special Resolution **through Postal Ballot**.

None of the Directors, Key Managerial Personnel of the Company, or their relatives has any financial or other interest, directly or indirectly, in the resolutions set out at Item No. 2 of this Postal Ballot Notice.

ITEM NO.3 TO APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP)

The Company plans to invest in **Pre-Engineered Buildings (PEB) and Heavy Steel Fabrication Capex Projects** to drive long-term growth, enhance competitive advantage, and maintain its leadership position in the industry. To fund these initiatives, the Company intends to raise capital by issuance of Equity Shares through a **Qualified Institutions Placement (“QIP”)** and utilize the proceeds inter alia for the following projects:

- **Phase-2 of Heavy Steel Fabrication Project** at Attivaram, Andhra Pradesh (“AP Unit-2 – Phase 2”) – Estimated Project Cost: ₹75 Crore.
- **PEB Unit-2 (Phase 1 & 2) Project** at Kheda District, Gujarat (“Gujarat Unit-2 – Phase 1 & 2”) – Estimated Project Cost: ₹75 Crore.

The Company proposes to issue such number of **Equity Shares** of face value ₹10each to **Qualified Institutional Buyers (QIBs)** to raise an aggregate amount of **up to ₹100 Crore** at such price or prices (including premium) and on such terms and conditions as may be deemed appropriate by the Board, in accordance with **Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”)**.

Key Terms and Conditions of the Proposed QIP

1. Issue in One or More Tranches:

- The Equity Shares may be issued and allotted in one or more tranches on such date(s) as may be determined by the Board, but not later than 365 days from the date of passing of this resolution, or such other period as may be permitted under applicable law.

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2. **Eligibility:**
 - No allotment shall be made, directly or indirectly, to any QIB who is a promoter or person related to promoters under SEBI ICDR Regulations.
 - The Company shall not undertake any subsequent QIP until the expiry of two weeks (or such other period as may be prescribed under SEBI ICDR Regulations) from the prior QIP made pursuant to one or more Special Resolutions.
3. **Minimum Allocation to Mutual Funds:**
 - A minimum of 10% of the Equity Shares to be issued under the QIP shall be allotted to Mutual Fund(s).
 - If Mutual Fund(s) do not subscribe to the minimum portion, it may be allotted to other QIBs.
4. **Pricing:**
 - The floor price shall be calculated in accordance with SEBI ICDR Regulations.
 - The Company may offer a discount not exceeding 5% of the floor price or as permitted under law.
 - The 'relevant date' for pricing shall be determined in accordance with SEBI ICDR Regulations, i.e., the date on which the Board decides to open the QIP.
5. **Allotment Limit:**
 - No single allottee shall be allotted more than 50% of the QIP size.
 - The minimum number of allottees shall comply with SEBI ICDR Regulations. QIBs belonging to the same group or under common control shall be treated as a single allottee.
6. **Form of Shares:**
 - Equity Shares shall be issued in **dematerialized form**, fully paid-up.
 - Shares allotted shall not be eligible for sale for one year from the date of allotment, except on a recognized stock exchange or as otherwise permitted.
7. **Authority to the Board:**
 - The Board is authorized to determine the detailed terms, timing, number of shares, price, tranches, and other matters in consultation with advisors, lead managers, underwriters, and other authorities, considering prevailing market conditions and applicable laws.
 - The Board may issue Equity Shares to investors who may or may not be existing Members of the Company.
8. **Approvals and Compliance:**
 - The issue shall be subject to receipt of requisite approvals from appropriate authorities.
 - All documents referred to in this Notice shall be available for inspection on the Company's website until the last date of remote e-voting.

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Statement of Interest

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company or subscription to the QIP by a financial institution or body corporate in which they may have direct or indirect interest.

The Board of Directors recommends the Special Resolution at Item No. 3 for approval by the Members.

ANNEXURE – A

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Manish Kumar Garg
Designation	Presently Additional Director and Chief Executive Officer of the Company; to be appointed as Executive Director
DIN	09083957
Age	53 Years
Date of first appointment on the Board	02 nd February, 2026.
Brief resume	Esteemed alumnus of Harvard Business School and a Civil Engineer from Delhi. Brings over three decades of expertise in the metal buildings and pre-engineered buildings (PEB) domain. Pioneered adoption of cutting-edge construction technologies and redefined industry standards. Significantly transformed Indian and international construction landscapes, with notable advancements in innovation, sustainability, and operational efficiency.
Qualification	As provided in the brief resume above.
Experience	As provided in the brief resume above.
Nature of expertise in specific functional areas	As provided in the brief resume above.

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Number of Meetings of the Board attended during the year (FY 2025-26)	1
Last drawn remuneration	₹2,14,25,438 per annum (as CEO)
Remuneration proposed to be paid	As per Resolution No. 2 of this Notice read with Explanatory Statement thereto
List of Directorships of other listed Entities	NIL
List of Memberships/Chairmanships of Committees of other listed entities	NIL
Listed entities from which resigned/retired in the past three years	NIL
Shareholding in the Company	5,000 Equity Shares as on 13th February, 2026
Relationship with other Directors and Key Managerial Personnel of the Company.	NA
Terms and conditions of appointment along with the details of remuneration	As per the Resolution No.2 of this Notice read with Explanatory Statement thereto.

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

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