

Certificate on estimated expenditure for upgrading information technology infrastructure

Date: July 31, 2024

To:

Ambit Private Limited

Ambit House
449, Senapati Bapat Marg
Lower Parel
Mumbai – 400 013
Maharashtra, India

Axis Capital Limited

1st Floor, Axis House
C-2 Wadia International Centre
P.B. Marg, Worli
Mumbai – 400 025
Maharashtra, India

(Axis Capital Limited, Ambit Private Limited are collectively referred to as the “Book Running Lead Managers” or the “BRLMs”)

and

The Board of Directors

Interarch Building Products Limited

B 30, Sector 57,
Noida 201 301
Uttar Pradesh, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares (the “Equity Shares”) of Interarch Building Products Limited (the “Company” and such offering, the “Offer”)

In relation to the Company and its affiliates, we, Manian & Rao, Chartered Accountants are an independent firm of chartered accountants. We have received a request from the Company to provide certain confirmations in relation to its proposed expenditure towards upgrading its information technology infrastructure by utilising a portion of the net proceeds of fresh issue component of the Offer (the “**Net Proceeds**”)

We understand the Company proposes to utilise an aggregate of ₹ 113.92 million towards funding such upgradation of its information technology infrastructure by utilising a portion of the Net Proceeds.

We have performed the following procedures:

- i) obtained and read the resolution of the board of directors of the Company dated July 31, 2024 approving funding of the proposed expenditure by the Company towards upgrading its information

technology infrastructure by utilising a portion of the Net Proceeds;

- ii) Obtained and verified the quotations for the proposed expenditure towards upgrading the information technology infrastructure of the Company which was reviewed by the management of the Company; and
- iii) sought necessary clarifications from officials of the Company.

Based on the procedures mentioned above and the information, explanations and representations made to us by the management of the Company, we confirm the details with respect to the break-up of the estimated cost for the upgradation of the information technology infrastructure of the Company, as set out in **Annexure A** hereto which has been prepared by the management of the Company basis the quotations obtained from the Vendors.

We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (the “ICAI”). We hereby confirm that while providing this certificate we have complied with the Code of Ethics and 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, issued by the Institute of Chartered Accountants of India.

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the updated draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer (together, the “**Offer Documents**”) which may be filed by the Company with Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”), Registrar of Companies, Delhi and Haryana at New Delhi (the “**RoC**”) and / or any other regulatory or statutory authority.

We hereby consent (i) to our name Manian & Rao, Chartered Accountants and the aforementioned details being included in the Offer Documents; and (ii) to the submission of this certificate to any regulatory / statutory/ governmental authority, Stock Exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law. We also consent to the inclusion (if required) of this certificate as a part of ‘*Material Contracts and Documents for Inspection*’ in connection with the Offer, which will be available to the public for inspection and on the website of the Company from the date of filing of the red herring prospectus until the Bid/Offer Closing Date.

This certificate may be relied on by the BRLMs, their affiliates and legal counsel to each of the Company and the BRLMs in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation and due diligence of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations, as and when made available to us by the Company in writing, to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal counsel to each of them can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully

For Manian & Rao, Chartered Accountants
ICAI Firm Registration No: 001983S

Paresh Daga
Partner
Membership No. 211468
UDIN: 24211468BKFXRM1925

CC:

Khaitan & Co
10th, 13th and 14th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

Shardul Amarchand Mangaldas & Co
Express Towers
24th Floor, Nariman Point
Mumbai 400 021
Maharashtra, India

ANNEXURE A

S. no.	Particulars	Total amount [^] (In Rs. Million)	Name of Vendor	Date of quotation	Valid up to
1	S/4 HANA Implementation together with hypercare	27.05	DXC Technology Company	July 10, 2024	October 8, 2024
	One-year application management support	7.45			
2	SAP S4 HANA PCE	79.42	SAP India Private Limited	July 27, 2024	September 30, 2024
	Total	113.92			

[^]All decimals have been rounded off to two decimal points. Total estimated cost excludes applicable taxes, which will be funded from internal accruals.