



# INTERARCH BUILDING PRODUCTS LIMITED



(Please scan the QR code to view the RHP)

Our Company was originally incorporated as "Luxalon Building Products Private Limited", a private limited company under the Companies Act, 1956, in New Delhi, pursuant to a certificate of incorporation dated November 30, 1983 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi. The name of our Company was changed to "Interarch Building Products Private Limited" pursuant to a Board resolution dated January 24, 1985 and a special resolution dated April 13, 1985 passed by the Shareholders, consequent upon which, a fresh certificate of incorporation dated August 9, 1985 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi. This change was undertaken as the Company had started marketing of other brands of international architectural building products. Subsequently, in accordance with Section 43A(1A) of the Companies Act, 1956, our Company became a deemed public limited company with effect from July 1, 1996 and the name of our Company was changed to "Interarch Building Products Limited". Our Board took noting of such conversion pursuant to resolution approved on August 25, 1997 consequent upon which, the Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi endorsed such conversion on the certificate of incorporation dated August 9, 1985 with effect from July 1, 1996. Pursuant to the amendment in Section 43A of the Companies Act, 1956 by Companies Amendment Act, 2000, and the approval of our Board and our Shareholders on February 20, 2001 on March 22, 2001, respectively, our Company's status was converted from a deemed public company to a private limited company and consequently the name was changed to "Interarch Building Products Private Limited" and the Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi endorsed such conversion on the certificate of incorporation dated August 9, 1985 with effect from January 11, 2002. Subsequently, pursuant to resolutions passed by our Board and Shareholders dated October 12, 2023 and October 13, 2023 respectively, our Company was converted into a public limited company and consequently, the name of our company was changed to "Interarch Building Products Limited", consequent upon which, a fresh certificate of incorporation dated December 15, 2023 issued by the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"). For details of change in our Registered Office, see "History and Certain Corporate Matters - Changes in the Registered Office of our Company" on page 277 of the red herring prospectus dated August 12, 2024 filed with the RoC ("RHP" or "Red Herring Prospectus").

Corporate Identity Number: U45201DL1983PLC017029

Registered Office: Farm No. 8, Khasara No. 56/23/2, Dera Mandi Road, Mandi Village, Mehrauli, New Delhi 110 047 Delhi, India. Corporate Office: B 30, Sector 57, Noida 201 301 Uttar Pradesh, India. Contact Person: Nidhi Goel, Company Secretary and Compliance Officer; Telephone: +91-12041 70200; E-mail: compliance@interarchbuildings.com; Website: www.interarchbuildings.com

## OUR PROMOTERS ARE ARVIND NANDA, GAUTAM SURI, ISHAAN SURI AND VIRAJ NANDA

INITIAL PUBLIC OFFERING OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF INTERARCH BUILDING PRODUCTS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING TO ₹ [●] MILLION ("THE OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ 2,000.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 4,447,630 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING TO ₹ [●] MILLION COMPRISING OF UP TO 720,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING TO ₹ [●] MILLION BY ARVIND NANDA, OF UP TO 790,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING TO ₹ [●] MILLION BY GAUTAM SURI AND OF UP TO 539,930 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING TO ₹ [●] MILLION BY ISHAAN SURI (COLLECTIVELY, THE "PROMOTER SELLING SHAREHOLDERS"), OF UP TO 600,100 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING TO ₹ [●] MILLION BY SHOBHNA SURI (THE "PROMOTER GROUP SELLING SHAREHOLDER") AND OF UP TO 1,797,600 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING TO ₹ [●] MILLION BY OIH MAURITIUS LIMITED (PREVIOUSLY KNOWN AS INDIVISION INDIA PARTNERS) (THE "INVESTOR SELLING SHAREHOLDER" AND COLLECTIVELY, WITH THE PROMOTER SELLING SHAREHOLDERS AND PROMOTER GROUP SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AGGREGATING UP TO ₹ 20 MILLION (CONSTITUTING UP TO [●] % OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HERINAFTER REFERRED TO AS THE "NET OFFER". OUR COMPANY MAY, IN CONSULTATION WITH THE BRLMS OFFER A DISCOUNT OF UP TO [●] % ON THE OFFER PRICE (EQUIVALENT TO ₹ 85 PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

### DETAILS OF THE OFFER FOR SALE

Name of Selling Shareholder	Type	Number of Equity Shares Offered	Weighted average cost of acquisition per Equity Share* (in ₹ per Equity Share)
Arvind Nanda	Promoter Selling Shareholder	Up to 720,000 Equity Shares of face value ₹10 each aggregating to ₹ [●] million	4.99
Gautam Suri	Promoter Selling Shareholder	Up to 790,000 Equity Shares of face value ₹10 each aggregating to ₹ [●] million	5.56
Ishaan Suri	Promoter Selling Shareholder	Up to 539,930 Equity Shares of face value ₹10 each aggregating to ₹ [●] million	0.25
Shobhna Suri	Promoter Group Selling Shareholder	Up to 600,100 Equity Shares of face value ₹10 each aggregating to ₹ [●] million	0.00
OIH Mauritius Limited	Investor Selling Shareholder	Up to 1,797,600 Equity Shares of face value ₹10 each aggregating to ₹ [●] million	500.00

\*As certified by Manian & Rao, Chartered Accountants pursuant to the certificate dated August 12, 2024.

We design, manufacture and sell pre-engineered steel buildings ("PEBs") and offer them by way of: (a) PEB Contracts, wherein we provide complete PEBs on a turn-key basis to customers, and also provide on-site project management for installation and erection at customers' sites; (b) PEB Sales, including metal ceilings and corrugated roofing; PEB steel structures; and (c) Light gauge framing systems.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

QIB Portion: Not more than 50% of the Net Offer | Non-Institutional Portion: Not less than 15% of the Net Offer

Retail Portion: Not less than 35% of the Net Offer | Employee Reservation Portion: Up to [●] Equity Shares aggregating up to ₹ 20 million

PRICE BAND: ₹850 TO ₹900 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH

THE FLOOR PRICE IS 85.00 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 90.00 TIMES THE FACE VALUE OF THE EQUITY SHARES AND AT THE LOWER END OF THE PRICE BAND IS 14.49 TIMES AS COMPARED TO THE AVERAGE INDUSTRY PEER GROUP P/E RATIO OF 65.56 TIMES.

BIDS CAN BE MADE FOR A MINIMUM OF 16 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH

AND IN MULTIPLES OF 16 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH THEREAFTER

A DISCOUNT OF ₹85 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated August 12, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the "Basis for Offer Price" section on page 160 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in the "Basis for Offer Price" section on page 160 of the RHP and provided below in the advertisement.

IN MAKING AN INVESTMENT DECISION AND PURCHASE IN THE OFFER, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE RISKS AND MERITS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

In relation to the price band, potential investors should refer to this price band advertisement for the Offer and should not rely on any media articles / reports in relation to the valuation of the Company as these are not endorsed, published or confirmed either by the Company or by the BRLMS.

## RISK TO INVESTORS

(For details refer to section titled "Risk Factors" on page 30 of the RHP)

- Dependency on the availability and cost of our raw materials:** Our business and profitability are substantially dependent on the availability and the cost of our raw materials and components consumed, including steel which constitutes 86.52%, 85.61% and 87.42% of the total costs of raw materials and components consumed in Financial Years ended March 31, 2022, 2023 and 2024 respectively. We are exposed to risks originating from volatility in steel prices which could have an adverse effect on our business operations. Please refer to Risk Factor 1 on page 30 of RHP for further details.
- Capacity under-utilization risk:** We have four Manufacturing Facilities with an aggregate installed capacity of 141,000 MT as of March 31, 2024. While our total capacity utilization across our Manufacturing Facilities for March 31, 2024 was 60.64 %, the capacity utilization for Built-Up sections (BU) of production, which is the key indicator of capacity utilization for the Company, across our Manufacturing Facilities for the same period was 80.49%. Please refer to Risk Factor 2 on page 32 of RHP for further details.
- Supplier Concentration Risk:** We depend on a limited number of third-party suppliers for supply of raw materials and do not have continuing or exclusive arrangements with any of our suppliers. Our top 10 suppliers constitute 88.87%, 81.04% and 81.92% of the cost of raw materials and components consumed in Financial Years ended March 31, 2022, 2023 and 2024 respectively.
- Dependency and concentration on Manufacturing facilities:** Our business is dependent and will continue to depend on our Manufacturing Facilities which are subject to various operating risks, including those beyond our control, such as the breakdown, failure of equipment or industrial accidents, fire, power interruption, severe weather conditions and natural disasters. Our Manufacturing Facilities are currently concentrated in the states of Tamil Nadu (at Sriperumbudur) and Uttarakhand (at Kiccha and Pantnagar) in India.
- Repeat orders from customers or customer groups:** Our customers or customer groups (identified as customers forming part of same corporate group) do not commit to long-term or continuing contracts and may cancel or modify their orders or postpone or default in their payments. Further, we are dependent on certain customers or customer groups and our revenue from such customer

groups as repeat orders accounted for 58.62 %, 80.42 % and 81.39 % of our revenue from operations for Financial Years ended March 31, 2022, 2023 and 2024 respectively. Please refer to Risk Factor 4 on page 36 of RHP for further details.

- Seasonal variations and cyclicity risk:** Some of our customers have businesses which are seasonal in nature and a downturn in demand for our products by such customers could reduce our revenue during such periods. Further, during periods of curtailed activity like monsoon, due to adverse weather conditions, we may continue to incur operating expenses, but our revenues from operations may be delayed or reduced.
- Dependence on PEB Contracts:** We derive a significant portion of our revenue from operations from contracts with customers for supplying PEBs on a turn-key basis, as a part of which, we also provide onsite project management for the erection and installation of our PEBs. Contribution of revenue from PEB Contracts as at the end of Financial Years ended March 31, 2022, March 31, 2023 and March 31, 2024 is 86.39%, 87.74% and 75.67% of our revenue from operations.
- Third party risk:** We depend on performance of third party builders/erectors for timely completion of our projects. The table below sets forth the building erection contractors charges for the years stated:

Particulars	Financial Year ended March 31, 2022		Financial Year ended March 31, 2023		Financial Year ended March 31, 2024	
	Amount (in ₹ million)	% of Total expenses	Amount (in ₹ million)	% of Total expenses	Amount (in ₹ million)	% of Total expenses
Erection and installation services expenses	667.47	8.16	822.48	8.01	1,032.63	8.67

- Significant working capital requirement:** Our business requires significant



working capital in order to finance the purchase of raw materials and maintaining inventory, furnishing of Bank Guarantees. The net working capital requirements of our Company for Financial Years ended March 31, 2022, 2023 and 2024 is ₹661.50 million, ₹1,009.33 million and ₹862.99 million, respectively.

**10. Labour unrests and union activities:** We engage a large number of contract labourers particularly in our Manufacturing Facilities and we may be subject to labour unrests, labour union activities slowdowns and increased employee costs, which may adversely impact our business. Our contract labourers constitute 13.86%, 19.10% and 18.02% of total number of employees in the work force as at March 31, 2022, 2023 and 2024, respectively. Please refer to Risk Factor 14 on page 44 of RHP for further details.

**11. Design and engineering risks:** Inability of our design and engineering team to formulate a cost effective strategy for our projects would have an adverse impact on our profit margins. Further, our inability to develop products that will be relevant for new and emerging industries, may adversely impact our business.

**12. Insurance risk:** Our operations are subject to certain hazards such as accidents at work, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions, including hazards that may cause destruction of property plant and machinery and inventories. Our insurance policies may not be adequate to cover all losses incurred in our business.

**13. Risk in relation to objects of the Offer:** Our funding requirements and proposed deployment of the Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.

**14. Capital expenditure:** We propose to utilise a portion of the Net Proceeds of the Offer towards capital expenditure, including towards capacity development by setting up of a new manufacturing unit in a new geography and upgradation of existing manufacturing facilities which could be subject to delays, cost overruns, and other risks and uncertainties

**15. Logistics risk:** We engage third party logistics providers for our transportation needs and do not have any insurance coverage for such transportation by our third-party logistic providers. The freight and forwarding charges as a percentage of Total Expenses for the Financial Years ended March 31, 2022, March 31, 2023 and March 31, 2024 respectively, are set below:

Particulars	Financial Year ended March 31, 2022		Financial Year ended March 31, 2023		Financial Year ended March 31, 2024	
	Amount (in ₹ million)	% of Total expenses	Amount (in ₹ million)	% of Total expenses	Amount (in ₹ million)	% of Total expenses
Freight and forwarding charges	152.13	1.86	217.86	2.12	338.75	2.85

16. We will not receive any proceeds from the Offer for Sale and such proceeds will be received by the Selling Shareholders.

17. Weighted average cost of acquisition of Equity Shares transacted in last one year, 18 months and three years

Period	Weighted average cost of acquisition (in ₹) #	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)
One year immediately preceding the date of this Red Herring Prospectus	NA	NA	NA
18 months preceding the date of this Red Herring Prospectus	NA	NA	NA
Three years preceding the date of this Red Herring Prospectus	NA	NA	NA

# Note: As certified by Manian & Rao, Chartered Accountant, by way of certificate dated August 12, 2024. The above table excludes 584,708 Equity Shares which were bought back by our Company on September 25, 2023 at a price of ₹ 667.00 per Equity Share, pursuant to the resolutions approved by our Board and Shareholders on August 17, 2023 and August 18, 2023, respectively.

18. Weighted average return on net worth for the Financial Years ended March 31, 2022, 2023 and 2024 is 20.12%

19. Average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholders ranges from ₹ 0.00 to 500 per equity share and offer price at upper end of the Price Band is ₹ 900 per equity share

20. The Offer Price, market capitalization to revenue from operations multiple and price to earnings ratio based on the Offer Price of the Company may not be indicative of the market price of the Company on listing or thereafter:

Particulars	Market capitalization to revenue from operations	Price to Earnings ratio
At lower end of the price band i.e. ₹ 850 per equity share	1.10	14.49
At upper end of the price band i.e. ₹ 900 per equity share	1.16	15.34

21. The 2 BRLMs associated with the Offer have handled 41 public issues in the past 3 years out of which 10 issues have closed below the offer price on the listing date

Name of BRLMs	Total Issues	Issue closed below the offer price on listing date
Ambit Private Limited*	3	0
Axis Capital Limited*	37	10
Common issues handled by the BRLMs	1	0
Total	41	10

\*Issues handled where there were no common BRLMs

**BID/ OFFER PERIOD**

**ANCHOR INVESTOR BID/ OFFER DATE\* : FRIDAY, AUGUST 16, 2024**

**BID/OFFER OPENS ON\* : MONDAY, AUGUST 19, 2024**

**BID/OFFER CLOSES ON\* : WEDNESDAY, AUGUST 21, 2024#**

\*Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI/ICDR Regulations. The Anchor Investor Bid/Offer Date shall be one Working Day prior to the Bid/Offer Opening Date i.e Friday, August 16, 2024.

#UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

**BASIS FOR OFFER PRICE**

The Price Band and Employee Discount if any, has been determined by our Company in consultation with the BRLMs, and the Offer Price shall be determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process in accordance with the SEBI/ICDR Regulations and applicable law, and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [•] times the face value at the lower end of the Price Band and [•] times the face value at the higher end of the Price Band. Investors should also refer to the sections "Risk Factors", "Our Business", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 30, 233, 309 and 398 of the RHP, respectively, to have an informed view before making an investment decision.

**I. Qualitative factors**

Some of the qualitative factors which form the basis for computing the Offer Price are set forth below:

- Established brand presence and market position in the growing pre-engineered building industry in India:** (i) We are present in the PEB industry and have a track record of more than 30 years for our brands, TRACDEK and TRAC. We were ranked third in terms of operating revenue from PEB business in the Financial Year 2023 among integrated PEB players in India. (Source: CRISIL Report); (ii) we further had the second largest aggregate installed capacity of 141,000 MTPA as of March 31, 2024 and a market share of 6.5 % in terms of operating income in Financial Year 2024 among integrated PEB players in India. (Source: CRISIL Report); and (iii) during the period from Financial Year 2015 to Financial Year 2024 we completed execution of 677 PEB Contracts, thereby demonstrating our extensive track record in the PEB industry;
- Significantly integrated manufacturing operations, backed by in-house design and engineering, on-site project management, and sales and marketing capabilities:** Our manufacturing operations are vertically integrated to a significant extent, enabling our presence across the product lifecycle of PEBs, from estimation, designing, engineering, and fabrication of PEBs in completely knockdown condition at our Manufacturing Facilities, to supply and on-site project management of the installation and erection of PEBs at the site of the customer;
- Demonstrated track record of execution of pre-engineered steel building projects:** Since the commencement of our PEB Contracts business, we have developed our project management capabilities, which enable us to offer PEBs on a turn-key basis to our customers, and accordingly contributes significantly to our ability to acquire new customers; and during the period from Financial Year 2015 to Financial Year 2024 we completed execution of 677 PEB Contracts, thereby demonstrating our extensive track record in the PEB industry;
- Diverse customer base and long-standing relationships with significant customers:** (i) We have established long-standing relationships with a number of our customers, including various Customer Groups, which we attribute in part to our emphasis on quality consciousness, cost efficiency, and timely execution. Our PEB offerings are designed, engineered and fabricated by us in accordance with customer requirements, and find use in construction for industrial, infrastructure and building (residential, commercial and non-commercial) end-use applications; (ii) three of our top five Customer Groups (identified on the basis of revenue contribution in Financial Year ended March 31, 2024) have been associated with our Company for over five years;
- Demonstrated financial performance and order book:** We have experienced growth in certain financial indicators during the Financial Years ended March 31, 2022, March 31, 2023 and March 31, 2024. Such demonstrated growth in our financial performance in recent years, positions us for future growth and further diversification of our customer base and offerings. Our revenue from operations for the Financial Years ended March 31, 2022, 2023, 2024 were ₹ 8,349.43 million, ₹ 11,239.26 million and ₹ 12,933.02 million respectively. Our restated profit margin for the Financial Years ended March 31, 2022, 2023, 2024 were 2.05%, 7.25% and 6.67% respectively; and
- Experienced and qualified Promoters and management team:** (i) Our Promoters, Arvind Nanda, Managing Director and Gautam Suri, Whole-time Director of our Company have nearly 30 years of experience in the pre-engineered steel buildings industry; (ii) they are supported by a robust management team under the guidance of our Board of Directors, which consists of individuals from various professional backgrounds; and (iii) we also have experienced professionals with may impact our ability to serve our customers responsible for key aspects of our business.

For further details, see "Risk Factors" and "Our Business – Our Strengths" on pages 30 and 238 of the RHP, respectively.

**II. Quantitative factors**

Certain information presented below relating to our Company is based on or derived from the Restated Financial Information. See "Restated Financial Information" on page 309 of the RHP.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

**1. Basic and diluted earnings per Equity Share:**

Financial Year ended	Basic & Diluted EPS (in ₹)	Weight
March 31, 2022	11.42	1
March 31, 2023	54.31	2
March 31, 2024	58.68	3
Weighted Average	49.35	

Notes:

i. Earnings per share calculations are in accordance with IndAS 33.

ii. The ratios have been computed as below:

• Basic earnings per Equity Share (₹) = Restated profit attributable to Shareholders of our Company for the year divided by weighted average number of Equity Shares outstanding during the year computed in accordance with IndAS 33.

• Diluted earnings per Equity Share (₹) = Restated profit attributable to Shareholders of our Company for the year divided by weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares computed in accordance with IndAS 33.

• Weighted average = Product of basic and diluted EPS and the respective assigned weight, dividing the resultant by the total aggregate weight.

iii. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued/bought back during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

**2. Price/Earning ratio in relation to the Price Band of ₹ 850 to ₹ 900 per Equity Share:**

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for Financial Year ended March 31, 2024	14.49	15.34
Based on diluted EPS for Financial Year ended March 31, 2024	14.49	15.34

**3. Industry Price/Earning ratio**

Based on the peer group information (excluding our Company) given below in this section, details of the highest, lowest and industry average P/E ratio are set forth below.

Particulars	P/E ratio
Highest	105.95
Lowest	25.16
Average	65.56

Note: The highest and lowest industry P/E shown above is based on the listed industry peers. See "Basis for Offer Price – Comparison of accounting ratios with listed peers" on page 162 of the RHP. The industry average has been calculated as the arithmetic average P/E of the peers. See Basis for Offer Price – Comparison of accounting ratios with listed peers" on page 162 of the RHP. The industry P/E ratio mentioned above is computed based on the closing market price of equity shares as on July 24, 2024 divided by the diluted earnings per share for the Financial Year ended March 31, 2024. All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Financial Year March 31, 2024, as available on the websites of the Stock Exchanges.



**4. Return on Net Worth ("RoNW")**

Financial Year ended	RoNW (%)	Weight
March 31, 2022	6.52%	1
March 31, 2023	23.69%	2
March 31, 2024	22.26%	3
<b>Weighted Average</b>	<b>20.12%</b>	

- Notes:
- Return on Net Worth = Restated profit for the year divided by the Net Worth at the end of the respective year.
  - Net Worth is the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account, and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off but does not include reserves created out of revaluation of assets, capital reserve, write back of depreciation and amalgamation. Accordingly, we have calculated it as Total equity excluding the fair value gain (net of tax) recognised on measurements of assets at fair value and reserves not created out of the profits.
  - The weighted average return on net worth is a product of return on net worth and the respective assigned weight, dividing the resultant by the total aggregate weight.

**5. Net asset value per Equity Share**

NAV per Equity Share	(in ₹)
As at March 31, 2024	268.80
After the completion of the Offer	
- At the Floor Price	350.30
- At the Cap Price	353.06
At Offer Price	■

- Notes:
- Net asset value per Equity Share = Net Worth at the end of the year divided by the number of Equity Shares outstanding at the end of the year.

**III. Comparison of accounting ratios with listed peers**

Set forth below is a comparison of our accounting ratios with our peer group companies listed in India, as identified in accordance with the SEBI/ICDR Regulations.

Name of company	Face value per Equity share (₹)	Revenue from Operations for Financial Year ended March 31, 2024 (in ₹ million)	EPS (₹) for Financial Year ended March 31, 2024		P/E	Return on Net worth (%) for Fiscal 2024	Net asset value per equity share (₹) as at March 31, 2024
			Basic	Diluted			
Interarch Building Products Limited*	10	12,933.02	58.68	58.68	NA	22.26	268.80
<b>Listed peers*</b>							
Everest Industries Limited	10	15,754.52	11.42	11.33	105.95	3.01	378.37
Pennar Industries Limited	5	31,305.70	7.29	7.29	25.16	11.21	65.02

\*Financial information of our Company has been derived from the Restated Financial Information as at or for the Financial Years ended March 31, 2022, March 31, 2023 and March 31, 2024.

\*Sources for listed peers information included above:

- All the financial information for listed industry peers is on a consolidated basis and is sourced from the financial information of such listed industry peer as at and for the Financial Year ended March 31, 2024 available on the website of the Stock Exchanges.
- P/E ratio for the listed industry peers has been computed based on the closing market price of equity shares as on July 24, 2024 divided by the diluted earnings per share for the Financial Year ended March 31, 2024.
- Return on Net Worth = Restated profit for the year divided by the Net Worth at the end of respective year.
- Net asset value per Equity Share = Net Worth at the end of the year divided by the number of Equity Shares outstanding at the end of the year.
- Revenue from operations of Everest Industries Limited comprises of the following business segments: (a) building products: ₹11,542.06 million; and (b) steel buildings: ₹3,194.99 million. Revenue from operations of Pennar Industries Limited comprises of the following business segments: (a) diversified engineering: ₹16,413.70 million; and (b) custom designed building solutions and auxiliaries: ₹15,839.10 million which has been adjusted for inter segment revenue: ₹947.10 million.

**IV. Key Performance Indicators**

The table below sets forth the details of the KPIs that our Company considers to have a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational key financial and operational metrics, to make an assessment of our Company's performance in various business verticals and make an informed decision.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 12, 2024 and the Audit Committee has confirmed that the KPIs pertaining to our Company that have been disclosed to investors at any point of time during the three years period prior to the date of the RHP have been disclosed in this section and have been subject to verification and certification by Manian & Rao, Chartered Accountants, pursuant to certificate dated August 12, 2024, which has been included as part of the **"Material Contracts and Documents for Inspections"** on page 513 of the RHP.

Allist of our KPIs as at and for the Financial Years ended March 31, 2022, 2023 and 2024 is set out below:

Particulars	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2024
<b>Operational key performance indicators</b>			
Installed Capacity (in MTPA)	132,000	141,000	141,000
Number of manufacturing plants related to PEB/structural steel	4	4	4
<b>Financial key performance indicators</b>			
Revenue from Operations (in ₹ million)	8,349.43	11,239.26	12,933.02
EBITDA (in ₹ million)	328.89	1,063.80	1,130.15
EBITDA Margin (in %)	3.94	9.47	8.74
Profit (in ₹ million)	171.33	814.63	862.62
Profit Margin (in %)	2.05	7.25	6.67
Return on Capital Employed (in %)	8.30	26.75	25.79
Return on Equity (in %)	5.38	20.40	19.40
Net Cash generated from operating activities (in ₹ million)	261.80	312.86	815.23
Asset Turnover Ratio (number of times)	1.65	1.84	1.81
Cash Conversion cycle (Number of days)	64.89	64.58	65.27
Net Debt (in ₹ million)	(322.58)	(409.35)	(481.91)
Net Debt to EBITDA (number of times)	(0.98)	(0.38)	(0.43)
Net Debt to Equity (number of times)	(0.10)	(0.10)	(0.11)
<b>KPIs</b>	<b>Description</b>		
Installed Capacity (in MTPA)	Installed Capacity is the capacity available at the Manufacturing Facilities of the Company at the end of the given year		
Number of manufacturing plants related to PEB/structural steel	Number of manufacturing plants is the number of manufacturing plants of our Company which were operational for the given year		
Revenue from Operations	Revenue from operations is revenue from pre-engineered building contracts, sale of building materials, scrap sales and other operating services		
EBITDA	EBITDA is calculated as profit for the year plus total tax expenses, finance costs, depreciation and amortization expense less other income		
EBITDA Margin	EBITDA margin is calculated as the EBITDA divided by the revenue from operations		
Profit	Profit for the year		
Profit Margin	Profit margin is calculated as profit for the year divided by revenue from operations for the respective year		
Return on Capital Employed	Return on capital employed is calculated as EBIT divided by capital employed EBIT is calculated as profit for the year plus total tax expense plus finance costs. Capital employed is calculated as total equity minus intangible assets plus total debt. Total debt is calculated as non-current borrowings plus current borrowings plus non-current lease liabilities plus current lease liabilities.		
Return on Equity	Return on Equity is calculated as profit for the year divided by total equity		
Net Cash generated from operating activities	Net cash generated from operating activities by the Company during the year		
Asset Turnover Ratio	Asset Turnover Ratio is computed as revenue from operations divided by average total assets. Average total assets refer to average of opening total assets and closing total assets.		
Cash Conversion Cycle	Cash conversion cycle is computed as inventory days plus trade receivable days minus trade payable days. Trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for Financial Years. Inventory days is calculated as average inventory divided by revenue from operations multiplied by 365 for Financial Years. Trade payable days is calculated as average trade payables divided by revenue from operations multiplied by 365 for Financial Years		
Net Debt	Net Debt is computed as our Company's total debt less cash and cash equivalents. Total debt is calculated as non-current borrowings plus current borrowings plus non-current lease liabilities plus current lease liabilities		
Net Debt to EBITDA	Net Debt to EBITDA ratio is computed as Net Debt divided by EBITDA		
Net Debt to Equity	Net Debt to Equity ratio is computed as Net Debt divided by total equity		

Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares, or until the utilization of Offer Proceeds, whichever is later, on the Stock Exchanges pursuant to the Offer, or for such other period as may be required under the SEBI/ICDR Regulations.

For details other operating metrics disclosed elsewhere in the RHP, see **"Our Business"** and **"Management's Discussion and Analysis of Financial Condition and Results of Operations"** on pages 233 and 398 of the RHP, respectively.

**Description on the historic use of the key performance indicators by our Company to analyze, track or monitor the operational and/or financial performance of our Company**

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Financial Information. These KPIs may not be defined under Ind AS and are not presented in accordance with Ind AS and hence, should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our performance, liquidity, profitability or results of operations. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. See **"Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition."** on page 80 of the RHP.

**Explanation for the key performance indicators**

The following table provides the explanation of and rationale for each of the KPIs that have a bearing on arriving at the basis for Offer Price and the relevance of such to the business of our Company:

S. No.	Key performance indicators	Explanation
1.	Installed Capacity (in MTPA)	Installed capacity of our Manufacturing Facilities shows the manufacturing strength of our Company
2.	Number of manufacturing plants related to PEB/structural steel	Number of manufacturing plants shows the manufacturing strength of our Company
3.	Revenue from Operations	Revenue from operations is revenue from pre-engineered building contracts, sale of building materials, scrap sales and other operating services and helps assess the revenue profile and overall financial performance of our Company and size of our operations
4.	EBITDA	This gives information regarding the operating profits generated by our Company.
5.	EBITDA Margin	This gives information regarding operating profitability of our Company in comparison to the revenue from operations of our Company
6.	Profit	This gives information regarding the overall profitability of our Company
7.	Profit Margin	This gives information regarding the overall profitability of our Company in comparison to revenue from operations of our Company
8.	Return on Capital Employed	This gives information regarding profitability of our Company on the capital employed in the business

For further details, please see **"BASIS FOR OFFER PRICE"** beginning on page 160 of the RHP.

**THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE**

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI/ICDR Regulations. The Offer is being made through the Book Building Process (as defined hereinafter) in accordance with Regulation 6(1) of the SEBI/ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (the "QIB Category"), provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors and the basis of such allocation will be on a discretionary basis. ("Anchor Investors" (the "Anchor Investor Category") in accordance with the SEBI/ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds (defined hereinafter), subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"). In the event of under-subscription or non-allocation in the Anchor Investor Category, the balance Equity Shares shall be added to the QIB Category (other than the Anchor Investor Category) (the "Net QIB Category"). Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders (the "Non-Institutional Category") of which one-third of the Non-Institutional Category shall be available for allocation to Non-Institutional Bidders with an application size of more than ₹ 2,00,000 and up to ₹ 1,00,00,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Non-Institutional Bidders with an application size of more than ₹ 1,00,00,000 and under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI/ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders (the "Retail Category"), in accordance with the SEBI/ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("ASBA") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the Self-Certified Syndicate Banks ("SCSBs") or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Category through the ASBA process. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. See **"Offer Procedure"** on page 476 of the RHP.

S. No.	Key performance indicators	Explanation
9.	Return on Equity	This gives information regarding profitability of our Company on the equity capital in the business
10.	Net Cash generated from operating activities	Net cash generated from operating activities by the Company during the year
11.	Asset Turnover Ratio	Asset turnover ratio measures the efficiency of our assets in generating revenue or sales
12.	Cash Conversion Cycle	Cash conversion cycle is the time it takes to convert net current assets and current liabilities into cash
13.	Net Debt	Net Debt gives us information on our debt position
14.	Net Debt to EBITDA	Net Debt to EBITDA ratio enables us to measure the ability and extent to which we can cover our debt in comparison to the EBITDA being generated by us. It highlights how many years it would take for a company to pay back its debt if debt and EBITDA are held constant
15.	Net Debt to Equity	Net Debt to Equity ratio is a measure of the extent to which our Company can cover our debt and represents our debt position in comparison to our equity position. It helps evaluate our financial leverage

**V. Comparison of key performance indicators with listed industry peers**

The following table provides a comparison of our KPIs with those of our peers listed on Indian stock exchanges, in accordance with the SEBI/ICDR Regulations:

(In ₹ million, unless mentioned otherwise)

Particulars	Interarch Building Products Limited			Everest Industries Limited*			Pennar Industries Limited*		
	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2024
Installed Capacity (in MTPA)	132,000	141,000	141,000	NA	NA	NA	NA	NA	NA
Number of manufacturing facilities related to PEB/Structural Steel	4	4	4	NA	NA	NA	NA	NA	NA
Revenue from Operations	8,349.43	11,239.26	12,933.02	13,647.06	16,476.34	15,754.52	22,657.50	28,946.20	31,305.70
EBITDA	328.89	1,063.80	1,130.15	689.51	675.19	485.61	1,713.60	2,211.90	2,729.70
EBITDA Margin(%)	3.94	9.47	8.74	5.05	4.10	3.08	7.56	7.64	8.72
Profit	171.33	814.63	862.62	440.85	423.60	179.98	419.10	754.30	983.50
Profit Margin (%)	2.05	7.25	6.67	3.23	2.57	1.14	1.85	2.61	3.14
Return on Capital Employed (%)	8.30	26.75	25.79	11.66	10.71	4.90	9.72	12.95	14.84
Return on Equity (%)	5.38	20.40	19.40	8.13	7.29	3.01	5.69	9.68	11.21
Net Cash generated from operating activities	261.80	312.86	815.23	321.55	(1,681.73)	1,825.02	1,949.30	2,441.20	2,247.20
Cash Conversion cycle (days)	64.89	64.58	65.27	48.76	73.59	87.71	83.25	71.76	66.40
Asset Turnover Ratio (times)	1.65	1.84	1.81	1.37	1.50	1.35	1.12	1.30	1.26
Net Debt	(322.58)	(409.35)	(481.91)	(430.85)	1,002.65	325.57	6,076.10	5,422.50	6,957.00
Net Debt to EBITDA (times)	(0.98)	(0.38)	(0.43)	(0.62)	1.48	0.67	3.55	2.45	2.55
Net Debt to Equity (times)	(0.10)	(0.10)	(0.11)	(0.08)	0.17	0.05	0.83	0.70	0.79

Notes:

- The financial information pertaining to our Company has been certified by Manian & Rao Chartered Accountants by way of their certificate dated August 12, 2024.
- The financial information pertaining to the industry peer group has been derived from its audited consolidated financial statements for the Financial Years ended March 31, 2024, March 31, 2023 and 2022, or investor presentations as available on the website of the Stock Exchanges and website of the industry peers.

\*Revenue from operations of Everest Industries Limited comprises of the following business segments: (a) building products: ₹10,452.07 million, ₹11,384.52 million and ₹11,542.06 million for Fiscals 2022, 2023 and 2024 respectively; and (b) steel buildings: ₹3,194.99 million, ₹5,091.82 million and ₹4,212.46 million for Fiscals 2022, 2023 and 2024 respectively. Revenue from operations of Pennar Industries Limited comprises of the following business segments: (a) diversified engineering: ₹13,552.10 million, ₹15,112.90 million and ₹16,413.70 million for Fiscals 2022, 2023 and 2024 respectively; and (b) custom designed building solutions and auxiliaries: ₹10,446.20 million, ₹15,050.10 million, and ₹15,839.10 million for Fiscals 2022, 2023 and 2024 respectively which has been adjusted for inter segment revenue: ₹1,340.80 million, ₹1,216.80 million and ₹947.10 million for Fiscals 2022, 2023 and 2024 respectively.

**VI. Weighted average cost of acquisition, Floor Price and Cap Price**

- Price per share of the Company based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under Employee Stock Option Schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of the RHP, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**  
There has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of the RHP (excluding Equity Shares issued pursuant to exercise of employee stock options or any bonus issuances), where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.
- Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Selling Shareholders or other Shareholders of the Company with rights to nominate directors during the 18 months preceding the date of filing of the RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**  
There has been no secondary sale/transfers or acquisition of any Equity Shares or convertible securities, where the Promoters, members of the Promoter Group, the Selling Shareholders or Shareholders having the right to nominate Directors to the Board of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of the RHP, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- Since there are no transactions to report under points 1 and 2, the following are the details based on the last five primary issuances and secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholders or Shareholders having the right to nominate director(s) to the Board of our Company, are a party to the transaction), not older than the three years preceding the date of the RHP, irrespective of the size of transactions**  
There have been no primary issuances or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholders or Shareholders having the right to nominate director(s) to the Board of our Company, are a party to the transaction), in the three years preceding the date of the RHP. Note: The above excludes 584,708 Equity Shares which were bought back by our Company on September 25, 2023 at a price of ₹ 667.00 per Equity Share, pursuant to the resolutions of our Board of Directors and Shareholders dated August 17, 2023 and August 18, 2023, respectively.
- Floor Price and Cap Price vis-a-vis the weighted average cost of acquisition at which the Equity Shares based on primary issuances/secondary transactions during the last three years:**

Past transactions	Weighted average cost of acquisition per Equity Share (₹*)	Floor Price (₹ 850)	Cap Price (₹ 900)
Weighted average cost of acquisition for last 18 months based on primary/new issue of shares (equity/ convertible securities), excluding shares issued under the employee stock options schemes and issuance of bonus shares, during the 18 months preceding the date of filing of the RHP, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Not applicable	Not applicable	Not applicable
Weighted average cost of acquisition for last 18 months based on secondary sale/acquisition of shares (equity/ convertible securities), where the Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board or Selling Shareholder in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the RHP, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Not applicable	Not applicable	Not applicable
Since there are no transactions to report under 1 and 2 above, the following are the details based on the last five primary and secondary transactions (secondary transactions where Promoter(s), members of the Promoter Group, Selling Shareholders or Shareholders having the right to nominate Director(s) to the Board of our Company, are a party to the transaction), during the three years preceding the date of the RHP, irrespective of the size of transactions:			
Weighted average cost of acquisition of Primary Issuances	Not applicable	Not applicable	Not applicable
Weighted average cost of acquisition of Secondary Transactions <sup>1&amp;2</sup>	Not applicable	Not applicable	Not applicable

\* To be updated at the Prospectus stage.

<sup>1</sup> As certified by Manian & Rao Chartered Accountants by way of their certificate dated August 12, 2024.

<sup>2</sup> The above excludes 584,708 Equity Shares which were bought back by our Company on September 25, 2023 at a price of ₹ 667.00 per Equity Share, pursuant to the resolutions of our Board of Directors and Shareholders dated August 17, 2023 and August 18, 2023, respectively.

**5. Detailed explanation for Offer Price/ Cap Price being [■] times of weighted average cost of acquisition of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's key performance indicators and financial ratios for Financial Years 2022, 2023, 2024**

- We are one of the leading turnkey pre-engineered steel construction solution providers in India with integrated facilities for design and engineering, manufacturing, on-site project management capabilities for the installation and erection of pre-engineered steel buildings ("PEB"). (Source: CRISIL Report)
- We were ranked third in terms of operating revenue from PEB business in the Financial Year 2023 among integrated PEB players in India and had the second largest aggregate installed capacity of 141,000 MTPA as at March 31, 2024 and a market share of 6.5% in terms of operating income in Financial Year 2024 among integrated PEB players in India. (Source: CRISIL Report)
- During the period from Financial Year 2015 to Financial Year 2024 we completed execution of 677 PEB Contracts.
- We have established long-standing relationships with a number of our customers, including various Customer Groups and our revenue from Repeat Orders as a % of our revenue from operations in three preceding Financial Years ended March 31, 2022, March 31, 2023 and March 31, 2024 was 58.62%, 80.42% and 81.39% respectively.
- We have been able to grow our revenue from operations of ₹ 8,349.43 million in the Financial Year ended March 31, 2022 to ₹ 12,933.02 million in the Financial Year ended March 31, 2024, representing a CAGR of 24.46%.
- Our EBITDA margin for the Financial Years ended March 31, 2022, 2023, 2024 were 3.94%, 9.47% and 8.74%, respectively.
- Our restated profit margin for the Financial Years ended March 31, 2022, 2023, 2024 were 2.05%, 7.25% and 6.67 % respectively

**6. Explanation for the Offer Price/Cap Price, being [■] times of weighted average cost of acquisition of primary issuances/secondary transactions of Equity Shares (as disclosed in point 3 above) in view of the external factors which may have influenced the pricing of the Issue.**

- The Indian PEB industry expanded at a CAGR of ~8.0% over Financial Years 2019-2024, growing from ₹ 130 billion in Financial Year 2019 to ₹ 195 billion in Financial Year 2024 (Source: CRISIL Report)
- The medium-term outlook is optimistic, with the industry growing at a 11.0-12.0% CAGR between Financial Year 2024-2029 to ₹ 330-340 billion supported by investments in the industrial and infrastructure sectors such as warehouses and logistics as well as expressways (way-side amenities and toll plazas). (Source: CRISIL Report)
- Low per capita steel consumption in India along with government schemes like National Steel Policy, which aims to boost domestic steel production is expected to help the PEB industry which is highly dependent on few steel suppliers. (Source: CRISIL Report)
- The PEB market is expected to see good growth on account of increasing awareness regarding modern off-site construction technique as well as rising demand for green buildings globally which has resulted in shift in focus from traditional steel buildings to PEBs. (Source: CRISIL Report)

Investors should read the above-mentioned information along with **"Risk Factors"**, **"Our Business"** and **"Restated Financial Information"** on pages 30, 233 and 309 of the RHP, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **"Risk Factors"** on page 30 of the RHP and you may lose all or part of your investments.



**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"):** SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities stated in the Offer Document. The investors are advised to refer to page 453 of the RHP for the full text of the disclaimer clause of SEBI.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the RHP has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to the page 455 of the RHP for the full text of the disclaimer clause of BSE.

**DISCLAIMER CLAUSE OF NSE (the Designated Stock Exchange):** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed

that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 456 of the RHP for the full text of the disclaimer clause of NSE.

**GENERAL RISKS:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specific attention of the investors is invited to "**Risk Factors**" on page 30 of the RHP.

## ASBA\* | Simple, Safe, Smart way of Application!!!



UPI-Now available in ASBA for Retail Individual Investors and Non Institutional Investor applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021, CBDT Circular No. 7 of 2022 dated March 30, 2022 read with the press release dated March 28, 2023.

\*Applications Supported by Blocked Amount ("**ASBA**") is a better way of applying to offers by simply blocking the fund in the bank account.

For further details, check section on ASBA.

**Mandatory in public issues.  
No cheque will be accepted.**

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Bidders in the Retail Portion; (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "**Offer Procedure**" on page 474 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("**AIBI**") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), and together with BSE, the "**Stock Exchanges**") and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in). UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. ICICI Bank Limited and HDFC Bank Limited have been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the Book Running Lead Managers ("**BRLMs**") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in).

### BOOK RUNNING LEAD MANAGERS



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SEBI registration no.: INM000010585



**Axis Capital Limited**  
1st Floor, Axis House, C-2 Wadia International Centre  
P.B. Marg Worli, Mumbai 400 025 Maharashtra, India  
Tel: +91 22 4325 2183; E-mail: [interarch.ipo@axiscap.in](mailto:interarch.ipo@axiscap.in)  
Investor grievance e-mail: [complaints@axiscap.in](mailto:complaints@axiscap.in)  
Website: [www.axiscapital.co.in](http://www.axiscapital.co.in); Contact person: Simran Gadh/Harish Patel  
SEBI registration no.: INM000012029

### REGISTRAR TO THE OFFER



**Link Intime India Private Limited**  
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai 400 083 Maharashtra, India  
Tel: +91 81081 14949; E-mail: [interarch.ipo@linkintime.co.in](mailto:interarch.ipo@linkintime.co.in)  
Investor grievance e-mail: [interarch.ipo@linkintime.co.in](mailto:interarch.ipo@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in); Contact person: Shanti Gopalkrishnan  
SEBI Registration No.: INR000004058

### COMPANY SECRETARY AND COMPLIANCE OFFICER

**Nidhi Goel**  
**INTERARCH BUILDING PRODUCTS LIMITED**  
Farm No. 8, Khasara No. 56/23/2, Dera Mandi Road, Mandi Village  
Mehrauli, New Delhi 110 047 Delhi, India  
Telephone: +91 120 4170 200; E-mail: [compliance@interarchbuildings.com](mailto:compliance@interarchbuildings.com)  
Website: [www.interarchbuildings.com](http://www.interarchbuildings.com)

Investors may contact the Company Secretary and Compliance Officer, BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

**AVAILABILITY OF THE RHP:** Investors are advised to refer to the RHP and the "**Risk Factors**" on page 30 of the RHP before applying in the Offer. A copy of the RHP is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and is available on the websites of the BRLMs, Ambit Private Limited at [www.ambit.co](http://www.ambit.co) and Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in) respectively, the website of the Company, Interarch Building Products Limited at [www.interarchbuildings.com](http://www.interarchbuildings.com) and the websites of the Stock Exchanges, for BSE at [www.bseindia.com](http://www.bseindia.com) and for NSE Limited at [www.nseindia.com](http://www.nseindia.com).

**AVAILABILITY OF BID CUM APPLICATION FORM:** Bid cum Application Form can be obtained from the Registered Office of our Company, **INTERARCH BUILDINGS PRODUCT LIMITED:** Tel: +91 80 3544 0050; **BRLMs:** Ambit Private Limited, Tel: +91 22 6623 3030 and Axis Capital Limited, Tel: +91 22 4325 2183 and **Syndicate Members:** Ambit Capital Private Limited, Tel: +91 22 6623 3000 and at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, SCSBs, Designated RTA Locations and Designated CDP Locations for participating in the Offer. Bid cum Application Forms will also be available on the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

**SUB-SYNDICATE MEMBERS:** Almondz Global Securities Limited, Anand Rathi Share & Stock Brokers Limited, Anand Share Consultancy, ANS Pvt Limited, Ashwani Dandia & Co, Asit C Mehta Investment Intermediates Limited, Axis Securities Limited, Dalal & Broacha Stock Broking Pvt Limited, Finwizard Technology Pvt. Limited, G Raj & Co. (Consultants) Limited, HDFC Securities, ICICI Securities Limited, Jhaveri Securities, JM Financial Services Limited, Kalpataru Multiplier Limited, Keynote Capitals Limited, KJMC Capital Market

Services Limited, Kotak Securities Limited, Lakshmithree Investment & Securities Pvt Limited, LKP Securities Limited, Marwadi Shares & Finance, Motilal Oswal Financial Services Limited, Nuvama Wealth and Investment Limited, Patel Wealth Advisors Pvt Limited, Prabhudas Lilladher Pvt Limited, Pravin Ratilal Share & Stock Brokers Limited, RR Equity Brokers Pvt Limited, SBICAP Securities Limited, Sharekhan Limited, SMC Global Securities Limited, Tanna Financial Services, Yes Securities (India) Limited.

**ESCROW COLLECTION BANK AND REFUND BANK:** ICICI Bank Limited. | **PUBLIC OFFER ACCOUNT BANK:** HDFC Bank Limited. | **SPONSOR BANKS:** ICICI Bank Limited and HDFC Bank Limited.

**UPI:** UPI Bidders can also Bid through UPI Mechanism.

**All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.**

**Place:** New Delhi  
**Date:** August 12, 2024

**For INTERARCH BUILDING PRODUCTS LIMITED**  
On behalf of the Board of Directors  
Sd/-  
Nidhi Goel  
Company Secretary & Compliance Officer

**INTERARCH BUILDING PRODUCTS LIMITED** is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offer of its Equity Shares and has filed the RHP with the RoC. The RHP is made available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) as well as on the websites of the BRLMs i.e., Ambit Private Limited at [www.ambit.co](http://www.ambit.co) and Axis Capital Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), the website of the NSE at [www.nseindia.com](http://www.nseindia.com) and the website of the BSE at [www.bseindia.com](http://www.bseindia.com) and the website of the Company at [www.interarchbuildings.com](http://www.interarchbuildings.com). Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section titled "**Risk Factors**" on page 30 of the RHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision and instead should place reliance on the RHP.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold only outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S and the applicable laws of the jurisdiction where those offers and sales are made