



WESTERN CARRIERS (INDIA) LTD.

206, CENTRAL PLAZA, 2/6, SARAT BOSE ROAD, KOLKATA-700 020
PHONES : 033-2485 8519/8520/8524/8526, FAX : 033-24858525
Email : info@westcong.com | CIN : U63090WB2011PLC161111

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS (THE "BOARD") OF WESTERN CARRIERS (INDIA) LIMITED (THE "COMPANY") IN THEIR MEETING HELD ON SATURDAY 07TH DAY OF SEPTEMBER, 2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2/6, SARAT BOSE ROAD, 2ND FLOOR, KOLKATA-700020 AT 01:45 A.M.

Approval and adoption of the Red Herring Prospectus in relation to the initial public offering of the Company

It was noted that the Company, in response to the draft red herring prospectus dated June 9, 2023 read with the corrigendum dated August 9, 2023 (the "DRHP") filed by the Company with the Securities and Exchange Board of India (the "SEBI") has received the letter bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2023/39846/1 dated September 22, 2023 from the SEBI, which contained its observations and request for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, West Bengal at Kolkata (the "RoC"), the BSE Limited and the National Stock Exchange of India Limited (together, the "Stock Exchanges"). Subsequently, the Company filed an updated DRHP with the SEBI after incorporating the necessary updates and changes and after providing such additional information in the document as advised by the SEBI and the SEBI noted the changes and provided their approval on September 4, 2024 by way of its letter bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/28335/1.

The Chairman placed before the Board the draft copy of the red herring prospectus of the Company for their approval. The Board passed the following resolutions:

"RESOLVED THAT, in furtherance of the resolutions of the Board dated June 8, 2023 and August 29, 2024 approving the filing of the DRHP and the UDRHP, respectively, the in-principle approvals each dated July 26, 2023, received from the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges"), a copy of the red herring prospectus ("RHP"), duly modified and updated pursuant to the observations received from the SEBI and updated in relation to business, operations, financial information, management and other developments, subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules notified thereunder, as amended, and the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities Contracts (Regulation) Act, 1956 (and applicable rules notified thereunder) and any other regulations issued by the Securities and Exchange Board of India ("SEBI") and the enabling provisions of the memorandum of association and the articles of association of the Company, in respect of the proposed initial public offering of equity shares of face value of ₹5 each ("Equity Shares") of the Company comprising a fresh issue of such number of Equity Shares aggregating up to ₹4,000 million (the "Fresh Issue") and an offer for sale of up to 5,400,000 Equity Shares by Rajendra Sethia (the "Selling Shareholder" and such offer, the "Offer"), as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby taken on record and approved for filing with the Registrar of Companies, West Bengal at Kolkata ("RoC") (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the SEBI, the Stock Exchanges and such other authorities or persons as may be required."

For Western Carriers (India) Ltd.

Sapna Kochar
Company Secretary



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“RESOLVED FURTHER THAT each of the directors of the Company and the chief financial officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.”

“RESOLVED FURTHER THAT the IPO Committee, as constituted, be and is hereby authorised to make any further or subsequent alterations, additions, omissions, variations, deletions, amendments, notice to investors or corrections to the RHP, if any, and to finalise the RHP and the Preliminary International Wrap.”

“RESOLVED FURTHER THAT the allotment letters shall be offered or application money shall be refunded or unblocked from the ASBA Accounts (as applicable) within two days from the date of closure of the Offer or such other time as may be specified by the SEBI failing which interest shall be due to be paid to the applicants in the event of any delay in such allotment and/or refund or unblocking as per applicable laws.”

“RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account maintained with a scheduled bank as per the provisions of Companies Act, 2013, as amended.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, Rajendra Sethia, Kanishka Sethia and Sushila Sethia directors of the Board and/or Sapna Kochar, Company Secretary, severally, on behalf of the Board, be and are hereby authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the BRLMs appointed in this respect.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

CERTIFIED TRUE COPY

FOR WESTERN CARRIERS (INDIA) LIMITED

For Western Carriers (India) Ltd.

Company Secretary

SAPNA KOCHAR

COMPANY SECRETARY

ICSI Membership No.: A56298