

Date: 28/02/2014

The Board of Directors
Western Carriers (India) Ltd.
206, Central Plaza
2/6, Sarat Bose Road
Kolkata – 700020

Dear Sir,

We refer to your mandate letter dated 28.06.2013 appointing us to determine the number of equity/preference shares of Western Carriers (India) Ltd ("WCIL" or "the Company") to be issued to Sri Rajendra Sethia (proprietor of Western Carriers) for the purpose mentioned in para 1 below. We are pleased to present herewith our report on the same.

1. Purpose of Valuation

- 1.1 Western Carriers (India) Limited is a Company incorporated with the main object to take over the business of M/s. Western Carriers a proprietary firm on going concern basis.
- 1.2 In terms of agreement dated 28.06.2013 entered into between the company and Mr. Rajendra Sethia (proprietor of Western Carriers), the company will take over the business of M/s. Western Carriers with effect from 01.07.2013 basis on Audited Balance Sheet of Western Carriers as on 30.06.2013.
- 1.3 In terms of the above agreement shares of WCIL are to be issue to Sri Rajendra Sethia towards consideration of business takeover.
- 1.4 In this regard, the Board has appointed us as an independent professional advisor to determine no of shares to be issued to Mr. Rajendra Sethia towards consideration of takeover.

2 Sources of Information

For the purpose of undertaking this valuation exercise, we have relied on the following sources of information:

- Discussions with management WCIL.
- Information provided by leading database sources.
- Representation letter provided by the management of WCIL.

3. Exclusions and Limitations

- 3.1 Our report is subject to the limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.



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- 3.2 The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was used during the course of our work.
- 3.3 In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to the date of our report.
- 3.4 This report and the information contained herein are absolutely confidential and are intended for the sole use of the Board for providing select information and only in connection with the purpose as set out above, including for the purpose of obtaining requisite approvals. It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued. We will not accept any responsibility to any other party to whom this report may be shown or who may acquire a copy of the report, without our written consent.
- 3.5 This report is based on the information/certificate/affirmations received from the sources mentioned herein and discussions with the management/representatives of the Company. We have assumed that they have furnished to us all information, which they are aware of, which may have an impact on our report.
- 3.6 Whilst all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither our selves, not any of our Partners, Officers or Employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report.
- 3.7 For the present valuation exercise, we have also relied on information available in public domain; however the accuracy and timelines of the same has not been independently verified by us.

4. Brief Background

- 4.1 The Company was incorporated on 23.03.2011 with the main object to take over the business of M/s. Western Carriers (a proprietary concern of Rajendra Sethia)
- 4.2 The issued, subscribed and paid-up capital of WCIL was 544000 comprising of 54400 equity shares of Rs 10 each fully paid-up.



5 Valuation Approach

5.1 The present valuation exercise is being undertaken in order to derive number of shares (equity/preference) to be issued to Mr. Rajendra Sethia (Proprietor of Western Carriers) towards consideration for takeover of business of Western Carriers. Since in the agreement of takeover as mentioned supra it is categorically mentioned that all Assets and liabilities of the proprietary concern will be taken over by the company as appearing in the books as on 01.07.2013, we have considered the Net Assets Value (NAV) Method for valuation of shares to be issued towards consideration of takeover. We have used this method to compute the NAV as follows:

Assets :	Rs.
Goodwill	31,00,00,000
Fixed Assets	45,96,37,353
Sundry Debtors	97,47,04,102
Cash and Bank Balances	7,17,53,528
Loans and Advances	19,01,03,866
Less: Liabilities	
Secured Loan	45,00,11,872
Unsecured Loan	4,32,34,043
Current Liabilities	96,99,99,933
Net Assets value	54,29,53,000
Nominal Value per share Rs 10/-	
No of shares (equity/preference) to be issued	5,42,95,300

6 Summary of Valuation

6.1 On the basis of the foregoing, in our opinion, the no of shares to be issue is arrived at 5,42,95,300 no of shares (equity/preference).

We trust the above meets your requirements. Please feel free to contact us in case you require any additional information or clarifications.

Yours faithfully

FOR G. CHOUHAN & CO.
Chartered Accountants
Firm Registration No. :322944E

G. L. Chouhan
(G. L. Chouhan)
Proprietor
M NO. 057490

