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

December 30th,2022

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
Plot No. C4-A, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, India

Respected Sir/ Madam,

Sub: Proposed initial public offering of equity shares of face value of ₹10 each ("Equity Shares") of Western Carriers (India) Limited (the "Company") comprising a fresh issue of Equity Shares ("Fresh Issue") and an offer for sale of Equity Shares by a promoter of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

and

Re: Application seeking exemption from the strict enforcement of provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), under Regulation 300(1)(c) of the SEBI ICDR Regulations, from identifying Narendra Sethia, brother of Rajendra Sethia ("RS"), a promoter of the Company and bodies corporates/ firms/ HUFs in which such immediate relative has an interest, including Aspective Commodeal Private Limited, as members of the promoter group in terms of Regulation 2(1)(pp)(ii) and (iv) of the SEBI ICDR Regulations and including their information and confirmations in the Draft Red Herring Prospectus ("DRHP"), the red herring prospectus and the prospectus that may be issued by the Company in connection with the Offer

1. **Background**

1.1 The Company was incorporated as 'Western Carriers (India) Private Limited' in Kolkata, West Bengal as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 23, 2011 issued by the Registrar of Companies, West Bengal at Kolkata ("**RoC**"). Subsequently, the Company was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of its shareholders held on February 11, 2013 and consequently, the name of the Company was changed to its present name, "Western Carriers (India) Limited" and a fresh certificate of incorporation dated February 28, 2013 was issued by the RoC to the Company. The Company has its registered and corporate office at 2/6 Sarat Bose Road, 2nd Floor, Kolkata 700 020, West Bengal, India.

1.2 The Company is engaged in the business of providing innovative, customized, end-to-end and integrated logistics solutions for its customers, including a variety of value-added services across the supply chain.

1.3 Subject to market conditions, receipt of necessary approvals, and other considerations, the Company is proposing to undertake the Offer in accordance with the applicable provisions of the SEBI ICDR Regulations, the Companies Act, 2013, and rules made thereunder ("**Companies Act**") and other applicable laws. The Offer is proposed to comprise a Fresh Issue and an Offer for Sale.

1.4 In relation to the Offer, the Company proposes to file the DRHP with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited, and National Stock Exchange of India Limited (together, the "**Stock Exchanges**"), and subsequently file the red herring prospectus and the prospectus with the RoC, SEBI and the Stock Exchanges (collectively with the DRHP, the "**Offer Documents**"), in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations.

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1.5 The Company has appointed JM Financial Limited and Kotak Mahindra Capital Company Limited as the book running lead managers to manage the Offer.

Identification of Promoter Group

1.6 In accordance with Regulation 2(1)(oo) of the SEBI ICDR Regulations, the Company has identified Rajendra Sethia as a promoter of the Company ("**Promoter**"). As on the date of this application, the Promoter holds 39,345,100 Equity Shares, representing 99.99% of the pre-Offer issued, subscribed and paid-up Equity Share capital of the Company. As on the date of this application, the shareholding pattern of the Company is as follows:

Name of the shareholder	Number of Equity Shares held	% of total shareholding
Rajendra Sethia	39,345,100	99.99
Kanishka Sethia	2,460	Negligible
Sushila Sethia	2,100	Negligible
Santosh Kumar Chhajer	10	Negligible
Ranadhir Chakraborty	10	Negligible
Kanhaiya Lal Baid	10	Negligible
Manoj Kumar Bothra	10	Negligible
Total	**39,349,700**	**100.00**

1.7 In connection with the Offer, the 'promoter group' of the Company ("**Promoter Group**") is required to be identified by the Company in accordance with the provisions of Regulation 2(1)(pp) of the SEBI ICDR Regulations. In terms of Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the 'promoter group' with respect to an individual promoter consists of the immediate relatives of such promoter *i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse.*

1.8 In addition, in terms of Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, if the promoter is an individual, the following persons / entities shall also be identified as members of the 'promoter group' of the Company:

(i) any body corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of the relatives of the promoter is a member;

(ii) any body corporate in which a body corporate as provided in (i) above holds 20% or more, of the equity share capital; and

(iii) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than 20% of the total capital.

1.9 In this context, Narendra Sethia ("**NS**"), solely on account of being the brother of RS, qualifies as a member of the 'promoter group' of the Company, as per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations. Further, there may be certain (i) body corporates in which 20% or more of the equity share capital is held by NS or HUFs or firms of which he is a member, (ii) body corporates in which the body corporates referred to in (i) hold 20% or more of the equity share capital, or (iii) HUFs or firms in which the aggregate shareholding of NS is equal to 20% or more, which form part of the 'promoter group' of the Company (such entities, "**NS Concerns**", and collectively, with NS, the "**NS Promoter Group**"). Further, Aspective Commodeal Private Limited is one of the NS Concerns, in which NS Group (as defined hereinafter) holds 50% of the share capital together, with RS Group (as defined hereinafter) holding the remaining 50 % of the share capital, as elaborated further in paragraph 2.2 below.

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1.10 In terms of the SEBI ICDR Regulations, certain information, confirmations and undertakings with respect to the promoter group along with the identity of the promoter group are required to be included in the Offer Documents, including among others, confirmations that the members of the promoter group (i) have not been debarred or prohibited from accessing the capital markets or from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court, and (ii) are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent in force and applicable. Further, certain information and disclosures including, among others, (i) financing arrangements whereby the members of the promoter group have financed the purchase by any other person of the Equity Shares of the Company during a period of six months immediately preceding the date of the DRHP, and (ii) details of all material existing or anticipated transactions in relation to utilisation of the proceeds of the Fresh Issue with members of the promoter group, are required to be included in the Offer Documents.

1.11 Regulation 300 of the SEBI ICDR Regulations empowers SEBI to relax the strict enforcement of the requirements under the SEBI ICDR Regulations (subject to certain conditions), including for any non-compliance caused due to factors beyond the control of the Company. The Company is hereby making this application seeking an exemption from disclosing the NS Promoter Group (including Aspective Commodeal Private Limited) as members of the promoter group of the Company, and including any information or confirmations required from such persons and entities in the Offer Documents.

2. Grounds for seeking exemption

Existence of irreconcilable differences between RS and NS

2.1 NS and RS have developed irreconcilable differences over the past several years and they and/or their family members have filed multiple legal proceedings against one another and immediate family members before various fora, certain of which continue to remain pending as on date (collectively, the "**Disputes**"). The Disputes, *inter alia*, relate to (i) the tenancy rights in respect of and development of a portion of the property situated at 10B, Shakespeare Sarani, Kolkata 700 071 (the "**Disputed Property**"); and (ii) the supersession and reconstitution of the board of Aspective Commodeal Private Limited, a company incorporated under the Companies Act, 1956 on March 30, 1995 and having its registered office at Ashoka House, 3A, Hare Street, Room No. 302, 3rd floor, Kolkata 700 001 (the "**Disputed Company**").

2.2 RS, certain of his relatives and certain entities connected to him (collectively, the "**RS Group**"), together hold 50% of the share capital of the Disputed Company, with NS, certain of his relatives and certain entities connected to him (collectively, the "**NS Group**") holding the remaining 50% of the share capital of the Disputed Company. The shareholding pattern of the Disputed Company based on the information available on the Ministry of Corporate Affairs website is set out below:

Name of the shareholder	Number of Equity Shares held	% of total shareholding
Kanishka Sethia^	155,575	33.74
Rajendra Sethia^	75,000	16.26
Sindhu Commodities Private Limited*	125,000	27.11
Madhumita Sethia*	55,575	12.05
Narendra Sethia*	50,000	10.84
Total	**461,150**	**100.00**

** NS Group*
^ RS Group

In view of its current shareholding, the Disputed Company will be deemed to be a member of the promoter group of the Company under Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations. RS and NS are

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directors of the Disputed Company. 5/16th share in the Disputed Property is owned by the Disputed Company and 11/16th share of the Disputed Property is owned by the RS Group. The Disputed Company does not carry on any business at present and owns 5/16th share in the Disputed Property. At present, NS (through Western Diagnostic Centre Private Limited, an entity forming part of the NS Concerns) is using a portion of the Disputed Property for operating a diagnostic centre.

2.3 The Disputes between the NS Group and the RS Group arose in relation to the development of the Disputed Property and the use of such property by the NS Group. As the share of the Disputed Property is a valuable asset of the Disputed Company, the dispute in relation to the development of the Disputed Property has led to disputes in relation to the operation of the Disputed Company between the NS Group and the RS Group. Additionally, as on date, due to the ongoing Disputes, the management and affairs of the Disputed Company are at a standstill and legal proceedings have been filed by Kanishka Sethia (son of RS) and NS against each other in respect of the management and operations of the Disputed Company, which are pending as on date. The details of the disputes in relation to the Disputed Company are set out in para 2.4 below and **Annexure B**.

Legal proceedings among the NS Group and RS Group

2.4 In connection with the Disputed Property and the Disputed Company, the following legal proceedings have been filed by the RS Group and the NS Group:

(i) in November 2016, a civil suit was filed by NS and Western Diagnostic Centre Private Limited against Kanishka Sethia (son of RS), RS, the Disputed Company and others before the City Civil Court, Calcutta claiming tenancy rights over a portion of the Disputed Property and seeking *inter alia* a decree for perpetual injunction against the respondents among others, restraining them from interfering with the petitioners' rights with respect to the Disputed Property, including the right to park cars in open areas at the Disputed Property;

(ii) in December 2016, a writ petition was filed under Article 226 of the Constitution of India by NS and others against the Kolkata Municipal Corporation, Kanishka Sethia, RS, the Disputed Company and others before the Calcutta High Court in respect of the alleged encroachment of open areas and alleged construction of unauthorised structures/walls in the Disputed Property seeking *inter alia* an order directing the respondents to demolish such structures/walls;

(iii) in August 2017, a company petition was filed by Kanishka Sethia against the Disputed Company, NS and others under, *inter alia*, sections 241 and 242 read with 244 of the Companies Act before the National Company Law Tribunal ("**NCLT**"), Kolkata Bench seeking *inter alia* supersession and reconstitution of the board of directors of the Disputed Company, appointment of an administrator to oversee the affairs of the Disputed Company and framing of a scheme for the management and administration of the affairs of the Disputed Company, a perpetual injunction restraining the NS Group from acting in a manner detrimental to the interest of the Disputed Company, a mandatory injunction directing the NS Group to forthwith handover possession of 5/16th share in the Disputed Property to the Board of Directors of the Disputed Company and allow the development of the asset of the Disputed Company (being 5/16th share in the Disputed Property); and

(iv) in September 2017, a company petition was filed by NS and others against the Disputed Company, Kanishka Sethia and RS under, *inter alia*, Sections 58, 59, 241 and 242 of the Companies Act, 2013 before the NCLT, Kolkata Bench, seeking *inter alia* injunction restraining the respondents from changing the shareholding pattern and board of directors of the Disputed Company and for appointment of an inspector for investigating the affairs of the Disputed Company.

In addition, the two groups have also filed multiple police complaints against each other in connection with

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the Disputes. Please note that details of the past and ongoing Disputes have been disclosed in **Annexure B** for providing clarity and background of the ongoing disputes between the NS Group and RS Group and not all the Disputes set out herein may be disclosed in the Offer Documents. The Offer Documents will include the relevant disclosures as required under the SEBI ICDR Regulations in connection with legal proceedings involving promoter(s) and director(s).

Attempts for settlement of disputes

2.5 Attempts have been made in the past by the two groups to settle the Disputes. For example, in December 2012, with a view to arriving at a mutual settlement of ongoing disputes, a family settlement meeting was held between the two groups in the presence of Ratna Baid, a sibling of RS and NS and her husband Kamal Singh Baid, wherein it was *inter alia* decided that *status quo* as of December 1, 2012 in respect of the Disputed Property will be maintained, i.e., RS will not put up gates and NS will not disturb the tin boundary at the Disputed Property, and certain proposals were put forth in relation to the ownership of the Disputed Property.

Further, in connection with the company petition filed in August 2017 by Kanishka Sethia against the Disputed Company, NS and others under, *inter alia*, sections 241 and 242 read with 244 of the Companies Act before the NCLT, Kolkata Bench (as set out in paragraph 2.4 (iii) above), pursuant to an order dated September 13, 2017, the NCLT had directed the NS Group and RS Group to settle the matter pending before it amicably. To comply with these directions of the NCLT, during the years 2017 and 2018, the parties, through their representatives exchanged correspondence and attended in-person meetings in order to arrive at a cumulative settlement in relation to (i) development of the Disputed Property and ownership of a portion of the Disputed Property; (ii) rights, title and interest held in properties owned by Continental Transport Agency, a partnership firm owned by RS and NS' father; and (iii) withdrawal of all legal proceedings filed by the parties against each other.

However, the disputes between the NS Group and the RS Group continue to persist even after the aforementioned meetings and correspondence.

2.6 Despite the irreconcilable differences between the two groups, with a view towards putting an end to the disputes, since September 2022, the RS Group has, through the mediation of the offices of Ratna Baid and Kamal Singh Baid, made further attempts to reach a settlement with the NS Group in connection with the Disputes. To this end, RS had shared a preliminary draft of a settlement agreement with Ratna Baid on September 17, 2022. Subsequently, pursuant to an email dated November 4, 2022, RS shared, among others, a revised draft of the settlement agreement with Ratna Baid and Kamal Singh Baid after incorporating certain changes suggested by the NS Group (communicating through the intermediary),and requested them to share such documents with the NS Group ("**November 4 Email**"). Further, pursuant to an email dated November 21, 2022, a draft of the settlement agreement, among others, was shared with the legal counsel representing NS ("**November 21 Email**"). However, despite the passage of nearly three months, the parties have not been able to reach a settlement. As on the date of this application, the conclusion of the settlement is neither guaranteed nor timebound. The Company undertakes to update the SEBI in the event of any further material developments in the settlement discussions.

Inability to obtain information and confirmations from the NS Promoter Group

2.7 With a view towards obtaining information relating to the NS Promoter Group in relation to the Offer, the Company has sent letters dated August 24, 2022, August 31, 2022, September 7, 2022, September 16, 2022 (each through registered post) to NS, pursuant to which, NS was requested to provide the relevant information and confirmations required from members of the promoter group under the SEBI ICDR Regulations in relation to himself and the NS Concerns.

Further, in the above letters, it was clarified that if NS was not willing to be identified as a member of the promoter group of the Company, then he would be required to provide an affidavit (in the format provided

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in the letters) and stating in clear terms that he does not want to be part of the promoter group of the Company, with due reasons (the "**Affidavit**").

NS was also notified pursuant to the above letters, that a response from him was imperative in the matter and if he failed to provide a response, he would continue to be a part of the promoter group of the Company and the requisite details in relation to him and his entities would be included in the Offer Documents and he would be subject to compliance requirements under the applicable SEBI regulations upon listing of the Equity Shares pursuant to the Offer.

2.8 In addition, the (i) draft of the certificate which will be required from the NS Promoter Group in the event NS was willing to be named as a promoter group of the Company; and (ii) draft of the Affidavit in the event NS was not willing to be named as a promoter group of the Company, were also shared in the November 4 Email and the November 21 Email. As a response to the November 21 Email, the legal counsel of the NS Group has acknowledged receipt of such email pursuant to an email dated November 21, 2022. Subsequently, (i) on December 26, 2022, a letter was sent by the Company (through registered post) and (ii) on December 27, 2022, a reminder email was sent by Kanishka Sethia, to the advocate of NS in respect of the proposed settlement as well as to Siddharth Sethia (son of NS), requesting NS (in both the letter and email), to provide the requisite information and/or confirmations in relation to himself and the NS Concerns as part of the promoter group of the Company or provide the aforementioned Affidavit.

2.9 Despite the above attempts made by the Company, as on the date of this application, NS has neither provided the requisite information or confirmations in relation to himself and the NS Concerns nor provided an Affidavit stating that he does not want to be part of the promoter group of the Company. Copies of the email correspondence set out above and the letters set out above along with the proof of dispatch and delivery of such letters are enclosed herewith as **Annexure A**.

Confirmations in relation to the NS Promoter Group

2.10 As on the date of this application, the NS Promoter Group, directly or indirectly, (i) does not hold any securities (equity or debt) or economic interest in the Company, or the entities proposed to be disclosed as part of the Company's promoter group in the Offer Documents, except as disclosed above in relation to the Disputed Company; (ii) is also not engaged with the Company as an officer, member, director, employee or in any other capacity and is neither interested nor involved in the business or operations of the Company in any way; (iii) are not members or represented on the board of directors on any of the entities/body corporates forming part of the promoter group of the Company except as disclosed above in relation to the Disputed Company (iv) has not engaged in any related party transaction with the Company (including as a vendor or supplier or client) with the Company in the last three years prior to the date of this application; (v) does not have any special rights with respect to the Company through any formal or informal arrangements; (vi) does not exercise control/influence over the affairs of the Company nor is involved in the promotion or management of the Company; (vii) does not hold any interest in or control, directly or indirectly, in the Company or its subsidiaries, promoter group companies, group companies or associates including through directorship, equity or debt or as a vendor or supplier or client or debtor or creditor or consultant, etc., except as disclosed above in relation to the Disputed Company; and (vi) does not have any claim on, nor is there a proposal to pay any portion of the proceeds of the Offer to him.

2.11 NS currently manages and operates his own independent business and as stated above, is not connected with the affairs and operations of the Company. Except for the Disputed Company, neither the Company nor RS have access to any information in connection with NS or his businesses, or the NS Concerns. Even with respect to the Disputed Company, the Company is not in a position to obtain the necessary information and confirmations required from the Disputed Company as a member of the promoter group of the Company under the SEBI ICDR Regulations (as elaborated in paragraph 2.12 below). Further, except as disclosed above in relation to the Disputed Company, the Company and RS do not have any stake/interest in the businesses run by the NS Promoter Group nor does NS have any stake/interest in the businesses run

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by the Company or RS, and there are no common directors between the Company and the businesses run by NS.

2.12 In view of the acrimonious and severely strained relations between NS and RS, a prolonged history of disputes, failure of settlement attempts in the past, non-conclusion of the ongoing settlement attempt and given that NS has failed to provide the relevant information/ documents required in relation to NS Promoter Group, the Company is unable to classify the NS Promoter Group as part of the "promoter group" of the Company, under Regulation 2(1)(pp) of the SEBI ICDR Regulations in connection with the Offer, for factors and reasons beyond the control of the Company.

Further, in relation to the Disputed Company, which is a member of the promoter group of the Company by virtue of the shareholding of both the NS Group and RS Group in such company, company petitions have been filed by Kanishka Sethia (son of RS) and NS against each other before the NCLT, Kolkata Bench *inter alia*, under Sections 241 and 242 of the Companies Act alleging oppression and mismanagement of the affairs of the Disputed Company. Details of such ongoing legal proceedings are set out in paragraphs 2.4 above and **Annexure B**. As a consequence of such ongoing legal proceedings involving the parties, the management and affairs of the Disputed Company has come to a complete standstill. The Disputed Company has not been able to file returns with the RoC since 2015 due to the ongoing Disputes. The RS Group, despite being 50% shareholders of the Disputed Company is not authorised and therefore not in a position to provide the necessary information and confirmations required from the Disputed Company as a member of the promoter group of the Company. Accordingly the Company is not in a position to obtain the necessary information and confirmations required from the Disputed Company as a member of the promoter group of the Company under the SEBI ICDR Regulations.

2.13 Accordingly, the Company is unable to comply with the requirements prescribed under Part A to Schedule VI of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations, with respect to providing confirmations / information to be disclosed in the Offer Documents in relation to the NS Promoter Group (including the Disputed Company which is a member of the promoter group of the Company by virtue of the shareholding of both the NS Group and the RS Group in such company), due to the aforementioned factors, which are beyond the control of the Company. Therefore, the Company proposes to not consider the NS Promoter Group (including the Disputed Company) as a part of its Promoter Group and also to not include any information with respect to them in the Offer Documents.

2.14 In the interest of transparency and adequacy of disclosure, the Company proposes to disclose details of this exemption application in the section titled "*Our Promoters and Promoter Group*" in the DRHP and undertakes to disclose the exemption application as a material document for inspection in the "*Material Contracts and Documents for Inspection*" section of the DRHP.

3. Relaxation sought

3.1 In light of the above factual background, it is submitted that the Company and RS have made all efforts to obtain the requisite information/ documents from NS (including unsuccessful attempts to enter into an amicable settlement between RS Group and NS Group), but have neither received nor are in a position to obtain the necessary information required from NS or the NS Concerns to enable true, complete and accurate disclosures in the Offer Documents in relation to the NS Promoter Group.

Further, while the Disputed Company is a member of the promoter group of the Company by virtue of the shareholding of both the NS Group and the RS Group in such company, given the ongoing legal proceedings in relation to the Disputed Company, the Company is not in a position to obtain the necessary information required from the Disputed Company to enable true, complete and accurate disclosures in the Offer Documents as a member of the promoter group of the Company.

3.2 The Company therefore requests SEBI to kindly grant relaxation under Regulation 300(1)(c) of the SEBI

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ICDR Regulations from (i) disclosing Narendra Sethia, and his entities, i.e., (a) body corporates in which 20% or more of the equity share capital is held by Narendra Sethia or HUFs or firms of which he is a member, (b) body corporates in which the body corporates referred to in (a) hold 20% or more of the equity share capital, or (c) HUFs or firms in which the aggregate shareholding of Narendra Sethia is equal to 20% or more, as a part of the 'promoter group' of the Company in the Offer Documents (including the Disputed Company); and (ii) including any confirmations or disclosures required from a member of the Company's promoter group under the SEBI ICDR Regulations, in respect of the above individual entities in the Offer Documents.

The Company is otherwise eligible as on date under Regulation 5(1)(a) of the SEBI ICDR Regulations to undertake the Offer.

4. **Further Information**

4.1 The Company has made a non-refundable fee payment of ₹1,00,000 (Rupees one lakh only) in terms of Regulation 300(3) of the SEBI ICDR Regulations, through NEFT (UTR No:N363222266443254) credited to SEBI's bank account number SEBIRCCFDICDREXEMFEE maintained with ICICI Bank Limited (IFSC Code ICIC0000106).

4.2 Further, GST on the non-refundable fee at the rate of 18% amounting to ₹18,000 (Rupees eighteen thousand only) has been paid through NEFT (UTR No: IDIBH22363216700) credited to SEBI's bank account number SEBIRCCFDOTHERS maintained with ICICI Bank Limited (IFSC Code ICIC0000106). The details of GST registration of the Company are also provided below:

- GST Registration number of the Company - 19AABCW1961A1ZK
- GST registered Dealer Name of the Company - Western Carriers (India) Limited
- GST Registered Office Address of the Company - 2/6 Sarat Bose Road 2nd Floor Kolkata 700 020 West Bengal, India
- Location from where payment was discharged – Kolkata, West Bengal, India

We trust the information included in this letter meets your application requirements and we look forward to receiving a favorable response.

Should you require any clarification, we request you to contact the following persons.

Contact Person	Telephone	Email
Kanishka Sethia	+91 983 0016 960	ksethia@westcong.com

Thanking you,

Sincerely,

For Western Carriers (India) Limited

Authorized Signatory
Name: Rajendra Sethia
Designation: Chairman and Managing Director
Contact no.: +91 983 1063 380
E-mail address: rsethia@westcong.com

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ANNEXURE A

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Date: 24/08/2022

To,
Dr. Narendra Sethia
Malayalay,
3, Woodburn Park, Flat No. 8B & 8C,
Kolkata-700020.

Subject: **Request for information in your capacity as member of the promoter group in relation to the proposed initial public offering of equity shares (the "Issue") of Western Carriers (India) Limited**

Dear Mr. Narendra Sethia,

We wish to inform you that Western Carriers (India) Limited (the "**Company**") is proposing to undertake an initial public offer of its equity shares.

In this regard, please note that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Mr. Rajendra Sethia is the 'Promoter' of the Company (the "**Promoter**"). Further, under the SEBI ICDR Regulations, the Company will be required to disclose certain details in respect of the 'Promoter Group' members in the draft red herring prospectus ("**DRHP**"), red herring prospectus ("**RHP**") and prospectus ("**Prospectus**", and collectively, with the DRHP and RHP, the "**Offer Documents**") and the related documentation prepared in connection with the Issue.

Under Regulation 2(1)(pp) of the SEBI ICDR Regulations, the "immediate relatives" of the Promoter, which includes siblings of the Promoter, are required to be disclosed as a member of the Promoter Group. In light of this requirement, you will be required to be identified as a member of the promoter group of the Company in the Offer Documents.

Further (i) any body corporate in which 20% or more of the equity share capital is held by you or a firm or a Hindu Undivided Family ("**HUF**") in which you are a member/partner; (ii) any body corporate in which the body corporate identified in (i) holds 20% or more of the equity share capital; and (iii) any firm or HUF in which you hold 20% or more of the total capital, will also constitute the Promoter Group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations ("**Connected Entities**") and will be required to be identified as such in the Offer Documents. Please refer to **Annexure A** for the definition of "promoter group" as set out in Regulation 2(1)(pp) of the SEBI ICDR Regulations.

The offer Documents shall be filed or submitted with the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, West Bengal at Kolkata and the stock exchanges where the Company proposes to list its equity shares, as applicable. In addition, as is customary in transactions of this nature, the lead managers appointed by the Company in connection with the Issue will also require certain confirmations from all the members of the promoter group to ensure compliance with their due diligence obligations under the SEBI ICDR Regulations. Accordingly, the formats of the certifications required from you and each of the Connected Entities are set out in **Annexure B** and **Annexure C** respectively (the "**Certificates**"). Executed copies of the Certificates are required to be provided prior to the filing of each of the Offer Documents and should be sent to the address provided below.

Please note that if you are named as a member of the promoter group in the Offer Documents, then you and the Connected Entities may incur liability in connection with any inaccurate information and confirmation provided in the Certificates (provided in **Annexures B** and **C**). Further, post listing of the equity shares of the Company pursuant to

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Western Carriers (India) Limited
Kolkata

the Issue, you will also be subject to continuous disclosure, reporting and other obligations applicable to a member of promoter group, including under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, each as amended.

However, if you are not willing to be identified as a member of the promoter group of the Company, as required by SEBI, please send an executed copy of the affidavit in the format set out in **Annexure D** ("**Affidavit**") to the address provided below, clearly stating that you are unwilling to be identified as a member of the promoter group of the Company with due reasons, along with a copy of your self-attested PAN card and Aadhar card.

We request you to complete the Certificates as set out in **Annexures B** and **C** and provide executed copies thereof within seven days of receipt of this letter and updated executed copies of the Certificates closer to the date of filing of the DRHP (such date will be separately communicated to you) to the address set out below. In the alternative, in case you are unwilling to be identified as a member of the promoter group in connection with the Issue, please provide an executed copy of the Affidavit in the format set out in **Annexure D** to us immediately and not later than seven days of receipt of this letter along with a copy of your self-attested PAN card and Aadhar card to the following address:

Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

You are requested to also send us soft copies of the filled in and e-signed or scanned certificates to cs@westcong.com

Please note that in accordance with the directives issued by SEBI, a response from you (either in the form of executed Certificates or the Affidavit) is imperative and in absence of such response, you would be identified as a promoter group of the Company in the Offer Documents along with certain disclosures included in the Certificates. Further, as set out above, you will also be subject to compliance requirements under applicable SEBI regulations upon listing of the equity shares of the Company pursuant to the Issue.

Please note that the details of the proposed Issue, the contents of this letter and the enclosed Certificates and Affidavit are strictly confidential.

Request your cooperation to furnish the abovementioned details sought. Please reach out to us at cs@westcong.com should you require any clarification.

Thanking you,
Sincerely,
For and on behalf of Western Carriers (India) Limited

Name: Rajendra Sethia
Designation: Managing Director
E-mail: rsethia@westcong.com
Tel.: 033-2485 8519

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Western Carriers (India) Limited
Kolkata

Annexure A

Definition of Promoter Group

The term "promoter group" as defined under the SEBI ICDR Regulations includes:

(i) the promoter;
(ii) an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);
(iii) in case the promoter is a body corporate:
  (a) a subsidiary or holding company of such body corporate; and
  (b) any body corporate in which the promoter holds 20% or more of the equity share capital; and/or any body corporate which holds 20% or more of the equity share capital of the promoter;
(iv) in case the promoter is an individual:
  (a) any body corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;
  (b) any body corporate in which a body corporate as provided in (a) above holds 20% or more, of the equity share capital; and
  (c) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than 20% of the total capital; and
(v) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group".

Further, under the SEBI ICDR Regulations, a financial institution, scheduled bank, foreign portfolio investor (other than individuals, corporate bodies and family offices), mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the IRDAI or any other category as specified by the SEBI from time to time, will not be deemed to be a member of the promoter group merely by virtue of the fact that 20% or more of the equity share capital of the promoter is held by such person or entity. Such financial institution, scheduled bank, foreign portfolio investor (other than individuals, corporate bodies and family offices), mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor, insurance company registered with the IRDAI or any other category as specified by the SEBI from time to time will be treated as promoter group for the subsidiaries or companies promoted by it or for the mutual funds sponsored by it.

Annexure B

(Certificate To be provided in case you are willing to be classified as Promoter Group)

CERTIFICATE FROM INDIVIDUAL FORMING PART OF THE PROMOTER GROUP

[Note: Please note that we shall require certificates from each individual forming part of the Promoter Group]
[On the letterhead of the individual forming part of the promoter group]

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai – 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited, Kotak Mahindra Capital Company Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: **Proposed initial public offering of equity shares of face value of ₹ [•] each (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")**

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Western Carriers (India) Limited
Kolkata

I confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect. I consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

I form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**") by virtue of [•]. *[Note: Please include reason for inclusion in promoter group]*

My details are as given below:

a. PAN: [•]
b. Address: [•]

Except as stated below, I am not registered with any other financial regulatory body like RBI/ IRDA/ etc., in any capacity *[Note: Please provide registration details if any, or state NIL]*

The following are the body corporates in which I hold more than 20% of the equity share capital: *[Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) I do not hold any equity shares, warrants/convertible securities or stock options in the Company;
(ii) none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
(iii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and
(iv) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to me.

Other Confirmations

I confirm that except as disclosed below, I am not associated and have not been associated with the securities market or any securities related business in any manner, and neither I nor any company or entity with which I am associated as a promoter, director, partner, proprietor or trustee are registered, or required to be registered with the SEBI, or any financial regulatory or statutory body, in any capacity, except as mentioned below:

[Note: Insert details or state 'Nil', as applicable]

Name of individual forming part of the Promoter Group	[•]
[SEBI/ [•]] Registration Number of the entity	[•]
Category of registration	[•]
Date of expiry of registration	[•]
If registration has elapsed, reasons for non-renewal	[•]
Any enquiry / investigation being conducted by SEBI	[•]
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	[•]
Outstanding fees payable to [SEBI/ [•]] by the entity	[•]

Please find enclosed copy/copies of the SEBI registration certificate(s) [and renewal applications made]/ [•]. *[Note: To be modified as applicable]*

I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, I have not been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

Except as stated below, there are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.

I confirm that I have not been declared as 'Fraudulent Borrower' by lending banks or financial institution or consortium, in terms of RBI Master Directions dated July 01, 2016, on 'Frauds – Classification and Reporting by commercial banks and select FIs', as updated.

I confirm that I am not an officer-in-charge or a director, promoter, or promoter group of a compulsorily delisted company under Chapter V read with regulation 34 (1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

None of the entities in which I am associated as promoter, director or person in control have had their names struck off any list of companies by any statutory or regulatory authority, ministry or other government body.

I have not been found to be non-compliant with applicable securities laws in the past.

I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

My entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the registrar of companies] / [is in dematerialized form as of the date of this certificate.]

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any.

I have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

I confirm that I will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.
Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.
Yours faithfully,

____
Name:
Date: [•] *[Note: To be dated as of the date of the DRHP/RHP/Prospectus]*
Copy To:
S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

ANNEXURE A
INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. **SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY:**
[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

B. **DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING:**
[•] *[Note: Insert details, or state NIL if not applicable]*

C. **SALES, PURCHASES AND FINANCINGS OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS:**

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

D. **AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP**

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid, and amount paid/to be paid to the promoter group member]*

Annexure C
(Certificate To be provided in case you are willing to be classified as Promoter Group)
CERTIFICATE FROM CORPORATE ENTITY FORMING PART OF THE PROMOTER GROUP

[On the letterhead of each of the corporate entity forming part of the promoter group]
[Global Note: HUFs forming a part of the promoter group to provide confirmations as applicable]

To
The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited and Kotak Mahindra Capital Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: **Proposed initial public offering of equity shares of face value of ₹ [•] each (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")**

We confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and

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Western Carriers (India) Limited
Kolkata

the National Stock Exchange of India Limited (the "NSE", and together with the BSE, the "Stock Exchanges") and the Red Herring Prospectus (the "RHP") and the Prospectus (the "Prospectus"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata (the "RoC") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

We form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") by virtue of [20% of more of our Equity Share Capital] being held by [Name of the Promoter/ an Immediate Relative of the Promoter/ a firm or HUF in which the promoter or any one or more of their relative is a member] *[Note: Please include reason for inclusion in promoter group]*

Our details are as given below:

a. PAN: [•]
b. Registered Address: [•]

We certify that [name of entity forming a part of the Promoter Group] are not registered with the SEBI or required to be registered with the SEBI and are not/were not associated with any securities related business or firm/ concerns that are/were registered with SEBI or any financial regulatory or statutory body, in any capacity, except as mentioned below:

Name of [entity forming a part of the Promoter Group]	[•]
[SEBI/ [•]] Registration Number of the entity	[•]
Category of registration	[•]
Date of expiry of registration	[•]
If registration has elapsed, reasons for non-renewal	[•]
Any enquiry / investigation being conducted by SEBI	[•]
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	[•]
Outstanding fees payable to [SEBI/ [•]] by the entity	[•]

Please find enclosed copy/copies of the SEBI registration certificate(s) [and renewal applications made]/ [•]. *[Note: To be modified as applicable]*

The following are the body corporates in which we hold more than 20% of the equity share capital: *[Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in Annexure A:

(i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company;
(ii) none of the Equity Shares held or owned (beneficially or otherwise) by us are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
(iii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
(iv) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to us.

Other Confirmations

We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, we have not been identified as wilful defaulters or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

We have not been found to be non-compliant with applicable securities laws in the past.

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Western Carriers (India) Limited
Kolkata

[Except as stated below,] there are no financing arrangements whereby we, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus:
[•]

We are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body including by any registrar of companies under Section 248 of the Companies Act, 2013. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, as applicable, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016.

[None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•], and we are in compliance with all applicable regulations, circulars, guidelines and directives of the SEBI.]

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

We undertake that transactions in the securities of the Company by us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

There have been no instances of issuance of equity shares by us in the past to more than 49/ 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or
b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
c) the SEBI regulations including the ICDR Regulations; or
d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to us shall apply under the Anchor Investor portion of the Offer, if any.

We have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

[Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the Registrar of Companies.] [ ] at [ ]]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as [Annexure B] *[Note: To be included only if member of the promoter group holds shares in the Company]*

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

Authorized signatory
Name: [•]
Date: [•]

Copy To:

S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. **SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY**

[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

B. **DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING**

[•] *[Note: Insert details, or state NIL if not applicable]*

C. **SALES, PURCHASES AND FINANCING OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS**

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

D. **AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP**

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid, and amount paid/to be paid to the promoter group member]*

ANNEXURE D

[*Note: To be sent back not later than seven days of receipt of this letter*]

(*To be provided in case you are unwilling to be classified as Promoter Group*)

[*Note: The affidavit should be duly stamped as per the applicable laws of the place of execution*]

AFFIDAVIT

I, Narendra Sethia, [son] of [•], aged about [•] years, presently residing at [•], do hereby solemnly affirm and declare as under:

1. I am the brother of Mr. Rajendra Sethia.
2. I understand that Western Carriers (India) Limited ("**Company**") is proposing to undertake an initial public offering of its securities and that Mr. Rajendra Sethia is the promoter of the Company. I do not consent to be identified, categorized and/or disclosed as a member of the promoter group of the Company by virtue of being an 'immediate relative' of Mr. Rajendra Sethia, the promoter of the Company, under the requirements prescribed in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. I am also unwilling to identify, categorize and disclose or any entity related to me by way of my shareholding (as specified in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended) in the particular entity as a member of the promoter group of the Company.
4. Accordingly, I do not consent to the inclusion of any information in relation to me, or any of the entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations, in any offer document to be filed by the Company in connection with the proposed initial public offer of the equity shares of the Company.
5. I do not have any business, financial or other interest, directly or indirectly, in the Company and any role in the management or operations of the Company.
6. Except Aspective Commodeal Private Limited, in which I, along with my spouse and a [Connected Entity] [***Note: To be confirmed by Narendra Sethia***] hold 50% equity interest and on the board of which I am a director and which forms part of the promoter group of the Company:
   a. I do not have any business, financial or other interest, directly or indirectly in any other entity which forms part of the promoter group of the Company.
   b. I am neither on the board of directors of the Company or the entities forming a part of the promoter group of the Company nor do I have any representative on the board of directors of the Company.
   c. I do not exercise any control or significant influence over the affairs of the Company or any subsidiaries or any other entity which forms a part of the promoter group of the Company.

I do not hold any equity shares or debt or securities of any other class of the Company, and have not had any related party transactions with the Company (including as a vendor or supplier), do not have any special rights with respect to the Company through any formal or informal arrangements and do not exercise control/ influence over the affairs of the Company, directly or indirectly.

8. There is no proposal whereby I will receive any portion of the proceeds of the Issue.
9. As there are no common interests between me and the Company, whether direct or indirect and owing to separate business interests between Mr. Rajendra Sethia and me, I am not agreeable to undertake any legal obligation nor would I wish to be associated with the Issue, the Company or the Promoter now or in the future as a member of the promoter group of the Company or in any other manner.

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Western Carriers (India) Limited
Kolkata

10. I have no objection to the submission of this affidavit to any regulatory and/or statutory authorities as may be required by the Company and may be relied upon by SEBI, stock exchanges, registrar of companies, or any other regulatory authority, and the merchant bankers and legal counsels, appointed in connection with the proposed initial public offer of the equity shares of the Company.
11. I agree to keep the information regarding the proposed initial public offer of the equity shares of the Company strictly confidential.

DEPONENT

[•]

VERIFICATION:-

I, the abovenamed deponent, hereby verify at [•] on this __ day of [•], 2022, that the contents of this affidavit are correct to the best of my knowledge and believed by me to be true and that nothing has been concealed therefrom.

DEPONENT

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Azadi Ka Amrit Mahotsav

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Track Consignment

Quick help

* Indicates a required field.

* Consignment Number

EW230289051IN

Track More

Booked At	Booked On	Destination Pincode	Tariff	Article Type	Delivery Location	Delivery Confirmed On
LRSarani SO	24/08/2022 13:02:50	700020	17.70	Inland Speed Post	LRSarani SO	25/08/2022 16:05:35

Event Details For : EW230289051IN

Current Status : Item Delivery Confirmed

Date	Time	Office	Event
25/08/2022	16:05:35	LRSarani SO	Item Delivery Confirmed
25/08/2022	15:07:13	LRSarani SO (Beat Number:12)	Item Delivered [To: home (Addressee)]
25/08/2022	10:19:08	LRSarani SO	Out for Delivery
25/08/2022	07:58:39	LRSarani SO	Item Received
24/08/2022	16:49:29	LRSarani SO	Item Bagged
24/08/2022	13:02:50	LRSarani SO	Item Booked

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Western Carriers (India) Limited
Kolkata

EW230289051IN IVR:6987230289051
SP LRSARANI SO <700020>
Counter No:2,24/08/2022,12:57
To:DR. NARENDRA ,,MALAYAY,KOL.
PIN:700020, LRSarani SO
From:WESTERN CAR.,,2/6,S B RD,KOL.
Wt:20gms
Amt:17.70(Cash)Tax:2.70
<Track on www.indiapost.gov.in>

भारतीय डाक
India Post

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Western Carriers (India) Limited
Kolkata

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

Date: 31/08/2022

To,
Dr. Narendra Sethia
Malayalay,
3, Woodburn Park, Flat No. 8B & 8C,
Kolkata-700020.

Subject: **Request for information in your capacity as member of the promoter group in relation to the proposed initial public offering of equity shares (the "Issue") of Western Carriers (India) Limited**

Dear Mr. Narendra Sethia,

We wish to inform you that Western Carriers (India) Limited (the **"Company"**) is proposing to undertake an initial public offer of its equity shares.

In this regard, please note that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), Mr. Rajendra Sethia is the 'Promoter' of the Company (the **"Promoter"**). Further, under the SEBI ICDR Regulations, the Company will be required to disclose certain details in respect of the 'Promoter Group' members in the draft red herring prospectus (**"DRHP"**), red herring prospectus (**"RHP"**) and prospectus (**"Prospectus"**, and collectively, with the DRHP and RHP, the **"Offer Documents"**) and the related documentation prepared in connection with the Issue.

Under Regulation 2(1)(pp) of the SEBI ICDR Regulations, the "immediate relatives" of the Promoter, which includes siblings of the Promoter, are required to be disclosed as a member of the Promoter Group. In light of this requirement, you will be required to be identified as a member of the promoter group of the Company in the Offer Documents.

Further (i) any body corporate in which 20% or more of the equity share capital is held by you or a firm or a Hindu Undivided Family (**"HUF"**) in which you are a member/partner; (ii) any body corporate in which the body corporate identified in (i) holds 20% or more of the equity share capital; and (iii) any firm or HUF in which you hold 20% or more of the total capital, will also constitute the Promoter Group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations (**"Connected Entities"**) and will be required to be identified as such in the Offer Documents. Please refer to **Annexure A** for the definition of "promoter group" as set out in Regulation 2(1)(pp) of the SEBI ICDR Regulations.

The offer Documents shall be filed or submitted with the Securities and Exchange Board of India (**"SEBI"**), the Registrar of Companies, West Bengal at Kolkata and the stock exchanges where the Company proposes to list its equity shares, as applicable. In addition, as is customary in transactions of this nature, the lead managers appointed by the Company in connection with the Issue will also require certain confirmations from all the members of the promoter group to ensure compliance with their due diligence obligations under the SEBI ICDR Regulations. Accordingly, the formats of the certifications required from you and each of the Connected Entities are set out in **Annexure B** and **Annexure C** respectively (the **"Certificates"**). Executed copies of the Certificates are required to be provided prior to the filing of each of the Offer Documents and should be sent to the address provided below.

Please note that if you are named as a member of the promoter group in the Offer Documents, then you and the Connected Entities may incur liability in connection with any inaccurate information and confirmation provided in the Certificates (provided in **Annexures B** and **C**). Further, post listing of the equity shares of the Company pursuant to

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Western Carriers (India) Limited
Kolkata

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

the Issue, you will also be subject to continuous disclosure, reporting and other obligations applicable to a member of promoter group, including under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, each as amended.

However, if you are not willing to be identified as a member of the promoter group of the Company, as required by SEBI, please send an executed copy of the affidavit in the format set out in **Annexure D** ("**Affidavit**") to the address provided below, clearly stating that you are unwilling to be identified as a member of the promoter group of the Company with due reasons, along with a copy of your self-attested PAN card and Aadhar card.

We request you to complete the Certificates as set out in **Annexures** B and C and provide executed copies thereof within seven days of receipt of this letter and updated executed copies of the Certificates closer to the date of filing of the DRHP (such date will be separately communicated to you) to the address set out below. In the alternative, in case you are unwilling to be identified as a member of the promoter group in connection with the Issue, please provide an executed copy of the Affidavit in the format set out in **Annexure D** to us immediately and not later than seven days of receipt of this letter along with a copy of your self-attested PAN card and Aadhar card to the following address:

Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

You are requested to also send us soft copies of the filled in and e-signed or scanned certificates to cs@westcong.com

Please note that in accordance with the directives issued by SEBI, a response from you (either in the form of executed Certificates or the Affidavit) is imperative and in absence of such response, you would be identified as a promoter group of the Company in the Offer Documents along with certain disclosures included in the Certificates. Further, as set out above, you will also be subject to compliance requirements under applicable SEBI regulations upon listing of the equity shares of the Company pursuant to the Issue.

Please note that the details of the proposed Issue, the contents of this letter and the enclosed Certificates and Affidavit are strictly confidential.

Request your cooperation to furnish the abovementioned details sought. Please reach out to us at cs@westcong.com should you require any clarification.

Thanking you,
Sincerely,
For and on behalf of Western Carriers (India) Limited

Name: Rajendra Sethia
Designation: Managing Director
E-mail: rsethia@westcong.com
Tel.: 033-2485 8519

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Western Carriers (India) Limited
Kolkata

Annexure A

Definition of Promoter Group

The term "promoter group" as defined under the SEBI ICDR Regulations includes:

(i) the promoter;

(ii) an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

(iii) in case the promoter is a body corporate:

(a) a subsidiary or holding company of such body corporate; and

(b) any body corporate in which the promoter holds 20% or more of the equity share capital; and/or any body corporate which holds 20% or more of the equity share capital of the promoter;

(iv) in case the promoter is an individual:

(a) any body corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;

(b) any body corporate in which a body corporate as provided in (a) above holds 20% or more, of the equity share capital; and

(c) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than 20% of the total capital; and

(v) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group".

Further, under the SEBI ICDR Regulations, a financial institution, scheduled bank, foreign portfolio investor (other than individuals, corporate bodies and family offices), mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the IRDAI or any other category as specified by the SEBI from time to time, will not be deemed to be a member of the promoter group merely by virtue of the fact that 20% or more of the equity share capital of the promoter is held by such person or entity. Such financial institution, scheduled bank, foreign portfolio investor (other than individuals, corporate bodies and family offices), mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor, insurance company registered with the IRDAI or any other category as specified by the SEBI from time to time will be treated as promoter group for the subsidiaries or companies promoted by it or for the mutual funds sponsored by it.

Annexure B

(Certificate To be provided in case you are willing to be classified as Promoter Group)

CERTIFICATE FROM INDIVIDUAL FORMING PART OF THE PROMOTER GROUP

[Note: Please note that we shall require certificates from each individual forming part of the Promoter Group]
[On the letterhead of the individual forming part of the promoter group]

To
The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited, Kotak Mahindra Capital Company Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: Proposed initial public offering of equity shares of face value of ₹ [•] each (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect. I consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

I form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**") by virtue of [•] *[Note: Please include reason for inclusion in promoter group]*

My details are as given below:

a. PAN: [•]

b. Address: [•]

Except as stated below, I am not registered with any other financial regulatory body like RBI/ IRDA/ etc., in any capacity. *[Note: Please provide registration details if any, or state NIL]*

The following are the body corporates in which I hold more than 20% of the equity share capital. *[Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in Annexure A:

(i) I do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;

(iii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and

(iv) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to me.

Other Confirmations

I confirm that except as disclosed below, I am not associated and have not been associated with the securities market or any securities related business in any manner, and neither I nor any company or entity with which I am associated as a promoter, director, partner, proprietor or trustee are registered, or required to be registered with the SEBI, or any financial regulatory or statutory body, in any capacity, except as mentioned below.

[Note: Insert details or state 'Nil', as applicable]

Name of individual forming part of the Promoter Group	[•]
[SEBI/ [•]] Registration Number of the entity	[•]
Category of registration	[•]
Date of expiry of registration	[•]
If registration has elapsed, reasons for non-renewal	[•]
Any enquiry / investigation being conducted by SEBI	[•]
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	[•]
Outstanding fees payable to [SEBI/ [•]] by the entity	[•]

Please find enclosed copy/copies of the SEBI registration certificate(s) [and renewal applications made]/ [•]. *[Note: To be modified as applicable]*

I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, I have not been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

Except as stated below, there are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.

I confirm that I have not been declared as 'Fraudulent Borrower' by lending banks or financial institution or consortium, in terms of RBI Master Directions dated July 01, 2016, on 'Frauds – Classification and Reporting by commercial banks and select FIs', as updated.

I confirm that I am not an officer-in-charge or a director, promoter, or promoter group of a compulsorily delisted company under Chapter V read with regulation 34 (1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

None of the entities in which I am associated as promoter, director or person in control have had their names struck off any list of companies by any statutory or regulatory authority, ministry or other government body.

I have not been found to be non-compliant with applicable securities laws in the past.

I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

My entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the registrar of companies] / [is in dematerialized form as of the date of this certificate.]

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any.

I have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

I confirm that I will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.
Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.
Yours faithfully,

Name:
Date: [•] *[Note: To be dated as of the date of the DRHP/RHP/Prospectus]*
Copy To:
S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. **SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY:**
[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

B. **DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING:**
[•] *[Note: Insert details, or state NIL if not applicable]*

C. **SALES, PURCHASES AND FINANCINGS OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS:**

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

D. **AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP**

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member]*

Annexure C

(Certificate To be provided in case you are willing to be classified as Promoter Group)
CERTIFICATE FROM CORPORATE ENTITY FORMING PART OF THE PROMOTER GROUP

[On the letterhead of each of the corporate entity forming part of the promoter group]
[Global Note: HUFs forming a part of the promoter group to provide confirmations as applicable]

To
The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai – 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited and Kotak Mahindra Capital Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: **Proposed initial public offering of equity shares of face value of ₹ [•] each (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")**

We confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE, the "Stock Exchanges") and the Red Herring Prospectus (the "RHP") and the Prospectus (the "Prospectus"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "RoC") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

We form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") by virtue of [20% of more of our Equity Share Capital] being held by [Name of the Promoter/ an Immediate Relative of the Promoter/ a firm or HUF in which the promoter or any one or more of their relative is a member]. *[Note: Please include reason for inclusion as promoter group]*

Our details are as given below:

a. PAN: [•]
b. Registered Address: [•]

We certify that [name of entity forming a part of the Promoter Group] are not registered with the SEBI or required to be registered with the SEBI and are not/were not associated with any securities related business or firm/ concerns that are/were registered with SEBI or any financial regulatory or statutory body, in any capacity, except as mentioned below:

Name of [entity forming a part of the Promoter Group]	[•]
[SEBI/ [•]] Registration Number of the entity	[•]
Category of registration	[•]
Date of expiry of registration	[•]
If registration has elapsed, reasons for non-renewal	[•]
Any enquiry / investigation being conducted by SEBI	[•]
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	[•]
Outstanding fees payable to [SEBI/ [•]] by the entity	[•]

Please find enclosed copy/copies of the SEBI registration certificate(s) [and renewal applications made]/ [•]. *[Note: To be modified as applicable]*

The following are the body corporates in which we hold more than 20% of the equity share capital: *[Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company;
(ii) none of the Equity Shares held or owned (beneficially or otherwise) by us are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
(iii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
(iv) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to us.

Other Confirmations

We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, we have not been identified as wilful defaulters or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

We have not been found to be non-compliant with applicable securities laws in the past.

[Except as stated below,] there are no financing arrangements whereby we, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus:

[•]

We are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body including by any registrar of companies under Section 248 of the Companies Act, 2013. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 and have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, as applicable, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016.

[None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•], and we are in compliance with all applicable regulations, circulars, guidelines and directives of the SEBI.]

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

We undertake that transactions in the securities of the Company by us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

There have been no instances of issuance of equity shares by us in the past to more than 49/ 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or
b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
c) the SEBI regulations including the ICDR Regulations; or
d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to us shall apply under the Anchor Investor portion of the Offer, if any.

We have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

[Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the Registrar of Companies, [.] at [.]]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as [Annexure B] *[Note: To be included only if member of the promoter group holds shares in the Company]*

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

Authorized signatory
Name: [•]
Date: [•]

Copy To:
S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. **SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY**

[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

B. **DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING**

[•] *[Note: Insert details, or state NIL if not applicable]*

C. **SALES, PURCHASES AND FINANCING OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS**

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

D. **AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP**

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member]*

ANNEXURE D

[Note: To be sent back not later than seven days of receipt of this letter]

(To be provided in case you are unwilling to be classified as Promoter Group)

[Note: The affidavit should be duly stamped as per the applicable laws of the place of execution]

AFFIDAVIT

I, Narendra Sethia, [son] of [•], aged about [•] years, presently residing at [•], do hereby solemnly affirm and declare as under:

1. I am the brother of Mr. Rajendra Sethia.
2. I understand that Western Carriers (India) Limited ("**Company**") is proposing to undertake an initial public offering of its securities and that Mr. Rajendra Sethia is the promoter of the Company. I do not consent to be identified, categorized and/or disclosed as a member of the promoter group of the Company by virtue of being an 'immediate relative' of Mr. Rajendra Sethia, the promoter of the Company, under the requirements prescribed in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. I am also unwilling to identify, categorize and disclose or any entity related to me by way of my shareholding (as specified in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended) in the particular entity as a member of the promoter group of the Company.
4. Accordingly, I do not consent to the inclusion of any information in relation to me, or any of the entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations, in any offer document to be filed by the Company in connection with the proposed initial public offer of the equity shares of the Company.
5. I do not have any business, financial or other interest, directly or indirectly, in the Company and any role in the management or operations of the Company.
6. Except Aspective Commodeal Private Limited, in which I, along with my spouse and a [Connected Entity] [*Note: To be confirmed by Narendra Sethia*] hold 50% equity interest and on the board of which I am a director and which forms part of the promoter group of the Company:
   a. I do not have any business, financial or other interest, directly or indirectly in any other entity which forms part of the promoter group of the Company.
   b. I am neither on the board of directors of the Company or the entities forming a part of the promoter group of the Company nor do I have any representative on the board of directors of the Company.
   c. I do not exercise any control or significant influence over the affairs of the Company or any subsidiaries or any other entity which forms a part of the promoter group of the Company.

I do not hold any equity shares or debt or securities of any other class of the Company, and have not had any related party transactions with the Company (including as a vendor or supplier), do not have any special rights with respect to the Company through any formal or informal arrangements and do not exercise control/ influence over the affairs of the Company, directly or indirectly.

8. There is no proposal whereby I will receive any portion of the proceeds of the Issue.
9. As there are no common interests between me and the Company, whether direct or indirect and owing to separate business interests between Mr. Rajendra Sethia and me, I am not agreeable to undertake any legal obligation nor would I wish to be associated with the Issue, the Company or the Promoter now or in the future as a member of the promoter group of the Company or in any other manner.

10. I have no objection to the submission of this affidavit to any regulatory and/or statutory authorities as may be required by the Company and may be relied upon by SEBI, stock exchanges, registrar of companies, or any other regulatory authority, and the merchant bankers and legal counsels, appointed in connection with the proposed initial public offer of the equity shares of the Company.
11. I agree to keep the information regarding the proposed initial public offer of the equity shares of the Company strictly confidential.

DEPONENT

[•]

VERIFICATION:-

I, the abovenamed deponent, hereby verify at [•] on this __ day of [•], 2022, that the contents of this affidavit are correct to the best of my knowledge and believed by me to be true and that nothing has been concealed therefrom.

DEPONENT

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Western Carriers (India) Limited
Kolkata

Sign In Register

हिन्दी

Azadi Ka Amrit Mahotsav

You are here Home>> **Track Consignment**

Quick help

Track Consignment

* Indicates a required field.

* Consignment Number

EW230377048IN

Track More

Booked At	Booked On	Destination Pincode	Tariff	Article Type	Delivery Location	Delivery Confirmed On
LRSarani SO	31/08/2022 12:23:29	700020	17.70	Inland Speed Post	LRSarani SO	01/09/2022 16:16:17

Event Details For : EW230377048IN

Current Status : Item Delivery Confirmed

Date	Time	Office	Event
01/09/2022	16:16:17	LRSarani SO	Item Delivery Confirmed
01/09/2022	14:51:01	LRSarani SO (Beat Number:9)	Item Delivered [To: Dr N Sethia (Addressee)]
01/09/2022	10:10:30	LRSarani SO	Out for Delivery
01/09/2022	08:03:11	LRSarani SO	Item Received
31/08/2022	15:42:05	LRSarani SO	Item Bagged
31/08/2022	12:23:29	LRSarani SO	Item Booked

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Western Carriers (India) Limited
Kolkata

EW230377048IN

भारतीय डाक
Indian Post

EW230377048IN IVR:6987230377048
SP LRSARANI SO <700020>
Counter No:2,31/08/2022,12:17
To:DR.NARENDRA S,3,WOODBURN PARK,
PIN:700020, LRSarani SO
From:WESTERN CAR,I LT.D,2/6,S B R
Wt:15gms
Amt:17.70(Cash)Tax:2.70

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Western Carriers (India) Limited
Kolkata

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

Date: 07/09/2022

To,
Dr. Narendra Sethia
Malayalay,
3, Woodburn Park, Flat No. 8B & 8C,
Kolkata-700020.

Subject: **Request for information in your capacity as member of the promoter group in relation to the proposed initial public offering of equity shares (the "Issue") of Western Carriers (India) Limited**

Dear Mr. Narendra Sethia,

We wish to inform you that Western Carriers (India) Limited (the "**Company**") is proposing to undertake an initial public offer of its equity shares.

In this regard, please note that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Mr. Rajendra Sethia is the 'Promoter' of the Company (the "**Promoter**"). Further, under the SEBI ICDR Regulations, the Company will be required to disclose certain details in respect of the 'Promoter Group' members in the draft red herring prospectus ("**DRHP**"), red herring prospectus ("**RHP**") and prospectus ("**Prospectus**", and collectively, with the DRHP and RHP, the "**Offer Documents**") and the related documentation prepared in connection with the Issue.

Under Regulation 2(1)(pp) of the SEBI ICDR Regulations, the "immediate relatives" of the Promoter, which includes siblings of the Promoter, are required to be disclosed as a member of the Promoter Group. In light of this requirement, you will be required to be identified as a member of the promoter group of the Company in the Offer Documents.

Further (i) any body corporate in which 20% or more of the equity share capital is held by you or a firm or a Hindu Undivided Family ("**HUF**") in which you are a member/partner; (ii) any body corporate in which the body corporate identified in (i) holds 20% or more of the equity share capital; and (iii) any firm or HUF in which you hold 20% or more of the total capital, will also constitute the Promoter Group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations ("**Connected Entities**") and will be required to be identified as such in the Offer Documents. Please refer to **Annexure A** for the definition of "promoter group" as set out in Regulation 2(1)(pp) of the SEBI ICDR Regulations.

The offer Documents shall be filed or submitted with the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, West Bengal at Kolkata and the stock exchanges where the Company proposes to list its equity shares, as applicable. In addition, as is customary in transactions of this nature, the lead managers appointed by the Company in connection with the Issue will also require certain confirmations from all the members of the promoter group to ensure compliance with their due diligence obligations under the SEBI ICDR Regulations. Accordingly, the formats of the certifications required from you and each of the Connected Entities are set out in **Annexure B** and **Annexure C** respectively (the "**Certificates**"). Executed copies of the Certificates are required to be provided prior to the filing of each of the Offer Documents and should be sent to the address provided below.

Please note that if you are named as a member of the promoter group in the Offer Documents, then you and the Connected Entities may incur liability in connection with any inaccurate information and confirmation provided in the Certificates (provided in **Annexures B** and C). Further, post listing of the equity shares of the Company pursuant to

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Western Carriers (India) Limited
Kolkata

the Issue, you will also be subject to continuous disclosure, reporting and other obligations applicable to a member of promoter group, including under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, each as amended.

However, if you are not willing to be identified as a member of the promoter group of the Company, as required by SEBI, please send an executed copy of the affidavit in the format set out in **Annexure D** ("**Affidavit**") to the address provided below, clearly stating that you are unwilling to be identified as a member of the promoter group of the Company with due reasons, along with a copy of your self-attested PAN card and Aadhar card.

We request you to complete the Certificates as set out in **Annexures B** and **C** and provide executed copies thereof within seven days of receipt of this letter and updated executed copies of the Certificates closer to the date of filing of the DRHP (such date will be separately communicated to you) to the address set out below. In the alternative, in case you are unwilling to be identified as a member of the promoter group in connection with the Issue, please provide an executed copy of the Affidavit in the format set out in **Annexure D** to us immediately and not later than seven days of receipt of this letter along with a copy of your self-attested PAN card and Aadhar card to the following address:

Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

You are requested to also send us soft copies of the filled in and e-signed or scanned certificates to cs@westcong.com

Please note that in accordance with the directives issued by SEBI, a response from you (either in the form of executed Certificates or the Affidavit) is imperative and in absence of such response, you would be identified as a promoter group of the Company in the Offer Documents along with certain disclosures included in the Certificates. Further, as set out above, you will also be subject to compliance requirements under applicable SEBI regulations upon listing of the equity shares of the Company pursuant to the Issue.

Please note that the details of the proposed Issue, the contents of this letter and the enclosed Certificates and Affidavit are strictly confidential.

Request your cooperation to furnish the abovementioned details sought. Please reach out to us at cs@westcong.com should you require any clarification.

Thanking you,
Sincerely,
For and on behalf of Western Carriers (India) Limited

Name: Rajendra Sethia
Designation: Managing Director
E-mail: rsethia@westcong.com
Tel.: 033-2485 8519

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Western Carriers (India) Limited
Kolkata

Annexure A

Definition of Promoter Group

The term "promoter group" as defined under the SEBI ICDR Regulations includes:

(i) the promoter;

(ii) an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

(iii) in case the promoter is a body corporate:

(a) a subsidiary or holding company of such body corporate; and

(b) any body corporate in which the promoter holds 20% or more of the equity share capital; and/or any body corporate which holds 20% or more of the equity share capital of the promoter;

(iv) in case the promoter is an individual:

(a) any body corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;

(b) any body corporate in which a body corporate as provided in (a) above holds 20% or more, of the equity share capital; and

(c) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than 20% of the total capital; and

(v) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group".

Further, under the SEBI ICDR Regulations, a financial institution, scheduled bank, foreign portfolio investor (other than individuals, corporate bodies and family offices), mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the IRDAI or any other category as specified by the SEBI from time to time, will not be deemed to be a member of the promoter group merely by virtue of the fact that 20% or more of the equity share capital of the promoter is held by such person or entity. Such financial institution, scheduled bank, foreign portfolio investor (other than individuals, corporate bodies and family offices), mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor, insurance company registered with the IRDAI or any other category as specified by the SEBI from time to time will be treated as promoter group for the subsidiaries or companies promoted by it or for the mutual funds sponsored by it.

Annexure B

(Certificate To be provided in case you are willing to be classified as Promoter Group)

CERTIFICATE FROM INDIVIDUAL FORMING PART OF THE PROMOTER GROUP

[Note: Please note that we shall require certificates from each individual forming part of the Promoter Group]

[On the letterhead of the individual forming part of the promoter group]

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited, Kotak Mahindra Capital Company Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: **Proposed initial public offering of equity shares of face value of ₹ [●] each (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")**

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Western Carriers (India) Limited
Kolkata

I confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect. I consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

I form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**") by virtue of [●]. *[Note: Please include reason for inclusion in promoter group]*

My details are as given below:

a. PAN: [●]

b. Address: [●]

Except as stated below, I am not registered with any other financial regulatory body like RBI/ IRDA/ etc., in any capacity. *[Note: Please provide registration details if any, or state NIL]*

The following are the body corporates in which I hold more than 20% of the equity share capital: *[Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[●]	[●]	[●]
[●]	[●]	[●]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**,

(i) I do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;

(iii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and

(iv) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to me.

Other Confirmations

I confirm that except as disclosed below, I am not associated and have not been associated with the securities market or any securities related business in any manner, and neither I nor any company or entity with which I am associated as a promoter, director, partner, proprietor or trustee are registered, or required to be registered with the SEBI, or any financial regulatory or statutory body, in any capacity, except as mentioned below.
[Note: Insert details or state "Nil" as applicable]

Name of individual forming part of the Promoter Group	[●]
[SEBI/ [●]] Registration Number of the entity	[●]
Category of registration	[●]
Date of expiry of registration	[●]
If registration has elapsed, reasons for non-renewal	[●]
Any enquiry / investigation being conducted by SEBI	[●]
Penalty imposed by [SEBI/ [●]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	[●]
Outstanding fees payable to [SEBI/ [●]] by the entity	[●]

Please find enclosed copy/copies of the SEBI registration certificate(s) [and renewal applications made]/ [●]. *[Note: To be modified as applicable]*

I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, I have not been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

Except as stated below, there are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.

I confirm that I have not been declared as 'Fraudulent Borrower' by lending banks or financial institution or consortium, in terms of RBI Master Directions dated July 01, 2016, on 'Frauds – Classification and Reporting by commercial banks and select FIs', as updated.

I confirm that I am not an officer-in-charge or a director, promoter, or promoter group of a compulsorily delisted company under Chapter V read with regulation 34 (1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

None of the entities in which I am associated as promoter, director or person in control have had their names struck off any list of companies by any statutory or regulatory authority, ministry or other government body.

I have not been found to be non-compliant with applicable securities laws in the past.

I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

My entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the registrar of companies] / [is in dematerialized form as of the date of this certificate.]

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any.

I have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

I confirm that I will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

Name:

Date: [•] *[Note: To be dated as of the date of the DRHP/RHP/Prospectus]*

Copy To:

S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. **SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY:**

[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

B. **DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING:**

[•] *[Note: Insert details, or state NIL if not applicable]*

C. **SALES, PURCHASES AND FINANCINGS OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS:**

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

D. **AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP**

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid, and amount paid/to be paid to the promoter group member]*

Annexure C

(Certificate To be provided in case you are willing to be classified as Promoter Group)

CERTIFICATE FROM CORPORATE ENTITY FORMING PART OF THE PROMOTER GROUP

[On the letterhead of each of the corporate entity forming part of the promoter group]
[Global Note: HUFs forming a part of the promoter group to provide confirmations as applicable]

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai – 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited and Kotak Mahindra Capital Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: **Proposed initial public offering of equity shares of face value of ₹ [•] each (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")**

We confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

We form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") by virtue of [20% of more of our Equity Share Capital] being held by [Name of the Promoter/ an Immediate Relative of the Promoter/ a firm or HUF in which the promoter or any one or more of their relative is a member]. *[Note: Please include reason for inclusion in promoter group]*

Our details are as given below:

a. PAN: [•]
b. Registered Address: [•]

We certify that [name of entity forming a part of the Promoter Group] are not registered with the SEBI or required to be registered with the SEBI and are not/were not associated with any securities related business or firm/ concerns that are/were registered with SEBI or any financial regulatory or statutory body, in any capacity, except as mentioned below:

Name of [entity forming a part of the Promoter Group]	[•]
[SEBI/ [•]] Registration Number of the entity	[•]
Category of registration	[•]
Date of expiry of registration	[•]
If registration has elapsed, reasons for non-renewal	[•]
Any enquiry / investigation being conducted by SEBI	[•]
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	[•]
Outstanding fees payable to [SEBI/ [•]] by the entity	[•]

Please find enclosed copy/copies of the SEBI registration certificate(s) [and renewal applications made]/ [•]. *[Note: To be modified as applicable]*

The following are the body corporates in which we hold more than 20% of the equity share capital. *[Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company;
(ii) none of the Equity Shares held or owned (beneficially or otherwise) by us are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
(iii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
(iv) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to us.

Other Confirmations

We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, we have not been identified as wilful defaulters or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is pending against us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL, etc.

We have not been found to be non-compliant with applicable securities laws in the past.

[Except as stated below,] there are no financing arrangements whereby we, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.
[•]

We are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body including by any registrar of companies under Section 248 of the Companies Act, 2013. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, as applicable, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016.

[None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•], and we are in compliance with all applicable regulations, circulars, guidelines and directives of the SEBI.]

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

We undertake that transactions in the securities of the Company by us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

There have been no instances of issuance of equity shares by us in the past to more than 49/ 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or
b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
c) the SEBI regulations including the ICDR Regulations; or
d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to us shall apply under the Anchor Investor portion of the Offer, if any.

We have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

[Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the Registrar of Companies, [.] at [.]]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as [Annexure B] *[Note: To be included only if member of the promoter group holds shares in the Company]*

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

Authorized signatory
Name: [•]
Date: [•]

Copy To:
S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. **SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY**

[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

B. **DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING**

[•] *[Note: Insert details, or state NIL if not applicable]*

C. **SALES, PURCHASES AND FINANCING OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS**

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

D. **AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP**

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member)*

ANNEXURE D

[Note: To be sent back not later than seven days of receipt of this letter]

(To be provided in case you are unwilling to be classified as Promoter Group)

[Note: The affidavit should be duly stamped as per the applicable laws of the place of execution]

AFFIDAVIT

I, Narendra Sethia, [son] of [•], aged about [•] years, presently residing at [•], do hereby solemnly affirm and declare as under:

1. I am the brother of Mr. Rajendra Sethia.
2. I understand that Western Carriers (India) Limited ("**Company**") is proposing to undertake an initial public offering of its securities and that Mr. Rajendra Sethia is the promoter of the Company. I do not consent to be identified, categorized and/or disclosed as a member of the promoter group of the Company by virtue of being an 'immediate relative' of Mr. Rajendra Sethia, the promoter of the Company, under the requirements prescribed in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. I am also unwilling to identify, categorize and disclose or any entity related to me by way of my shareholding (as specified in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended) in the particular entity as a member of the promoter group of the Company.
4. Accordingly, I do not consent to the inclusion of any information in relation to me, or any of the entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations, in any offer document to be filed by the Company in connection with the proposed initial public offer of the equity shares of the Company.
5. I do not have any business, financial or other interest, directly or indirectly, in the Company and any role in the management or operations of the Company.
6. Except Aspective Commodeal Private Limited, in which I, along with my spouse and a [Connected Entity] [*Note: To be confirmed by Narendra Sethia*] hold 50% equity interest and on the board of which I am a director and which forms part of the promoter group of the Company:
   a. I do not have any business, financial or other interest, directly or indirectly in any other entity which forms part of the promoter group of the Company
   b. I am neither on the board of directors of the Company or the entities forming a part of the promoter group of the Company nor do I have any representative on the board of directors of the Company.
   c. I do not exercise any control or significant influence over the affairs of the Company or any subsidiaries or any other entity which forms a part of the promoter group of the Company.

I do not hold any equity shares or debt or securities of any other class of the Company, and have not had any related party transactions with the Company (including as a vendor or supplier), do not have any special rights with respect to the Company through any formal or informal arrangements and do not exercise control/ influence over the affairs of the Company, directly or indirectly.

There is no proposal whereby I will receive any portion of the proceeds of the Issue.

As there are no common interests between me and the Company, whether direct or indirect and owing to separate business interests between Mr. Rajendra Sethia and me, I am not agreeable to undertake any legal obligation nor would I wish to be associated with the Issue, the Company or the Promoter now or in the future as a member of the promoter group of the Company or in any other manner.

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

10. I have no objection to the submission of this affidavit to any regulatory and/or statutory authorities as may be required by the Company and may be relied upon by SEBI, stock exchanges, registrar of companies, or any other regulatory authority, and the merchant bankers and legal counsels, appointed in connection with the proposed initial public offer of the equity shares of the Company.
11. I agree to keep the information regarding the proposed initial public offer of the equity shares of the Company strictly confidential.

DEPONENT

[•]

VERIFICATION:-

I, the abovenamed deponent, hereby verify at [•] on this __ day of [•], 2022, that the contents of this affidavit are correct to the best of my knowledge and believed by me to be true and that nothing has been concealed therefrom.

DEPONENT

Sign In Register

हिन्दी

Azadi Ka Amrit Mahotsav

You are here Home>> **Track Consignment**

Track Consignment

Quick help

* Indicates a required field.

* Consignment Number

EW230392805IN

Track More

Booked At	Booked On	Destination Pincode	Tariff	Article Type	Delivery Location	Delivery Confirmed On
LRSarani SO	07/09/2022 14:22:06	700020	17.70	Inland Speed Post	LRSarani SO	08/09/2022 16:29:08

Event Details For : EW230392805IN

Current Status : Item Delivery Confirmed

Date	Time	Office	Event
08/09/2022	16:29:08	LRSarani SO	Item Delivery Confirmed
08/09/2022	10:25:36	LRSarani SO	Out for Delivery
08/09/2022	07:52:23	LRSarani SO	Item Received
07/09/2022	15:50:47	LRSarani SO	Item Bagged
07/09/2022	14:22:06	LRSarani SO	Item Booked

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

<Dial 18002666868> <Wear Masks, Stay Safe

India Post

EW230392805IN IVR:6987230392805
SP LKSARANI SO <700020>
Counter No:2,07/09/2022,14:16
To:DR.NARENDRA S.,3,WOODBURN PARK
PIN:700020, LKSarani SO
From:WESTERN CAR.,2/6,S B RD,KOL.
Wt:15gms
Amt:17.70(Cash)Tax:2.70
<Track on www.indiapost.gov.in>

EW230392805IN

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

Date: 16/09/2022

To,
Dr. Narendra Sethia
Malayalay,
3, Woodburn Park, Flat No. 8B & 8C,
Kolkata-700020.

Subject: **Request for information in your capacity as member of the promoter group in relation to the proposed initial public offering of equity shares (the "Issue") of Western Carriers (India) Limited**

Dear Mr. Narendra Sethia,

We wish to inform you that Western Carriers (India) Limited (the "**Company**") is proposing to undertake an initial public offer of its equity shares.

In this regard, please note that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Mr. Rajendra Sethia is the 'Promoter' of the Company (the "**Promoter**"). Further, under the SEBI ICDR Regulations, the Company will be required to disclose certain details in respect of the 'Promoter Group' members in the draft red herring prospectus ("**DRHP**"), red herring prospectus ("**RHP**") and prospectus ("**Prospectus**", and collectively, with the DRHP and RHP, the "**Offer Documents**") and the related documentation prepared in connection with the Issue.

Under Regulation 2(1)(pp) of the SEBI ICDR Regulations, the "immediate relatives" of the Promoter, which includes siblings of the Promoter, are required to be disclosed as a member of the Promoter Group. In light of this requirement, you will be required to be identified as a member of the promoter group of the Company in the Offer Documents.

Further (i) any body corporate in which 20% or more of the equity share capital is held by you or a firm or a Hindu Undivided Family ("**HUF**") in which you are a member/partner; (ii) any body corporate in which the body corporate identified in (i) holds 20% or more of the equity share capital; and (iii) any firm or HUF in which you hold 20% or more of the total capital, will also constitute the Promoter Group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations ("**Connected Entities**") and will be required to be identified as such in the Offer Documents. Please refer to **Annexure A** for the definition of "promoter group" as set out in Regulation 2(1)(pp) of the SEBI ICDR Regulations.

The offer Documents shall be filed or submitted with the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, West Bengal at Kolkata and the stock exchanges where the Company proposes to list its equity shares, as applicable. In addition, as is customary in transactions of this nature, the lead managers appointed by the Company in connection with the Issue will also require certain confirmations from all the members of the promoter group to ensure compliance with their due diligence obligations under the SEBI ICDR Regulations. Accordingly, the formats of the certifications required from you and each of the Connected Entities are set out in **Annexure B** and **Annexure C** respectively (the "**Certificates**"). Executed copies of the Certificates are required to be provided prior to the filing of each of the Offer Documents and should be sent to the address provided below.

Please note that if you are named as a member of the promoter group in the Offer Documents, then you and the Connected Entities may incur liability in connection with any inaccurate information and confirmation provided in the Certificates (provided in **Annexures B** and **C**). Further, post listing of the equity shares of the Company pursuant to

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

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

the Issue, you will also be subject to continuous disclosure, reporting and other obligations applicable to a member of promoter group, including under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, each as amended.

However, if you are not willing to be identified as a member of the promoter group of the Company, as required by SEBI, please send an executed copy of the affidavit in the format set out in **Annexure D** ("**Affidavit**") to the address provided below, clearly stating that you are unwilling to be identified as a member of the promoter group of the Company with due reasons, along with a copy of your self-attested PAN card and Aadhar card.

We request you to complete the Certificates as set out in **Annexures B** and **C** and provide executed copies thereof within seven days of receipt of this letter and updated executed copies of the Certificates closer to the date of filing of the DRHP (such date will be separately communicated to you) to the address set out below. In the alternative, in case you are unwilling to be identified as a member of the promoter group in connection with the Issue, please provide an executed copy of the Affidavit in the format set out in **Annexure D** to us immediately and not later than seven days of receipt of this letter along with a copy of your self-attested PAN card and Aadhar card to the following address:

Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

You are requested to also send us soft copies of the filled in and e-signed or scanned certificates to cs@westcong.com

Please note that in accordance with the directives issued by SEBI, a response from you (either in the form of executed Certificates or the Affidavit) is imperative and in absence of such response, you would be identified as a promoter group of the Company in the Offer Documents along with certain disclosures included in the Certificates. Further, as set out above, you will also be subject to compliance requirements under applicable SEBI regulations upon listing of the equity shares of the Company pursuant to the Issue.

Please note that the details of the proposed Issue, the contents of this letter and the enclosed Certificates and Affidavit are strictly confidential.

Request your cooperation to furnish the abovementioned details sought. Please reach out to us at cs@westcong.com should you require any clarification.

Thanking you,
Sincerely,
For and on behalf of Western Carriers (India) Limited

Name: Rajendra Sethia
Designation: Managing Director
E-mail: rsethia@westcong.com
Tel.: 033-2485 8519

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

Annexure A

Definition of Promoter Group

The term "promoter group" as defined under the SEBI ICDR Regulations includes:

(i) the promoter;

(ii) an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

(iii) in case the promoter is a body corporate:

  (a) a subsidiary or holding company of such body corporate; and

  (b) any body corporate in which the promoter holds 20% or more of the equity share capital; and/or any body corporate which holds 20% or more of the equity share capital of the promoter;

(iv) in case the promoter is an individual:

  (a) any body corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;

  (b) any body corporate in which a body corporate as provided in (a) above holds 20% or more, of the equity share capital; and

  (c) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than 20% of the total capital; and

(v) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group".

Further, under the SEBI ICDR Regulations, a financial institution, scheduled bank, foreign portfolio investor (other than individuals, corporate bodies and family offices), mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the IRDAI or any other category as specified by the SEBI from time to time, will not be deemed to be a member of the promoter group merely by virtue of the fact that 20% or more of the equity share capital of the promoter is held by such person or entity. Such financial institution, scheduled bank, foreign portfolio investor (other than individuals, corporate bodies and family offices), mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor, insurance company registered with the IRDAI or any other category as specified by the SEBI from time to time will be treated as promoter group for the subsidiaries or companies promoted by it or for the mutual funds sponsored by it.

Annexure B

(Certificate To be provided in case you are willing to be classified as Promoter Group)

CERTIFICATE FROM INDIVIDUAL FORMING PART OF THE PROMOTER GROUP

[Note: Please note that we shall require certificates from each individual forming part of the Promoter Group]
[On the letterhead of the individual forming part of the promoter group]

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited, Kotak Mahindra Capital Company Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: **Proposed initial public offering of equity shares of face value of ₹ [•] each (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")**

I confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect. I consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

I form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**") by virtue of [•]. *[Note: Please include reason for inclusion in promoter group]*

My details are as given below:

a. PAN: [•]

b. Address: [•]

Except as stated below, I am not registered with any other financial regulatory body like RBI/ IRDA/ etc., in any capacity. *[Note: Please provide registration details if any, or state NIL]*

The following are the body corporates in which I hold more than 20% of the equity share capital: *[Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in Annexure A:

(i) I do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;

(iii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and

(iv) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to me.

Other Confirmations

I confirm that except as disclosed below, I am not associated and have not been associated with the securities market or any securities related business in any manner, and neither I nor any company or entity with which I am associated as a promoter, director, partner, proprietor or trustee are registered, or required to be registered with the SEBI, or any financial regulatory or statutory body, in any capacity, except as mentioned below.

[Note: Insert details or state 'Nil', as applicable]

Name of individual forming part of the Promoter Group	[•]
[SEBI/ [•]] Registration Number of the entity	[•]
Category of registration	[•]
Date of expiry of registration	[•]
If registration has elapsed, reasons for non-renewal	[•]
Any enquiry / investigation being conducted by SEBI	[•]
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	[•]
Outstanding fees payable to [SEBI/ [•]] by the entity	[•]

Please find enclosed copy/copies of the SEBI registration certificate(s) [and renewal applications made]/ [•]. *[Note: To be modified as applicable]*

I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or directions passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, I have not been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

Except as stated below, there are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.

I confirm that I have not been declared as 'Fraudulent Borrower' by lending banks or financial institution or consortium, in terms of RBI Master Directions dated July 01, 2016, on 'Frauds – Classification and Reporting by commercial banks and select FIs', as updated.

I confirm that I am not an officer-in-charge or a director, promoter, or promoter group of a compulsorily delisted company under Chapter V read with regulation 34 (1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

None of the entities in which I am associated as promoter, director or person in control have had their names struck off any list of companies by any statutory or regulatory authority, ministry or other government body.

I have not been found to be non-compliant with applicable securities laws in the past.

I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

My entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the registrar of companies] / [is in dematerialized form as of the date of this certificate.]

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any.

I have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

I confirm that I will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.
Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.
Yours faithfully,

____
Name:
Date: [•] *[Note: To be dated as of the date of the DRHP/RHP/Prospectus]*
Copy To:
S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

ANNEXURE A
INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. **SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY:**
[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

B. **DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING:**
[•] *[Note: Insert details, or state NIL if not applicable]*

C. **SALES, PURCHASES AND FINANCINGS OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS:**

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

D. **AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP**

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid, and amount paid/to be paid to the promoter group member]*

Annexure C

(Certificate To be provided in case you are willing to be classified as Promoter Group)
CERTIFICATE FROM CORPORATE ENTITY FORMING PART OF THE PROMOTER GROUP

[On the letterhead of each of the corporate entity forming part of the promoter group]
[Global Note: HUFs forming a part of the promoter group to provide confirmations as applicable]

To
The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited and Kotak Mahindra Capital Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: **Proposed initial public offering of equity shares of face value of ₹ [•] each (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")**

We confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

We form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") by virtue of [20% of more of our Equity Share Capital] being held by [Name of the Promoter/ an Immediate Relative of the Promoter/ a firm or HUF in which the promoter or any one or more of their relative is a member]. *[Note: Please include reason for inclusion in promoter group]*

Our details are as given below:

a. PAN: [•]
b. Registered Address: [•]

We certify that [name of entity forming a part of the Promoter Group] are not registered with the SEBI or required to be registered with the SEBI and are not/were not associated with any securities related business or firm/ concerns that are/were registered with SEBI or any financial regulatory or statutory body, in any capacity, except as mentioned below:

Name of [entity forming a part of the Promoter Group]	[•]
[SEBI/ [•]] Registration Number of the entity	[•]
Category of registration	[•]
Date of expiry of registration	[•]
If registration has elapsed, reasons for non-renewal	[•]
Any enquiry / investigation being conducted by SEBI	[•]
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	[•]
Outstanding fees payable to [SEBI/ [•]] by the entity	[•]

Please find enclosed copy/copies of the SEBI registration certificate(s) [and renewal applications made]/ [•]. *[Note: To be modified as applicable]*
The following are the body corporates in which we hold more than 20% of the equity share capital: *[Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company;
(ii) none of the Equity Shares held or owned (beneficially or otherwise) by us are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor;
(iii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;
(iv) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to us.

Other Confirmations
We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, we have not been identified as wilful defaulters or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

We have not been found to be non-compliant with applicable securities laws in the past.

[Except as stated below,]there are no financing arrangements whereby we, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.
[•]

We are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

We are not under winding up, nor has our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) been struck off from any list of companies by any statutory or regulatory authority, ministry or other government body including by any registrar of companies under Section 248 of the Companies Act, 2013. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, as applicable, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016.

[None of our [equity shares] are listed on any stock exchange.]/[Our [equity shares] are listed on the [•] and [•], and we are in compliance with all applicable regulations, circulars, guidelines and directives of the SEBI.]

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

We undertake that transactions in the securities of the Company by us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

There have been no instances of issuance of equity shares by us in the past to more than 49/ 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or
b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
c) the SEBI regulations including the ICDR Regulations; or
d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to us shall apply under the Anchor Investor portion of the Offer, if any.
We have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.
[Our entire shareholding in the Company [shall be in dematerialized form prior to filing the RHP with the Registrar of Companies, [.] at [.]]/[is in dematerialized form as of the date of this certificate.] *[Note: Retain applicable statement]* A copy of the latest shareholding statement from the depository participant is annexed herewith as [Annexure B] *[Note: To be included only if member of the promoter group holds shares in the Company]*

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.
This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.
Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.
Yours faithfully,

Authorized signatory
Name: [•]
Date: [•]
Copy To:
S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

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Western Carriers (India) Limited
Kolkata

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY

[•] *[Note: Insert details, including number of equity shares, stock options, warrants and convertible securities of the Company and/or its subsidiaries held by the promoter group member. Also specify aggregate shareholding of the member of the promoter group as a percentage of the paid-up and issued share capital of the Company]*

B. DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING

[•] *[Note: Insert details, or state NIL if not applicable]*

C. SALES, PURCHASES AND FINANCING OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
[•]	[•]	[•]	[•]	[•]

D. AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP

[•] *[Note: Insert details, including consideration for any amount paid or benefit given to the promoter group member by the Company in the last two years, or intended to be paid in the future. This should include shared services, royalty paid, raw materials purchased/sold and so on. For each such amount paid/benefit given, provide copy of all documentation/agreements, reasons for payment, nature of benefit, total amount of consideration paid/to be paid; and amount paid/to be paid to the promoter group member]*

ANNEXURE D

[Note: To be sent back not later than seven days of receipt of this letter]

(To be provided in case you are unwilling to be classified as Promoter Group)

[Note: The affidavit should be duly stamped as per the applicable laws of the place of execution]

AFFIDAVIT

I, Narendra Sethia, [son] of [•], aged about [•] years, presently residing at [•], do hereby solemnly affirm and declare as under:

1. I am the brother of Mr. Rajendra Sethia.
2. I understand that Western Carriers (India) Limited ("Company") is proposing to undertake an initial public offering of its securities and that Mr. Rajendra Sethia is the promoter of the Company. I do not consent to be identified, categorized and/or disclosed as a member of the promoter group of the Company by virtue of being an 'immediate relative' of Mr. Rajendra Sethia, the promoter of the Company, under the requirements prescribed in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. I am also unwilling to identify, categorize and disclose or any entity related to me by way of my shareholding (as specified in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended) in the particular entity as a member of the promoter group of the Company.
4. Accordingly, I do not consent to the inclusion of any information in relation to me, or any of the entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the SEBI ICDR Regulations, in any offer document to be filed by the Company in connection with the proposed initial public offer of the equity shares of the Company.
5. I do not have any business, financial or other interest, directly or indirectly, in the Company and any role in the management or operations of the Company.
6. Except Aspective Commodeal Private Limited, in which I, along with my spouse and a [Connected Entity] [*Note: To be confirmed by Narendra Sethia*] hold 50% equity interest and on the board of which I am a director and which forms part of the promoter group of the Company:
   a. I do not have any business, financial or other interest, directly or indirectly in any other entity which forms part of the promoter group of the Company
   b. I am neither on the board of directors of the Company or the entities forming a part of the promoter group of the Company nor do I have any representative on the board of directors of the Company.
   c. I do not exercise any control or significant influence over the affairs of the Company or any subsidiaries or any other entity which forms a part of the promoter group of the Company.
7. I do not hold any equity shares or debt or securities of any other class of the Company, and have not had any related party transactions with the Company (including as a vendor or supplier), do not have any special rights with respect to the Company through any formal or informal arrangements and do not exercise control/ influence over the affairs of the Company, directly or indirectly.
8. There is no proposal whereby I will receive any portion of the proceeds of the Issue.
9. As there are no common interests between me and the Company, whether direct or indirect and owing to separate business interests between Mr. Rajendra Sethia and me, I am not agreeable to undertake any legal obligation nor would I wish to be associated with the Issue, the Company or the Promoter now or in the future as a member of the promoter group of the Company or in any other manner.

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10. I have no objection to the submission of this affidavit to any regulatory and/or statutory authorities as may be required by the Company and may be relied upon by SEBI, stock exchanges, registrar of companies, or any other regulatory authority, and the merchant bankers and legal counsels, appointed in connection with the proposed initial public offer of the equity shares of the Company.
11. I agree to keep the information regarding the proposed initial public offer of the equity shares of the Company strictly confidential.

DEPONENT

[•]

VERIFICATION:-

I, the abovenamed deponent, hereby verify at [•] on this __ day of [•], 2022, that the contents of this affidavit are correct to the best of my knowledge and believed by me to be true and that nothing has been concealed therefrom.

DEPONENT

Sign In Register

भारतीय डाक

India Post

Department of Posts
Ministry of Communications
Government of India

हिन्दी

Azadi Ka Amrit Mahotsav

सत्यमेव जयते

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Track Consignment

Quick help

* Indicates a required field.

* Consignment Number EW230592656IN

Track More

Booked At	Booked On	Destination Pincode	Tariff	Article Type	Delivery Location	Delivery Confirmed On
LRSarani SO	16/09/2022 12:30:08	700020	17.70	Inland Speed Post	LRSarani SO	17/09/2022 16:26:14

Event Details For : EW230592656IN

Current Status : Item Delivery Confirmed

Date	Time	Office	Event
17/09/2022	16:26:14	LRSarani SO	Item Delivery Confirmed
17/09/2022	13:14:01	LRSarani SO (Beat Number:8)	Item Delivered [To: dhawani for narendra sethia]
17/09/2022	10:29:20	LRSarani SO	Out for Delivery
17/09/2022	08:03:37	LRSarani SO	Item Received
16/09/2022	16:16:35	LRSarani SO	Item Bagged
16/09/2022	12:30:08	LRSarani SO	Item Booked

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Kolkata

भारतीय डाक
India Post

EW230592656IN IVR:6987230592656
SP LRSARANI SO <700020>
Counter No:1,16/09/2022,12:30
To:NARENDRA SETH,3 WOOD BURN PARK
PIN:700020, LRSarani SO
From:RAJENDRA SE,WESTERN CARRIERS
Wt:10gms
Amt:17.70(Cash)Tax:2.70

EW230592656IN

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Kolkata

Subject: FW: Family settlement
Attachments: FAMILY SETTLEMENT- 1.docx

From: Rajendra Kumar Sethia <rsethia@westcong.com>
Date: Monday, 19 December 2022 at 6:17 PM
To: 'Kanishka Sethia' <ksethia@westcong.com>
Subject: FW: Family settlement

As requested, pls find below the mail I send to Ratna on 17th September after discussing with her and Kamal ji in great detail over the previous week. They had promised to revert on the same immediately with inputs from Narendra's side. I had requested to complete the process asap.

FYI.

From: Rajendra Kumar Sethia [mailto:rsethia@westcong.com]
Sent: 17 September 2022 12:32
To: 'ratnabaid@gmail.com' <ratnabaid@gmail.com>
Subject: FW: Family settlement

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Kolkata

Subject: FW: Promoter family group certificate, affidavit of exemption and family settlement
Attachments: Force - NS Affidavit v 2.0 (Revised).docx; RSharma TOS F2.docx; Project Force - Certificate from Narendra - Clean.docx; Project Force - Certificate from PG Entities (Narendra) - Clean.docx

Importance: High

From: Rajendra Kumar Sethia [mailto:rsethia@westcong.com]
Sent: 04 November 2022 17:46
To: 'kamalbaid10@gmail.com' <kamalbaid10@gmail.com>; 'ratnabaid@gmail.com' <ratnabaid@gmail.com>
Subject: Promoter family group certificate, affidavit of exemption and family settlement
Importance: High

Dear Sir,

Attaching the final drafts of all required documents. These can be forwarded to the NS group for their consideration.

Should you require any clarifications on the certificates or any other matter generally, please do not hesitate to reach out to me or to our counsels Pracheta Bhattacharya at +919920412494 or pracheta.b@jsalaw.com with details given below.

Thanks,

Rajendra

On the letterhead of the individual forming part of the promoter group

1. CERTIFICATE FROM INDIVIDUAL FORMING PART OF THE PROMOTER GROUP

From : Narendra Sethia

Brother of Rajendra Sethia

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited, Kotak Mahindra Capital Company Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**") solely by virtue of being the brother of Rajendra Sethia, one of the promoters of the company.

I am not involved in or responsible for the management or operations of the Company.

I confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect. I consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at

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Kolkata

Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

My details are as given below:

a. PAN:
b. Address: 3 Woodburn Park, 8B, Malayalya Apartments, Kolkata 20

Except as stated below, I am not registered with any other financial regulatory body like RBI/ IRDA/ etc., in any capacity: NIL

The following are the body corporates in which I hold more than 20% of the equity share capital:
[JSA Note: Please provide details if any, or state NIL]

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) I do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and

(iii) There is no amount or benefit paid or given by the Company in the past or intended to be paid or given to me in future.

Other Confirmations

I confirm that except as disclosed below, I am not associated and have not been associated with the securities market or any securities related business in any manner, and neither I nor any company or entity with which I am associated as a promoter, director, partner, proprietor or trustee are registered, or required to be registered with the SEBI, or any financial regulatory or statutory body, in any capacity, except as mentioned below.

NIL

Name of individual forming part of the Promoter Group	**NOT APPLICABLE (NA)**
[SEBI/ [•]] Registration Number of the entity	**NOT APPLICABLE**
Category of registration	**NOT APPLICABLE**
Date of expiry of registration	**NOT APPLICABLE**
If registration has elapsed, reasons for non-renewal	**NOT APPLICABLE**
Any enquiry / investigation being conducted by SEBI	**NOT APPLICABLE**
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	**NOT APPLICABLE**
Outstanding fees payable to [SEBI/ [•]] by the entity	**NOT APPLICABLE**

Please find enclosed copy/copies of the SEBI registration certificate(s) and renewal applications made: Not applicable.

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Kolkata

to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

____
Name:
Date: [●]

Copy To:

S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

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Western Carriers (India) Limited
Kolkata

I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, I have not been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

Except as stated below, there are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.

I confirm that I have not been declared as 'Fraudulent Borrower' by lending banks or financial institution or consortium, in terms of RBI Master Directions dated July 01, 2016, on 'Frauds – Classification and Reporting by commercial banks and select FIs', as updated.

I confirm that I am not an officer-in-charge or a director, promoter, or promoter group of a compulsorily delisted company under Chapter V read with regulation 34 (1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

None of the entities in which I am associated as promoter, director or person in control has their names currently struck off any list of companies by any statutory or regulatory authority, ministry or other government body.

I have not been found to be non-compliant with applicable securities laws in the past.

I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any.

I have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

I confirm that I will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the submission of this certificate as may be necessary

CERTIFIED TO BE TRUE COPY

Western Carriers (India) Limited

Kolkata

ANNEXURE A
INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY:

NIL

B. DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING:

NIL

C. SALES, PURCHASES AND FINANCINGS OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS:

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
NIL	NIL	NIL	NIL	NIL

D. AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP

NIL

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

1. CERTIFICATE FROM CORPORATE ENTITY FORMING PART OF THE PROMOTER GROUP

[On the letterhead of each of the corporate entity forming part of the promoter group]

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited and Kotak Mahindra Capital Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

We form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") by virtue of 20% or more of our Equity Share Capital being held by Narendra Sethia, an Immediate Relative (brother) of one of the Promoter Rajendra Sethia.

We are not involved in or responsible for the management or operations of the Company.

We confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

Our details are as given below:

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

a. PAN: [•]
b. Registered Address: [•]

We certify that [insert name of entity forming a part of the Promoter Group] are not registered with the SEBI or required to be registered with the SEBI and are not/were not associated with any securities related business or firm/ concerns that are/were registered with SEBI or any financial regulatory or statutory body, in any capacity, except as mentioned below:

Name of [entity forming a part of the Promoter Group]	NIL
[SEBI/ [•]] Registration Number of the entity	NOT APPLICABLE (NA)
Category of registration	NA
Date of expiry of registration	NA
If registration has elapsed, reasons for non-renewal	NA
Any enquiry / investigation being conducted by SEBI	NA
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	NA
Outstanding fees payable to [SEBI/ [•]] by the entity	NA

Please find enclosed copy/copies of the SEBI registration certificate(s) and renewal applications made: NA

The following are the body corporates in which we hold more than 20% of the equity share capital: *[**JSA Note:** Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;

(iii) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to us.

Other Confirmations

We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, we have not been identified as wilful defaulters or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

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Western Carriers (India) Limited
Kolkata

We have not been found to be non-compliant with applicable securities laws in the past.

Except as stated below, there are no financing arrangements whereby we, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus:

NIL

We are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

We are not under winding up, nor is our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) currently struck off from any list of companies by any statutory or regulatory authority, ministry or other government body including by any registrar of companies under Section 248 of the Companies Act, 2013. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, as applicable, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016.

None of our equity shares are listed on any stock exchange.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

We undertake that transactions in the securities of the Company by us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

There have been no instances of issuance of equity shares by us in the past to more than 49/ 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or
b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
c) the SEBI regulations including the ICDR Regulations; or
d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to us shall apply under the Anchor Investor portion of the Offer, if any.

We have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

We have no shareholding in the Company.

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

Authorized signatory
Name: [•]
Date: [•]

Copy To:

S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

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Western Carriers (India) Limited
Kolkata

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY

NIL

B. DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING

NIL

C. SALES, PURCHASES AND FINANCING OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS: NIL

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
NA	NA	NA	NA	NA

D. AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP

NIL

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Western Carriers (India) Limited
Kolkata

[Note: To be stamped for INR 10]

AFFIDAVIT

I, Narendra Sethia, son of Late Kanmal Sethia, aged about 65 years, presently residing at 3 Woodburn Park, 8B Malyalaya Apartments, Kolkata- 700 020 do hereby solemnly affirm and declare as under:

1. I am the brother of Mr. Rajendra Sethia. My brother, Mr. Rajendra Sethia, and I do not have cordial relations for many years and have been involved in multiple legal proceedings in various courts/ national company law tribunal over the past several years ("**Disputes**").

2. In order to settle the Disputes, I have entered into a memorandum of family settlement dated [•] with Mr. Rajendra Sethia, among others (the "**Agreement**"). Pursuant to the Agreement, we have, *inter alia*, agreed (i) that as on the date of the Agreement, Mr. Rajendra Sethia and I, and our respective heirs will have withdrawn the Disputes and all such Disputes are deemed settled; (ii) Mr. Rajendra Sethia and I, and our respective heirs have fully and completely disassociated from each other; (iii) Mr. Rajendra Sethia and I, do not have and will not have any claim with respect to each other's previous, existing or future business and will not have any transactions, claims, liability or dealings in personal capacity; and (iv) Mr. Rajendra Sethia and I will have no objection or rights or claims over the other party's plan to sell part of all of their business, raise debt, pursue collaborations or partnerships, enter money market, capital market, debt market, equity market or any other new business or growth opportunity anywhere in the world

3. I understand that Western Carriers (India) Limited ("**Company**") may undertake capital raising activities in the future including an initial public offering of its equity shares ("**Capital Raising**"). Further, Mr. Rajendra Sethia is one of the promoters of the Company and may be identified as such in the offer documents for such Capital Raising. In light of the Agreement, including the understanding to completely disassociate from Mr. Rajendra Sethia and his family and entities controlled by them:

   a. I am unwilling to be identified, categorized and/or disclosed as a member of the promoter group of the Company being so defined only by virtue of being an 'immediate relative' i.e. brother of Mr. Rajendra Sethia, one of the promoters of the Company, under the requirements prescribed in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"). I am also unwilling to be identified, categorised and/ or disclosed as a member of the promoter group of the Company in terms of any other applicable law, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"), and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**").

   b. I am also unwilling to identify, categorize and/or disclose any entity related to me by way of my shareholding (as specified in Regulation 2(1)(pp) of the ICDR Regulations) in the particular entity as a member of the promoter group of the Company. I am also unwilling to identify, categorise and/ or disclose such entities as a member of the promoter group of the Company in terms of any other applicable law including the Listing Regulations, the Takeover Regulations, and Insider Trading Regulations.

   c. I am also unwilling to share any information in relation to me and/or entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the ICDR Regulations for inclusion in any offer document to be filed by the Company in connection with any Capital Raising. I am also unwilling to share any information relating to me and/ or entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the ICDR Regulations, in terms of any other applicable law including the Listing Regulations, the Takeover Regulations and the Insider Trading Regulations.

4. I confirm that I do not have and shall not have any business, financial or other interest, directly or indirectly, in the Company and any role in the management or operations of the Company or Western Skyvilla Private Limited, the Company's subsidiary, or any other subsidiary or affiliate of the Company.

5. Except in relation to Aspective Commodeal Private Limited ("**ACPL**") (which will also constitute the Promoter Group of the Company in accordance with Regulation 2(1)(pp) of the ICDR Regulations), I confirm that:

   a. I do not have any business, financial or other interest, directly or indirectly in any other entity which forms part of the promoter group of the Company
   b. I am neither on the board of directors of the Company or the entities forming a part of the promoter group of the Company nor do I have any representative on the board of directors of the Company.
   c. I do not exercise any control or significant influence over the affairs of the Company or any of its subsidiaries or any other entity which forms a part of the promoter group of the Company.

   Please note that my immediate family and I along with our corporate entities (together "**NS group**"), presently hold 50% equity interest in ACPL. Remaining 50% equity interest is with Rajendra Sethia, his immediate family and their corporate entities (the "**RS group**"). Presently, I am also a director on the board of ACPL. However, upon fulfilling the conditions set out in the Settlement Agreement, and subsequent receipt of the entire consideration in terms of the Settlement Agreement within the prescribed time period, the NS group. will cease to hold any shareholding in ACPL transferring all the shares to Rajendra Sethia and his group and I will resign as a director of ACPL.

6. I further confirm that I or my immediate relatives do not hold any equity shares or debt or securities of any other class or have any economic interest in the Company and have not had any related party transactions with the Company (including as a vendor or supplier or client), do not have any special rights with respect to the Company through any formal or informal arrangements and do not exercise control/influence over the affairs of the Company, directly or indirectly, nor there is any claim by me on, or proposal for me to receive any portion of the proceeds of any Capital Raising.

7. As there are no common interests between me and the Company, whether direct or indirect and owing to separate business interests between Mr. Rajendra Sethia (and his son, Mr. Kanishka Sethia) and me, I am not agreeable to undertake any legal obligation nor would I wish to be associated with any Capital Raising now or in the future as a member of the promoter group of the Company or in any other manner.

8. I have no objection to the submission of this affidavit to any regulatory and/or statutory authorities as may be required by the Company and/or making available this affidavit for inspection by the public in connection with any Capital Raising and this affidavit may be relied upon by SEBI, stock exchanges, registrar of companies, or any other regulatory authority, and the merchant bankers and legal counsels, appointed in connection with any Capital Raising.

9. I agree to keep the contents of this Affidavit strictly confidential.

DEPONENT

[•]

VERIFICATION:-

I, the abovenamed deponent, hereby verify at [•] on this __ day of [•], 2022, that the contents of this affidavit are correct to the best of my knowledge and believed by me to be true and that nothing has been concealed therefrom.

DEPONENT

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

Subject: FW: Promoter family group certificate, affidavit of exemption and family settlement
Attachments: Force - NS Affidavit v 2.0 (Revised).docx; Project Force - Certificate from Narendra - Clean.docx; Project Force - Certificate from PG Entities (Narendra) - Clean.docx; RSharma TOS F2.docx

From: Kanishka Sethia <ksethia@westcong.com>
Date: Monday, 21 November 2022 at 11:44 AM
To: <debanjan.mandal@foxandmandal.co.in>
Cc: <biswajit.kumar@foxandmandal.co.in>, 'Pracheta Bhattacharya' <pracheta.b@jsalaw.com>
Subject: FW: Promoter family group certificate, affidavit of exemption and family settlement

Dear Sir

Attaching the final drafts of all required documents:

1) Family settlement.
2) Certificates: Certificate from individual forming part of promoter's family, certificate from Corporate entity forming part of promoter's family group and Affidavit.

Should you require any clarifications on the certificates or any other matter generally, please do not hesitate to reach out to me or to our counsel Pracheta Bhattacharya at +919920412494 or pracheta.b@jsalaw.com with details given below.

Thanks & Regards
Kanishka Sethia
M: +91-9830016960 |Tel: +91-33 24858520 | W: www.western-carriers.com
Western Carriers (I) Ltd.,2/6 Sarat Bose Road, 206 Central Plaza, Kolkata - 700020
WC *Delivering Trust*™

From: Pracheta Bhattacharya <pracheta.b@jsalaw.com>
Date: Friday, 4 November 2022 at 3:30 PM

On the letterhead of the individual forming part of the promoter group

1. CERTIFICATE FROM INDIVIDUAL FORMING PART OF THE PROMOTER GROUP

From : Narendra Sethia

Brother of Rajendra Sethia

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited, Kotak Mahindra Capital Company Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**") solely by virtue of being the brother of Rajendra Sethia, one of the promoters of the company.

I am not involved in or responsible for the management or operations of the Company.

I confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect. I consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at

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Western Carriers (India) Limited
Kolkata

Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

My details are as given below:

a. PAN:
b. Address: 3 Woodburn Park, 8B, Malayalya Apartments, Kolkata 20

Except as stated below, I am not registered with any other financial regulatory body like RBI/ IRDA/ etc., in any capacity: NIL

The following are the body corporates in which I hold more than 20% of the equity share capital:
[JSA Note: Please provide details if any, or state NIL]

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) I do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and

(iii) There is no amount or benefit paid or given by the Company in the past or intended to be paid or given to me in future.

Other Confirmations

I confirm that except as disclosed below, I am not associated and have not been associated with the securities market or any securities related business in any manner, and neither I nor any company or entity with which I am associated as a promoter, director, partner, proprietor or trustee are registered, or required to be registered with the SEBI, or any financial regulatory or statutory body, in any capacity, except as mentioned below.

NIL

Name of individual forming part of the Promoter Group	**NOT APPLICABLE (NA)**
[SEBI/ [●]] Registration Number of the entity	**NOT APPLICABLE**
Category of registration	**NOT APPLICABLE**
Date of expiry of registration	**NOT APPLICABLE**
If registration has elapsed, reasons for non-renewal	**NOT APPLICABLE**
Any enquiry / investigation being conducted by SEBI	**NOT APPLICABLE**
Penalty imposed by [SEBI/ [●]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	**NOT APPLICABLE**
Outstanding fees payable to [SEBI/ [●]] by the entity	**NOT APPLICABLE**

Please find enclosed copy/copies of the SEBI registration certificate(s) and renewal applications made: Not applicable.

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Western Carriers (India) Limited
Kolkata

I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, I have not been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

Except as stated below, there are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.

I confirm that I have not been declared as 'Fraudulent Borrower' by lending banks or financial institution or consortium, in terms of RBI Master Directions dated July 01, 2016, on 'Frauds – Classification and Reporting by commercial banks and select FIs', as updated.

I confirm that I am not an officer-in-charge or a director, promoter, or promoter group of a compulsorily delisted company under Chapter V read with regulation 34 (1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

None of the entities in which I am associated as promoter, director or person in control has their names currently struck off any list of companies by any statutory or regulatory authority, ministry or other government body.

I have not been found to be non-compliant with applicable securities laws in the past.

I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any.

I have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

I confirm that I will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the submission of this certificate as may be necessary

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

____

Name:
Date: [●]

Copy To:

S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

ANNEXURE A
INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY:

NIL

B. DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING:

NIL

C. SALES, PURCHASES AND FINANCINGS OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS:

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
NIL	NIL	NIL	NIL	NIL

D. AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP

NIL

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

1. CERTIFICATE FROM CORPORATE ENTITY FORMING PART OF THE PROMOTER GROUP

[*On the letterhead of each of the corporate entity forming part of the promoter group*]

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited and Kotak Mahindra Capital Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

We form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") by virtue of 20% or more of our Equity Share Capital being held by Narendra Sethia, an Immediate Relative (brother) of one of the Promoter Rajendra Sethia.

We are not involved in or responsible for the management or operations of the Company.

We confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

Our details are as given below:

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

a. PAN: [•]
b. Registered Address: [•]

We certify that [insert name of entity forming a part of the Promoter Group] are not registered with the SEBI or required to be registered with the SEBI and are not/were not associated with any securities related business or firm/ concerns that are/were registered with SEBI or any financial regulatory or statutory body, in any capacity, except as mentioned below:

Name of [entity forming a part of the Promoter Group]	NIL
[SEBI/ [•]] Registration Number of the entity	NOT APPLICABLE (NA)
Category of registration	NA
Date of expiry of registration	NA
If registration has elapsed, reasons for non-renewal	NA
Any enquiry / investigation being conducted by SEBI	NA
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	NA
Outstanding fees payable to [SEBI/ [•]] by the entity	NA

Please find enclosed copy/copies of the SEBI registration certificate(s) and renewal applications made: NA

The following are the body corporates in which we hold more than 20% of the equity share capital: *[JSA Note: Please provide details if any, or state NIL]*

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;

(iii) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to us.

Other Confirmations

We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, we have not been identified as wilful defaulters or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

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Western Carriers (India) Limited
Kolkata

We have not been found to be non-compliant with applicable securities laws in the past.

Except as stated below, there are no financing arrangements whereby we, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus:

NIL

We are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

We are not under winding up, nor is our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) currently struck off from any list of companies by any statutory or regulatory authority, ministry or other government body including by any registrar of companies under Section 248 of the Companies Act, 2013. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, as applicable, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016.

None of our equity shares are listed on any stock exchange.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

We undertake that transactions in the securities of the Company by us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

There have been no instances of issuance of equity shares by us in the past to more than 49/ 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or
b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
c) the SEBI regulations including the ICDR Regulations; or
d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to us shall apply under the Anchor Investor portion of the Offer, if any.

We have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

We have no shareholding in the Company.

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

Authorized signatory
Name: [•]
Date: [•]

Copy To:

S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY

NIL

B. DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING

NIL

C. SALES, PURCHASES AND FINANCING OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS: NIL

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
NA	NA	NA	NA	NA

D. AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP

NIL

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

[Note: To be stamped for INR 10]

AFFIDAVIT

I, Narendra Sethia, son of Late Kanmal Sethia, aged about 65 years, presently residing at 3 Woodburn Park, 8B Malyalaya Apartments, Kolkata- 700 020 do hereby solemnly affirm and declare as under:

1. I am the brother of Mr. Rajendra Sethia. My brother, Mr. Rajendra Sethia, and I do not have cordial relations for many years and have been involved in multiple legal proceedings in various courts/ national company law tribunal over the past several years ("**Disputes**").

2. In order to settle the Disputes, I have entered into a memorandum of family settlement dated [●] with Mr. Rajendra Sethia, among others (the "**Agreement**"). Pursuant to the Agreement, we have, *inter alia*, agreed (i) that as on the date of the Agreement, Mr. Rajendra Sethia and I, and our respective heirs will have withdrawn the Disputes and all such Disputes are deemed settled; (ii) Mr. Rajendra Sethia and I, and our respective heirs have fully and completely disassociated from each other; (iii) Mr. Rajendra Sethia and I, do not have and will not have any claim with respect to each other's previous, existing or future business and will not have any transactions, claims, liability or dealings in personal capacity; and (iv) Mr. Rajendra Sethia and I will have no objection or rights or claims over the other party's plan to sell part of all of their business, raise debt, pursue collaborations or partnerships, enter money market, capital market, debt market, equity market or any other new business or growth opportunity anywhere in the world

3. I understand that Western Carriers (India) Limited ("**Company**") may undertake capital raising activities in the future including an initial public offering of its equity shares ("**Capital Raising**"). Further, Mr. Rajendra Sethia is one of the promoters of the Company and may be identified as such in the offer documents for such Capital Raising. In light of the Agreement, including the understanding to completely disassociate from Mr. Rajendra Sethia and his family and entities controlled by them:

    a. I am unwilling to be identified, categorized and/or disclosed as a member of the promoter group of the Company being so defined only by virtue of being an 'immediate relative' i.e. brother of Mr. Rajendra Sethia, one of the promoters of the Company, under the requirements prescribed in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"). I am also unwilling to be identified, categorised and/ or disclosed as a member of the promoter group of the Company in terms of any other applicable law, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"), and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**").

    b. I am also unwilling to identify, categorize and/or disclose any entity related to me by way of my shareholding (as specified in Regulation 2(1)(pp) of the ICDR Regulations) in the particular entity as a member of the promoter group of the Company. I am also unwilling to identify, categorise and/ or disclose such entities as a member of the promoter group of the Company in terms of any other applicable law including the Listing Regulations, the Takeover Regulations, and Insider Trading Regulations.

    c. I am also unwilling to share any information in relation to me and/or entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the ICDR Regulations for inclusion in any offer document to be filed by the Company in connection with any Capital Raising. I am also unwilling to share any information relating to me and/ or entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the ICDR Regulations, in terms of any other applicable law including the Listing Regulations, the Takeover Regulations and the Insider Trading Regulations.

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Western Carriers (India) Limited
Kolkata

4. I confirm that I do not have and shall not have any business, financial or other interest, directly or indirectly, in the Company and any role in the management or operations of the Company or Western Skyvilla Private Limited, the Company's subsidiary, or any other subsidiary or affiliate of the Company.

5. Except in relation to Aspective Commodeal Private Limited ("**ACPL**") (which will also constitute the Promoter Group of the Company in accordance with Regulation 2(1)(pp) of the ICDR Regulations), I confirm that:

    a. I do not have any business, financial or other interest, directly or indirectly in any other entity which forms part of the promoter group of the Company
    b. I am neither on the board of directors of the Company or the entities forming a part of the promoter group of the Company nor do I have any representative on the board of directors of the Company.
    c. I do not exercise any control or significant influence over the affairs of the Company or any of its subsidiaries or any other entity which forms a part of the promoter group of the Company.

    Please note that my immediate family and I along with our corporate entities (together "**NS group**"), presently hold 50% equity interest in ACPL. Remaining 50% equity interest is with Rajendra Sethia, his immediate family and their corporate entities (the "**RS group**"). Presently, I am also a director on the board of ACPL. However, upon fulfilling the conditions set out in the Settlement Agreement, and subsequent receipt of the entire consideration in terms of the Settlement Agreement within the prescribed time period, the NS group, will cease to hold any shareholding in ACPL transferring all the shares to Rajendra Sethia and his group and I will resign as a director of ACPL.

6. I further confirm that I or my immediate relatives do not hold any equity shares or debt or securities of any other class or have any economic interest in the Company and have not had any related party transactions with the Company (including as a vendor or supplier or client), do not have any special rights with respect to the Company through any formal or informal arrangements and do not exercise control/influence over the affairs of the Company, directly or indirectly, nor there is any claim by me on, or proposal for me to receive any portion of the proceeds of any Capital Raising.

7. As there are no common interests between me and the Company, whether direct or indirect and owing to separate business interests between Mr. Rajendra Sethia (and his son, Mr. Kanishka Sethia) and me, I am not agreeable to undertake any legal obligation nor would I wish to be associated with any Capital Raising now or in the future as a member of the promoter group of the Company or in any other manner.

8. I have no objection to the submission of this affidavit to any regulatory and/or statutory authorities as may be required by the Company and/or making available this affidavit for inspection by the public in connection with any Capital Raising and this affidavit may be relied upon by SEBI, stock exchanges, registrar of companies, or any other regulatory authority, and the merchant bankers and legal counsels, appointed in connection with any Capital Raising.

9. I agree to keep the contents of this Affidavit strictly confidential.

DEPONENT

[•]

VERIFICATION:-

I, the abovenamed deponent, hereby verify at [•] on this __ day of [•], 2022, that the contents of this affidavit are correct to the best of my knowledge and believed by me to be true and that nothing has been concealed therefrom.

DEPONENT

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

Subject: FW: Your email dated 21st November, 2022

From: Biswajit Kumar <biswajit.kumar@foxandmandal.co.in>
Date: Saturday, 3 December 2022 at 2:26 PM
To: <ksethia@westcong.com>, <pracheta.b@jsalaw.com>
Cc: <siddharth@easterncarriers.com>, <siddharth.sethia@gmail.com>
Subject: Your email dated 21st November, 2022

Mr. Kanishka Sethia

Dear Sir,

Re:- Your email dated 21st November, 2022

This is in reference to your email of 21st ultimo.

While the documents sent under cover of your said email are under review from our end, we enclose herewith a first preliminary draft of the Memorandum of Family Settlement with slight edits made by our clients indicated in markup mode, for your perusal.

Once we complete our review of the documents sent by you as aforesaid, the same shall be sent across to you, in due course.

This is without prejudice to our clients' rights and contentions in the matter.

Yours Sincerely,
Fox & Mandal

Enclo:- As above

Biswajit Kumar | Partner
FOX & MANDAL
Fox & Mandal | Solicitors & Advocates
City Office

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

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

Date: 26/12/22

To,

Narendra Sethia
8B Malyalaya Apartments
3 Woodburn Park
Kolkata 700 020

Sub: Documentation required from Narendra Sethia and related entities in relation to proposed initial public offering of equity shares of Western Carriers India Limited

Dear Sir,

As you are aware, Western Carriers (India) Limited ("**Company**") may undertake capital raising activities in the future including an initial public offering of its equity shares ("**Issue**"). You, Mr. Narendra Sethia ("**NS**") solely by virtue of being the brother of Mr. Rajendra Sethia, a promoter of the Company, in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), are defined as a member of the promoter group of the Company. Further, (i) body corporates in which 20% or more of the equity share capital is held by NS or HUFs or firms of which you are a member, (ii) body corporates in which the body corporates referred to in (i) hold 20% or more of the equity share capital, or (iii) HUFs or firms in which the aggregate shareholding of NS is equal to 20% or more, are also similarly considered as members of the promoter group of the Company (together with NS, the "**NS Group**").

On account of being defined as members of the promoter group of the Company, certain confirmations and information regarding the NS Group is required by the Company, in relation to the proposed Issue. In furtherance of our previous communication, we re-attach copies of the draft certifications or affidavit required from the NS Group in relation to the proposed Issue.

We solicit your cooperation in duly filling up the attached documents (as appropriate) and sharing with us. We will be obliged for a timely revert with the above documents from your end.

Please do let us know should you require any clarification.

For and on behalf of **Western Carriers India Limited**

Authorised signatory

Encl.: As above

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

On the letterhead of the individual forming part of the promoter group

1. CERTIFICATE FROM INDIVIDUAL FORMING PART OF THE PROMOTER GROUP

From : Narendra Sethia

Brother of Rajendra Sethia

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2^{nd} Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7^{th} Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1^{st} Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited, Kotak Mahindra Capital Company Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**") solely by virtue of being the brother of Rajendra Sethia, one of the promoters of the company.

I am not involved in or responsible for the day to day management or operations of the Company.

I confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect. I consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at

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Western Carriers (India) Limited
Kolkata

Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

My details are as given below:

a. PAN:
b. Address: 3 Woodburn Park, 8B, Malayalya Apartments, Kolkata 20

Except as stated below, I am not registered with any other financial regulatory body like RBI/ IRDA/ etc., in any capacity: NIL

The following are the body corporates in which I hold more than 20% of the equity share capital:
[JSA Note: Please provide details if any, or state NIL]

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) I do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) I have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months; and

(iii) There is no amount or benefit paid or given by the Company in the past or intended to be paid or given to me in future.

Other Confirmations

I confirm that except as disclosed below, I am not associated and have not been associated with the securities market or any securities related business in any manner, and neither I nor any company or entity with which I am associated as a promoter, director, partner, proprietor or trustee are registered, or required to be registered with the SEBI, or any financial regulatory or statutory body, in any capacity, except as mentioned below.

NIL

Name of individual forming part of the Promoter Group	**NOT APPLICABLE (NA)**
[SEBI/ [•]] Registration Number of the entity	**NOT APPLICABLE**
Category of registration	**NOT APPLICABLE**
Date of expiry of registration	**NOT APPLICABLE**
If registration has elapsed, reasons for non-renewal	**NOT APPLICABLE**
Any enquiry / investigation being conducted by SEBI	**NOT APPLICABLE**
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	**NOT APPLICABLE**
Outstanding fees payable to [SEBI/ [•]] by the entity	**NOT APPLICABLE**

Please find enclosed copy/copies of the SEBI registration certificate(s) and renewal applications made: NOT APPLICABLE

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

I am not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, I have not been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

Except as stated below, there are no financing arrangements whereby I, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus.

I confirm that I have not been declared as 'Fraudulent Borrower' by lending banks or financial institution or consortium, in terms of RBI Master Directions dated July 01, 2016, on 'Frauds – Classification and Reporting by commercial banks and select FIs', as updated.

I confirm that I am not an officer-in-charge or a director, promoter, or promoter group of a compulsorily delisted company under Chapter V read with regulation 34 (1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

None of the entities in which I am associated as promoter, director or person in control has their names struck off any list of companies by any statutory or regulatory authority, ministry or other government body.

I have not been found to be non-compliant with applicable securities laws in the past.

I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

I will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to me shall apply under the Anchor Investor portion of the Offer, if any.

I have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

I confirm that I will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the submission of this certificate as may be necessary

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Western Carriers (India) Limited
Kolkata

to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

____
Name:

Copy To:

S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

CERTIFIED TO BE TRUE COPY
Western Carriers (India) Limited
Kolkata

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY:

NIL

B. DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING:

NIL

C. SALES, PURCHASES AND FINANCINGS OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS:

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
NIL	NIL	NIL	NIL	NIL

D. AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP

NIL

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Western Carriers (India) Limited
Kolkata

I. CERTIFICATE FROM CORPORATE ENTITY FORMING PART OF THE PROMOTER GROUP

[On the letterhead of each of the corporate entity forming part of the promoter group]

To

The Board of Directors
Western Carriers (India) Limited
2/6 Sarat Bose Road
2nd Floor
Kolkata 700 020
West Bengal, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC
Plot No. 27, "G" Block
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Maharashtra, India

(JM Financial Limited and Kotak Mahindra Capital Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Dear Sirs,

Re: **Proposed initial public offering of equity shares (the "Equity Shares") of Western Carriers (India) Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")**

We form part of the "promoter group" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") by virtue of 20% or more of our Equity Share Capital being held by Narendra Sethia, an Immediate Relative (brother) of one of the Promoter Rajendra Sethia.

We are not involved in or responsible for the day to day management or operations of the Company.

We confirm that the information and confirmations set out in this certificate are true, correct and adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We consent to be named as a member of the promoter group of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**"), the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to register with the Registrar of Companies, West Bengal, at Kolkata, (the "**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

Our details are as given below:

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Kolkata

a. PAN: [•]

b. Registered Address: [•]

We certify that [insert name of entity forming a part of the Promoter Group] are not registered with the SEBI or required to be registered with the SEBI and are not/were not associated with any securities related business or firm/ concerns that are/were registered with SEBI or any financial regulatory or statutory body, in any capacity, except as mentioned below:

Name of [entity forming a part of the Promoter Group]	NIL
[SEBI/ [•]] Registration Number of the entity	NOT APPLICABLE (NA)
Category of registration	NA
Date of expiry of registration	NA
If registration has elapsed, reasons for non-renewal	NA
Any enquiry / investigation being conducted by SEBI	NA
Penalty imposed by [SEBI/ [•]] (Penalty includes deficiency/warning letter, adjudication proceedings, suspension/cancellation/prohibitory orders)	NA
Outstanding fees payable to [SEBI/ [•]] by the entity	NA

Please find enclosed copy/copies of the SEBI registration certificate(s) and renewal applications made: NA

The following are the body corporates in which we hold more than 20% of the equity share capital: ***[JSA Note: Please provide details if any, or state NIL]***

Name of the Body Corporate	No. of Equity Shares Held	Percentage Shareholding
[•]	[•]	[•]
[•]	[•]	[•]
[•]	[•]	[•]

Interest of the Member of the Promoter Group

Except as disclosed in **Annexure A**:

(i) we do not hold any equity shares, warrants/convertible securities or stock options in the Company;

(ii) we have not, directly or indirectly, purchased or sold or financed the purchase by any other person, other than in the normal course of the business of the financing entity, of any securities of the Company during the six immediately preceding months;

(iii) there is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to us.

Other Confirmations

We are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Further, we have not been identified as wilful defaulters or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

We hereby confirm and warrant that no notice has been issued and no action or proceeding has been initiated against us or is related to us in any manner by any financial institutions or any regulatory or other authorities such as SEBI/MCA/RBI/CIBIL etc.

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Kolkata

We have not been found to be non-compliant with applicable securities laws in the past.

Except as stated below, there are no financing arrangements whereby we, have financed the purchase by any other person of securities of the Company, other than in the normal course of the business of the financing entity during the period of six months preceding the date of the Draft Red Herring Prospectus:

NIL

We are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto.

We are not under winding up, nor is our name (or the name of any entities in which our promoters or directors are associated as promoters, directors or persons in control) currently struck off from any list of companies by any statutory or regulatory authority, ministry or other government body including by any registrar of companies under Section 248 of the Companies Act, 2013. We are not a sick company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995 and have not been referred to the Board of Industrial and Financial Reconstruction or the National Company Law Tribunal, as applicable, and we are not a company under the corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016.

None of our equity shares are listed on any stock exchange.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by us to any person for making an application for Equity Shares in the Offer, except for fees or commission for services rendered in relation to the Offer.

We undertake that transactions in the securities of the Company by us during the period between the date of filing the DRHP and the date of closure of the Offer will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchanges within 24 hours of such transactions.

There have been no instances of issuance of equity shares by us in the past to more than 49/ 200 investors in violation of:

a) Section 67(3) of Companies Act, 1956; or
b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
c) the SEBI regulations including the ICDR Regulations; or
d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

We will not participate in the Offer and will not make any application for Equity Shares in the Offer. No person related to us shall apply under the Anchor Investor portion of the Offer, if any.

We have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

We have no shareholding in the Company.

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information of, and may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this certificate as may be

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Kolkata

necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Capitalized terms not defined herein will have the same meaning as ascribed to them in the DRHP, RHP and/or Prospectus.

Yours faithfully,

____

Authorized signatory
Name: [●]

Copy To:

S&R Associates
64, Okhla Industrial Estate Phase III
New Delhi 110 020

J. Sagar Associates
Vakils House
18 Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India

Encl.: As above

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Western Carriers (India) Limited
Kolkata

ANNEXURE A

INTEREST OF THE MEMBER OF THE PROMOTER GROUP

A. SHAREHOLDING OF THE MEMBER OF THE PROMOTER GROUP IN THE COMPANY

NIL

B. DETAILS OF EQUITY SHARES HELD OR OWNED BY THE MEMBER OF THE PROMOTER GROUP THAT ARE PLEDGED OR OTHERWISE ENCUMBERED, INCLUDING SUBJECT TO ANY NON-DISPOSAL UNDERTAKING

NIL

C. SALES, PURCHASES AND FINANCING OF SECURITIES OF THE COMPANY IN THE LAST SIX MONTHS: NIL

Transferor	Transferee	Date	Number of Securities	Price per Security (Rs.)
NA	NA	NA	NA	NA

D. AMOUNT OR BENEFIT PAID BY THE COMPANY TO THE MEMBER OF THE PROMOTER GROUP WITHIN THE TWO IMMEDIATELY PRECEDING YEARS OR INTENDED TO BE PAID OR GIVEN TO THE MEMBER OF THE PROMOTER GROUP

NIL

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Kolkata

[Note: To be stamped for INR 10]

AFFIDAVIT

I, Narendra Sethia, son of Late Kanmal Sethia, aged about 65 years, presently residing at 3 Woodburn Park, 8B Malyalaya Apartments, Kolkata- 700 020 do hereby solemnly affirm and declare as under:

1. I am the brother of Mr. Rajendra Sethia. My brother, Mr. Rajendra Sethia, and I do not have cordial relations for many years and have been involved in multiple legal proceedings in various courts/ national company law tribunal over the past several years ("**Disputes**").

2. I understand that Western Carriers (India) Limited ("**Company**") may undertake capital raising activities in the future including an initial public offering of its equity shares ("**Capital Raising**"). Further, Mr. Rajendra Sethia is one of the promoters of the Company and may be identified as such in the offer documents for such Capital Raising. In this regard:

   a. I am unwilling to be identified, categorized and/or disclosed as a member of the promoter group of the Company being so defined only by virtue of being an 'immediate relative' of Mr. Rajendra Sethia, one of the promoters of the Company, under the requirements prescribed in Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"). I am also unwilling to be identified, categorised and/ or disclosed as a member of the promoter group of the Company in terms of any other applicable law, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"), and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**").

   b. I am also unwilling to identify, categorize and/or disclose any entity related to me by way of my shareholding (as specified in Regulation 2(1)(pp) of the ICDR Regulations) in the particular entity as a member of the promoter group of the Company. I am also unwilling to identify, categorise and/ or disclose such entities as a member of the promoter group of the Company in terms of any other applicable law including the Listing Regulations, the Takeover Regulations, and Insider Trading Regulations.

   c. I am also unwilling to share any information in relation to me and/or entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the ICDR Regulations for inclusion in any offer document to be filed by the Company in connection with any Capital Raising. I am also unwilling to share any information relating to me and/ or entities related to me by way of my shareholding as specified in Regulation 2(1)(pp) of the ICDR Regulations, in terms of any other applicable law including the Listing Regulations, the Takeover Regulations and the Insider Trading Regulations.

3. I confirm that I do not have and shall not have any business, financial or other interest, directly or indirectly, in the Company and any role in the management or operations of the Company or Western Skyvilla Private Limited, the Company's subsidiary, or any other subsidiary of the Company.

4. Except in relation to Aspective Commodeal Private Limited ("**ACPL**") (which will also constitute the Promoter Group of the Company in accordance with Regulation 2(1)(pp) of the ICDR Regulations), I confirm that:

   a. I do not have any business, financial or other interest, directly or indirectly in any other entity which forms part of the promoter group of the Company

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b. I am neither on the board of directors of the Company or the entities forming a part of the promoter group of the Company nor do I have any representative on the board of directors of the Company.

c. I do not exercise any control or significant influence over the affairs of the Company or any of its subsidiaries or any other entity which forms a part of the promoter group of the Company.

Except for the above, I confirm that Mr. Rajendra Sethia and I, and our respective heirs have fully and completely disassociated from each other and our respective businesses.

5. I further confirm that I or my immediate relatives do not hold any equity shares or debt or securities of any other class or have any economic interest in the Company and have not had any related party transactions with the Company (including as a vendor or supplier or client), do not have any special rights with respect to the Company through any formal or informal arrangements and do not exercise control/influence over the affairs of the Company, directly or indirectly, nor there is any claim by me on or proposal for me to receive any portion of the proceeds of any Capital Raising.

6. As there are no common interests between me and the Company, whether direct or indirect and owing to separate business interests between Mr. Rajendra Sethia (and his son, Mr. Kanishka Sethia) and me, I am not agreeable to undertake any legal obligation nor would I wish to be associated with any Capital Raising now or in the future as a member of the promoter group of the Company or in any other manner.

7. I have no objection to the submission of this affidavit to any regulatory and/or statutory authorities as may be required by the Company and/or making available this affidavit for inspection by the public in connection with any Capital Raising and this affidavit may be relied upon by SEBI, stock exchanges, registrar of companies, or any other regulatory authority, and the merchant bankers and legal counsels, appointed in connection with any Capital Raising.

8. I agree to keep the contents of this Affidavit strictly confidential.

DEPONENT

[•]

VERIFICATION:-

I, the abovenamed deponent, hereby verify at [•] on this __ day of [•], 2022, that the contents of this affidavit are correct to the best of my knowledge and believed by me to be true and that nothing has been concealed therefrom.

DEPONENT

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Western Carriers (India) Limited
Kolkata

Sign In Register

हिन्दी

भारतीय डाक
India Post

Department of Posts
Ministry of Communications
Government of India

सत्यमेव जयते

You are here Home>> **Track Consignment**

Track Consignment

Quick help

* Indicates a required field.

* Consignment Number EW317536520IN
NS

Booked At	Booked On	Destination Pincode	Tariff	Article Type	Delivery Location	Delivery Confirmed On
LRSarani SO	26/12/2022 14:45:20	700020	29.50	Inland Speed Post	LRSarani SO	27/12/2022 14:16:30

Event Details For : EW317536520IN

Current Status : Item Delivery Confirmed

Date	Time	Office	Event
27/12/2022	14:16:30	LRSarani SO	Item Delivery Confirmed
27/12/2022	10:28:06	LRSarani SO	Out for Delivery
27/12/2022	07:48:10	LRSarani SO	Item Received
26/12/2022	16:05:09	LRSarani SO	Item Bagged
26/12/2022	14:45:20	LRSarani SO	Item Booked

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Western Carriers (India) Limited
Kolkata

Sign In Register

हिन्दी

भारतीय डाक
India Post

Department of Posts
Ministry of Communications
Government of India

सत्यमेव जयते

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Track Consignment

* Indicates a required field.

* Consignment Number EW317536666IN

Quick Help

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Kolkata

Booked At	Booked On	Destination Pincode	Tariff	Article Type	Delivery Location
LRSarani SO	26/12/2022 14:45:20	700001	29.50	Inland Speed Post	KOLKATA GPO

Event Details For : EW317536666IN

Current Status : Item Delivered [To: BT 24 (Addressee)]

Date	Time	Office	Event
27/12/2022	16:09:36	KOLKATA GPO (Beat Number:48)	Item Delivered [To: BT 24 (Addressee)]
27/12/2022	10:28:07	KOLKATA GPO	Out for Delivery
27/12/2022	07:59:38	KOLKATA GPO	Item Received
27/12/2022	05:54:39	Kolkata RMS Mails TMO	Item Dispatched
27/12/2022	05:53:48	Kolkata RMS Mails TMO	Item Received
27/12/2022	04:51:28	KOL AP TMO	Item Dispatched
27/12/2022	03:52:29	KOL AP TMO	Item Received
27/12/2022	03:34:06	Kolkata NSH	Item Dispatched
27/12/2022	00:17:50	Kolkata NSH	Item Bagged
26/12/2022	23:42:26	Kolkata NSH	Item Received

EW317536520IN

EW317536662IN

<Dial 18002666868> <Wear Ma...>

EW317536520IN [illegible]

SP LASARANI SO <700039>

Counter No:2,26/12/2022,14:43

To:APENDRA SETH.,3.WOODBURN PARK

PIN:700020, LASarani SO

From:WESTERN CAR.,2/6,S.B.ROAD,

Wt:75gms

Amt:29.50(Cash)Tax:4.50

<Track on www.indiapost.gov.in>

<Dial 18002666868> <Wear Masks, Stay Safe>

EW317536662IN [illegible]

SP LASARANI SO <700039>

Counter No:2,26/12/2022,14:43

To:BISWAJIT [illegible],,12,OLD POST OFF

PIN:700001, KOLKATA GPO

From:WESTERN CAR.,2/6,S.B.ROAD,

Wt:80gms

Amt:29.50(Cash)Tax:4.55

<Track on www.indiapost.gov.in>

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Western Carriers (India) Limited
Kolkata

dcl@westcong.com

From:	Kanishka Sethia <ksethia@westcong.com>
Sent:	27 December 2022 19:12
To:	biswajit.kumar@foxandmandal.co.in; siddharth.sethia@gmail.com; siddharth@easterncarriers.com; debayan.sen@foxandmandal.co.in
Cc:	pracheta.b@jsalaw.com
Subject:	Reminder for filling in the requested certificates
Attachments:	Letter to Fox & Mandal.pdf; Letter_Narendra Sethia.pdf; Certificate from PG Entities (Narendra Sethia).docx; Certificate from Narendra Sethia.docx; Narendra Sethia Affidavit.docx

Dear Biswajit,

We solicit your cooperation in having the attached documents duly filled up (as appropriate) by your client Narendra Sethia and shared with us.

The enclosures referred to in the attached letters are attached in word format separately for ease of reference.

We will be obliged for a timely revert with the above documents from your client's end.

Thanks & Regards
Kanishka Sethia
M: +91-9830016960 | Tel: +91-33 24858520 | W: www.western-carriers.com
Western Carriers (I) Ltd., 2/6 Sarat Bose Road, 206 Central Plaza, Kolkata - 700020
Delivering Trust™

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Western Carriers (India) Limited
Kolkata

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

ANNEXURE B

Litigation/Complaints by NS Group

1. ***Civil Suit by Narendra Sethia (Title suit no. 1423 of 2016)***

A civil suit was filed by Narendra Sethia and Western Diagnostic Centre Private Limited against, *inter alia*, Rajendra Sethia, Kanishka Sethia and others in November 2016 before the City Civil Court, Calcutta seeking *inter alia* a decree of permanent injunction against the respondents restraining them from interfering with and/or threatening to interfere with Narendra Sethia's rights with respect to a part of the Disputed Property, comprising of the entire ground floor and mezzanine floor and open spaces for parking of vehicles at the Disputed Property (the "**Suit Premises**") admeasuring 4,500 square feet along with a toilet and generator space. Additionally, Narendra Sethia had sought a perpetual injunction restraining Rajendra Sethia and Kanishka Sethia from installing any gate or other form of barricade which would have the effect of obstructing free ingress and egress of vehicles into the front and rear open areas of the Suit Premises. In connection with the said suit, an application for an order of temporary injunction was also filed.

The trial judge by an interim order dated November 2, 2016, restrained Rajendra Sethia and Kanishka Sethia from disturbing and interfering with Narendra Sethia's rights in the Suit Premises and from installing any gate or any other form of obstruction for a period of three weeks. Rajendra Sethia and Kanishka Sethia filed an appeal against this order before a division bench of the Calcutta High Court. This appeal was disposed off by the order of the Calcutta High Court dated November 18, 2016 by modifying the impugned order and restraining Rajendra Sethia and Kanishka Sethia from fixing any iron gate on any portion of the passage and/or from creating any obstruction in the use and enjoyment of Narendra Sethia's tenancy on the Suit Premises until the disposal of Narendra Sethia's application for temporary injunction.

By a subsequent order of the trial judge dated December 23, 2019, the plaintiff's application for temporary injunction was dismissed and the respondents' application for temporary injunction restraining Narendra Sethia from occupying or using any part of the portion of open areas on the two sides of the building in the Suit Premises and from using or occupying either sides of the open areas of the Suit Premises for the purpose of parking cars or for any other purpose was allowed ("**Injunction Order**"). An appeal against this order of the trial court was filed by Narendra Sethia before the Calcutta High Court. The Calcutta High Court by its order dated February 21, 2020 dismissed the appeal and refused to pass an order to stay the operation of the Injunction Order. The matter is currently pending.

2. ***Writ Petition by Narendra Sethia (Writ petition no. 1139 of 2016)***

A writ petition was filed under Article 226 of the Constitution of India in December 2016 by Narendra Sethia and others before the Calcutta High Court against the Kolkata Municipal Corporation ("**KMC**"), Kanishka Sethia, Rajendra Sethia and others, in respect of the alleged encroachment of open areas and alleged construction of unauthorised structures/walls in the Disputed Property and demanding that the KMC demolish the allegedly unauthorized structures and walls made and/or in the process of being erected in the Disputed Property. The Calcutta High Court by its order dated December 21, 2016 directed the Commissioner of KMC to inspect the Disputed Property and prepare and submit a report with its findings with the Calcutta High Court. The report of the Commissioner of KMC was ambivalent on whether there has been any unauthorized construction or not. Further, the Calcutta High Court was of the view that given that there are private civil disputes involving the Disputed Property, the writ petition was filed to wreak personal grievances and did not include any public interest. Accordingly, the writ petition was disposed off on February 19, 2020.

3. ***Company Petition by Narendra Sethia (C.P. no. 459 of 2017)***

Narendra Sethia and others have filed a company petition with the National Company Law Tribunal ("**NCLT**"), Kolkata Bench against the Disputed Company, Rajendra Sethia and Kanishka Sethia in September 2017 under, *inter alia*, Sections 58, 59, 241 and 242 of the Companies Act, 2013 wherein it has been alleged that Rajendra Sethia and

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Kolkata

Kanishka Sethia have been indulging in oppressive acts causing damage to his rights in the Disputed Company. Additionally, it has been stated that the act of acquisition of the 11/16th share in the Disputed Property by the RS Group was against the pre-existing understanding between Narendra Sethia and Rajendra Sethia and Kanishka Sethia. Consequently, Narendra Sethia has requested the NCLT for *inter alia*, the following (i) framing of a scheme of management and administration of the Disputed Company; (ii) directions that no general meeting and board meeting of the Disputed Company be held in his absence; (iii) directions to produce all records pertaining to the Disputed Company in the possession of Rajendra Sethia and Kanishka Sethia; (iv) injunction restraining the respondents from changing the shareholding pattern and board of directors of the Disputed Company; (v) injunction restraining Rajendra Sethia and Kanishka Sethia from involving themselves in the business or affairs of the Disputed Company; (vi) that Rajendra Sethia be removed as a director of the Disputed Company; and (vii) for appointment of an inspector for investigating the affairs of the Disputed Company. On September 20, 2018, Kanishka Sethia has replied to this company petition by denying the allegations made against him and Rajendra Sethia and stating that no cause of action is made out in this company petition. In connection with such company petition, Narendra Sethia has filed a rejoinder affidavit. This matter is currently pending.

4. ***Police complaint filed by Madhumita Sethia, wife of Narendra Sethia***

Based on a criminal complaint filed by Madhumita Sethia, wife of Narendra Sethia, a first information report was registered at the Shakespeare Sarani Police Station, Kolkata on November 19, 2016 against the guards at the Disputed Property for allegedly wrongfully restraining Narendra Sethia and their sons from entering the Disputed Property and causing injuries to Narendra Sethia and their sons.

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

Litigation/Complaints by RS Group

1. ***Company Petition by Kanishka Sethia (C.P. no. 458 of 2017)***

Kanishka Sethia has filed a company petition in August 2017 against Narendra Sethia and others under, *inter alia*, sections 241 and 242 read with 244 of the Companies Act, 2013, wherein he has challenged the various acts of oppression and mismanagement committed by the respondents in respect of the management and affairs of the Disputed Company. It has been alleged that Narendra Sethia and his family members have been acting in a *mala fide* manner by filing cases against the Disputed Company and misusing the assets of the Disputed Company. It is prayed that the board of directors of the Disputed Company be superseded and reconstituted and a scheme for management and administration be implemented for the Disputed Company. Further, it has been prayed that the NCLT restrains Narendra Sethia from acting as a director of the Disputed Company and directs the NS Group, to forthwith handover possession of 5/16th share in the Disputed Property to the Board of Directors of the Disputed Company and allow the development of the 5/16th share of the Disputed Property, which is currently held by the Disputed Company, so as to unlock shareholder value by way of a sale and/ or any other form of development of this land. Narendra Sethia has replied to this company petition on September 4, 2017 by filing an interlocutory application denying the allegations made against him and his group and stating that no cause of action is made out in the company petition. Additionally, he has requested for the company petition to be dismissed. Kanishka Sethia has replied to the above application by, *inter alia*, stating that it has been filed with the purpose of stalling the company petition and that it should be disallowed and dismissed.

The NCLT pursuant to its order dated September 13, 2017 had asked the parties to maintain *status quo* in respect of shareholdings, composition of board and assets of the Disputed Company. The NCLT has also directed Rajendra Sethia and Kanishka Sethia to furnish certain documents and records of the Disputed Company to Narendra Sethia and such documents and records have been furnished by Rajendra Sethia and Kanishka Sethia to Narendra Sethia. In 2022, an application for restoration of the name of the Disputed Company was also filed by Kanishka Sethia in the main company petition. Pursuant to an order of the NCLT dated July 15, 2022, the RoC was directed to restore the original status of the Disputed Company as if the name of the company had not been struck off from the register of companies and the company was directed to file all statutory documents for the defaulting years.

Given the continued deadlock between the NS Group and RS Group resulting in the inability of the Disputed Company to ensure statutory compliances, including filing its annual returns, on September 28, 2022, Kanishka Sethia has filed an interlocutory application before the NCLT. In such interlocutory application, he has prayed, among others, that the NCLT pass an order directing the NS Group to either acquire the shareholding of the RS Group in the Disputed Company or sell their shareholding in the Disputed Company to the RS Group based on the highest bidding in terms of the base price set out in a valuation report dated August 14, 2022 presented before the NCLT. Alternatively, he has prayed that the NCLT appoint a reputed valuer for the purposes of determining the fair value of the shares of the Disputed Company and thereafter direct the two groups to conduct a bidding process for the sale of the shares of the Disputed Company by either of the groups. This matter is currently pending.

2. ***Police complaints filed by Kanishka Sethia***

(a) Kanishka Sethia filed a police complaint on November 19, 2016 wherein he has alleged that he had initiated proceedings under section 144(2) of the Criminal Procedure Code, 1973 against Narendra Sethia, Siddharth Sethia, Sourav Sethia, among others, before the 10th Executive Magistrate, Kolkata and pursuant to an order dated October 24, 2016, the Magistrate had ordered the Officer-in-Charge, Shakespeare Sarani Police Station to ensure that no breach of peace takes place at the Disputed Property, however, violating the Magistrate's order dated October 24, 2016, on November 19, 2016, Narendra Sethia and Siddhartha Sethia along with some local goons tried to enter the Disputed Property, cause damage to the Disputed Property and physically assaulted the security

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guards at the Disputed Property. Based on such complaint, a first information report was registered on November 19, 2016 at the Shakespeare Sarani Police Station against Narendra Sethia, Siddharth Sethia and Sourav Sethia for alleged criminal trespassing, physical assault, theft and criminal intimidation.

(b) Kanishka Sethia has filed a police complaint against Narendra Sethia, Siddharth Sethia and Sourav Sethia, among others on October 22, 2017 at the Shakespeare Sarani Police Station, Kolkata alleging that on May 31, 2017, Narendra Sethia, Siddharth Sethia and Sourav Sethia, among others caused unauthorized obstruction and disturbance to peaceful possession of the Disputed Property by installation of tarpaulin sheets on the driveway of the Disputed Property. While such installation was stopped temporarily upon protests from the security guards at the Disputed Property, such installation was threatened to be resumed again on October 22, 2017.

(c) Kanishka Sethia has filed a police complaint against Narendra Sethia, Siddharth Sethia and Sourav Sethia, among others on October 22, 2017 at the Shakespeare Sarani Police Station, Kolkata alleging that Narendra Sethia, Siddharth Sethia and Sourav Sethia, among others obstructed the cleaning and repair work being carried out at the Disputed Property on October 20, 2017 and October 22, 2017.

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