



WESTERN CARRIERS (INDIA) LTD.

206, CENTRAL PLAZA, 2/6, SARAT BOSE ROAD, KOLKATA-700 020

PHONES : 033-2485 8519/8520/8524/8526, FAX : 033-24858525

Email : info@westcong.com | CIN : U63090WB2011PLC161111

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS (THE "BOARD") OF WESTERN CARRIERS (INDIA) LIMITED (THE "COMPANY") IN THEIR MEETING HELD ON TUESDAY 27TH FEBRUARY, 2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2/6, SARAT BOSE ROAD, 2ND FLOOR, KOLKATA-700020 AT 04.30 P.M.

Reappointment and revision in remuneration of Managing Director- Mr. Rajendra Sethia (DIN: 00267974) :

The Chairman apprised the Board about the recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to approval of shareholders approval for re-appointment and revision of remuneration of Managing Director Mr. Rajendra Sethia (DIN- 00267974) as per the terms and conditions of Companies Act, 2013.

After discussion the Board passed the following resolutions: -

RESOLVED THAT pursuant to section 196, 197, 198 and 203 of the Companies Act, 2013 ("Companies Act") and other applicable provisions of the Companies Act, if any and as per the terms and conditions of schedule V of the Companies Act, and pursuant to the provisions of the articles of association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, and subject to the approval of the shareholders, the Board be and hereby re-appoints **Mr. Rajendra Sethia (DIN:00267974)** who has attained the age of 74 years, as **Managing Director** of the Company, whose office shall not be liable to determine by rotation, for a period of 5 years with effect from 01st April 2024 to 31st March 2029.

RESOLVED FURTHER THAT pursuant to section 196, 197, 198 and 203 of the Companies Act and other applicable provisions of the Companies Act, if any and as per the terms and conditions of schedule V of the Companies Act, and pursuant to the provisions of the articles of association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, and subject to the approval of the shareholders, the consent of the Board be and is hereby accorded for revision of the remuneration of **Mr. Rajendra Sethia (DIN:00267974)**, **Managing Director** of the Company with effect from 01st April 2024 as per details given below with liberty to the Board to alter and vary the terms and conditions as may be agreed to by the Board within the provisions of the Companies Act.

In consideration of the services as Managing Director of the Company, Mr. Rajendra Sethia will be entitled to the following remuneration:

Category A: SALARY

Basic Salary	Rs. 10,00,000/- per month
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Category B: COMMISSION

Commission	not exceeding 1.5% of net profits of the Company or Rs. 1 million in a financial year whichever is more.
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Western Carriers (India) Ltd.

[Signature]
Director

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Category C: PERQUISITE

Medical reimbursement	Actual expenses incurred in respect of himself and his immediate family members.
Club Fees	Fees of clubs, this will not include life membership fees.
Personal Accident Insurance	Premium for personal accident insurance for self and his immediate family members.
Travelling Expenses	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad.
Other Perquisites	Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc. The Company will meet the expenditure on provision of gas, electricity, water, furnishings, appliances, servants and maintenance of house as actually incurred.
	Car with chauffeur, telephone, cell phone, computer shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for Company's business purpose shall not be treated as perquisites.
	However, no sitting fees will be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.

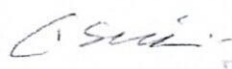
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary and modify the aforesaid managerial remuneration for the period stated above including salary, perquisites and commission payable to Mr. Rajendra Sethia in such manner as may be agreed to between the Board and Mr. Rajendra Sethia, within the maximum limit of total managerial remuneration permitted in accordance with Section 197 and Section 198 of the Companies Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of the appointment of Mr. Rajendra Sethia, Managing Director of the Company, the aforesaid remuneration will be paid to him in accordance with Schedule V of the Companies Act.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

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

CERTIFIED TO BE TRUE
For Western Carriers (India) Limited
Western Carriers (India) Ltd.


Kanishka Sethia
Director
DIN: 00267232

Director

