



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: L63090WB2011PLC161111

**To,
Name of Director
Address**

Dear Sir/Madam,

Re: Your Appointment as the Independent Director of Western Carriers (India) Limited

We are pleased to inform you that the Board of Directors of the Company in the Board Meeting held on (date of meeting), have recommended your appointment as an Independent Director of the Company to hold office for (term of appointment) consecutive years subject to the approval of shareholders of the company.

A. Preliminary

Your appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") and under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (LODR) Regulations.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI (LODR) Regulations as applicable to you as an Independent Director.

B. Term

The term of your appointment as Independent Director of the Company will be for (term of appointment) consecutive years subject to the approval of shareholders of the company and you will not be liable to retire by rotation.

An independent director shall hold office for a term up to five consecutive years and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after expiry of three years of ceasing to become an independent director. Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.



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C. You are expected to:

- i. Take decisions objectively and solely in the interests of the Company;
- ii. Facilitate Company's adherence to high standards of ethics and corporate behavior;
- iii. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- iv. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- v. Attend meetings of the Board, Board committees in which you are members or may be appointed as member and Shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

D. Committees

You may be inducted as member or chairman of any of the Committees of the Board of the Company as may be decided by the board from time to time.

E. Role and Duties

The Independent Directors shall be required to comply with Schedule IV of the Companies Act, 2013, including their duties laid therein as under:

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the Company;
6. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the Company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
10. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. "act within their authority", assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

F. Code of Business Ethics:

You will abide by the Code of Conduct applicable to Directors as may be adopted by the Company from time to time. Copy of the Code of Conduct of the Company in force is attached.



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G. List of actions that a director should not do while functioning in the company:

- i. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- iii. You shall not assign your office as Director and any assignments so made shall be void.
- iv. You should not indulge in any insider trading activities.

H. Performance Evaluation

Your performance will be evaluated by the Nomination and Remuneration Committee of the board from time to time.

I. Remuneration

1. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time.
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board Meetings, Board Committee Meetings, General Meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of- pocket expenses.
3. Pursuant to applicable law, you will not be entitled to any stock options.

Thanking you,

Yours faithfully,

**By Order of the Board
For Western Carriers (India) Limited**

**Rajendra Sethia
Chairman & Managing Director
DIN:00267232**