

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ORICON ENTERPRISES LIMITED HELD ON FRIDAY 27TH DAY OF OCTOBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1076, Dr. E MOSES ROAD, WORLI, MUMBAI- 400 018 AT 5.30 P.M.

APPROVAL TO THE SCHEME OF AMALGAMATION OF ORIENTAL CONTAINERS LIMITED AND SHINRAI AUTO SERVICES LIMITED WITH THE COMPANY

The Board of Directors discussed and deliberated over the amalgamation of Oriental Containers Limited and Shinrai Auto Services Limited, the wholly owned subsidiaries of the Company with the Company with special reference to the feasibility of conveniently combining the businesses/undertakings of its subsidiaries with the Company and other synergic, administrative, operational and monetary advantages derived upon combining of their businesses.

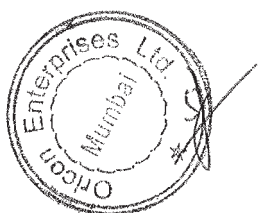
After the detailed discussion, the Board of Directors concluded that the businesses of the Companies can be conveniently combined to the greater advantage of the shareholders, creditors and other concerned persons. Thereafter following resolution was passed unanimously:

“RESOLVED THAT pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 as amended from time to time and in accordance with the Memorandum and Articles of Association of the Company and subject to the requisite approval of the shareholders/creditors of the Company and the sanction of the National Company Law Tribunal Mumbai Bench (the NCLT) the stock exchanges where the shares of the company are listed and such other competent authority(ies) as may be applicable, the consent of the Board of Directors be and is hereby accorded to the Scheme of Amalgamation of Oriental Containers Limited, the First Transferor Company and Shinrai Auto Services Limited the Second Transferor company, the wholly owned subsidiaries of the Company with Oricon Enterprises Limited the Transferee Company as per the terms and conditions mentioned in the Scheme of Amalgamation (the Scheme) placed before the Board and initialed by the Chairman of the meeting for the purposes of identification and that the said scheme be and is hereby approved with effect from 1st April, 2017 being the appointed date.

RESOLVED FURTHER THAT Mr. Sanjay Dosi, Director and/ or Mr. B. K. Toshniwal, Director and/ or Mr. Sanjay Jain, Company Secretary and/ or Mr. Pramod Sarda, Chief Financial Officer of the Company be and are hereby severally authorized to take all the necessary steps for-



- (a) File the Scheme of Amalgamation with the BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE) and to obtain approval if any under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Filing of applications with the NCLT and / or such other competent authority as may be necessary and holding meetings of the shareholders / creditors of the Company as may be directed by the NCLT to give effect to the Scheme;
- (c) Filing of petitions for confirmation of the Scheme with the NCLT and / or such other competent authority as may be necessary;
- (d) For the above purposes, to engage advocates / Solicitors / and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (e) Obtaining approval and represent before the Stock Exchanges, Registrar of Companies, Maharashtra, Mumbai, Regional Director Western Region, Income Tax and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Amalgamation;
- (f) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- (g) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/creditors of the company for approving the Scheme of Amalgamation and thereafter submit the same on receipt thereof to the NCLT or any other appropriate authority;
- (h) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (i) To take all procedural steps for having the Scheme of Amalgamation sanctioned by the NCLT of Mumbai including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- (j) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;



- (k) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT, as may be expedient or necessary which does not materially change the substance of the Scheme;
- (l) To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the NCLT, stock exchanges where the shares of the Company are listed, The Registrar of Companies, Maharashtra at Mumbai, The Regional Director, Western Region, Income Tax, the Superintendent of Stamps, Mumbai and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme.

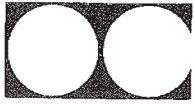
For Oricon Enterprises Limited


Sanjay Jain
Company Secretary
(Membership No. A7249)

Place: - Mumbai

Dated: - 21st November, 2017





Oriental Containers Ltd.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ORIETNAL CONTAINERS LIMITED HELD ON FRIDAY 27TH DAY OF OCTOBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1076, Dr. E. MOSES ROAD, WORLI, MUMBAI- 400 018 AT 11.00 A.M.

APPROVAL TO THE SCHEME OF AMALGAMATION OF ORIENTAL CONTAINERS LIMITED AND SHINRAI AUTO SERVICES LIMITED WITH ORICON ENTERPRISES LIMITED

The Board of Directors discussed and deliberated over the amalgamation of Oriental Containers Limited and Shinrai Auto Services Limited, the wholly owned subsidiaries of Oricon Enterprises Limited with Oricon Enterprises Limited with special reference to the feasibility of conveniently combining the businesses/undertakings of the Companies with its holding company, and other synergic, administrative, operational and monetary advantages derived upon combining of their businesses.

After the detailed discussion, the Board of Directors concluded that the businesses of the Companies can be conveniently combined to the greater advantage of the shareholders, creditors and other concerned persons. Thereafter following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013, as amended from time to time, and in accordance with the Memorandum and Articles of Association of the Company and subject to the requisite approval of the shareholders / creditors of the Company and the sanction of the National Company Law Tribunal of Mumbai Bench (the NCLT) and such other competent authority(ies), as may be applicable, the consent of the Board of Directors be and is hereby accorded to the Scheme of Amalgamation of Oriental Containers Limited, the First Transferor Company and Shinrai Auto Services Limited, the Second Transferor Company with Oricon Enterprises Limited, the Transferee Company as per the terms and conditions mentioned in the Scheme of Amalgamation (the Scheme) placed before the Board and initialed by the Chairman of the meeting for the purposes of identification and that the said scheme be and is hereby approved with effect from 1st April, 2017 being the appointed date .

RESOLVED FURTHER THAT Mr. Rajendra Somani, Managing Director and / or B. K. Toshniwal, Executive Director & Company Secretary and / or Mr. V. N. Khanna Director and/ or Mr. B.M. Gaggar, Chief Financial Officer and/or Mr. Sanjay Jain the Authorised Signatory of the Company be and are hereby severally authorized to take all the necessary steps for -



- (a) Filing of applications with the NCLT and / or such other competent authority as may be necessary and holding meetings of the shareholders / creditors of the Company as may be directed by the NCLT to give effect to the Scheme;
- (b) Filing of petitions for confirmation of the Scheme with the NCLT and / or such other competent authority as may be necessary;
- (c) For the above purposes, to engage advocates / Solicitors / and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (d) Obtaining approval and represent before the Registrar of Companies, Regional Director, Official Liquidator, Income Tax and such other relevant Authorities and entities including the shareholders and creditors etc as may be necessary to give effect to the said Scheme of Amalgamation;
- (e) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- (f) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/creditors of the company for approving the Scheme of Amalgamation and thereafter submit the same on receipt thereof to the NCLT or any other appropriate authority;
- (g) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (h) To take all procedural steps for having the Scheme of Amalgamation sanctioned by the NCLT of Mumbai bench including filing necessary applications, affidavits and petitions as may be necessary;
- (i) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (j) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT as may be expedient or necessary which does not materially change the substance of the Scheme;



- (k) To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned herein before with respective authorities including but not limited to the NCLT, The Registrar of Companies, Maharashtra at Mumbai, The Regional Director, Western region, The Official Liquidator, NCLT Mumbai, Income Tax, generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme."

For Oriental Containers Limited



B.M. Gaggar

Chief Financial Officer

Place:-Mumbai

Dated: -21st November, 2017



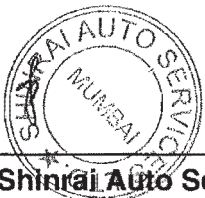
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SHINRAI AUTO SERVICES LIMITED HELD ON FRIDAY 27TH DAY OF OCTOBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1076, Dr. E. MOSES ROAD, WORLI, MUMBAI- 400 018 AT 4.00 P.M.

APPROVAL TO THE SCHEME OF AMALGAMATION OF ORIENTAL CONTAINERS LIMITED AND SHINRAI AUTO SERVICES LIMITED WITH ORICON ENTERPRISES LIMITED

The Board of Directors discussed and deliberated over the amalgamation of Oriental Containers Limited and Shinrai Auto Services Limited, the wholly owned subsidiaries of Oricon Enterprises Limited with Oricon Enterprises Limited with special reference to the feasibility of conveniently combining the businesses/undertakings of the Companies with its holding company and other synergic, administrative, operational and monetary advantages derived upon combining of their businesses.

After the detailed discussion, the Board of Directors concluded that the businesses of the Companies can be conveniently combined to the greater advantage of the shareholders, creditors and other concerned persons. Thereafter following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013, as amended from time to time, and in accordance with the Memorandum and Articles of Association of the Company and subject to the requisite approval of the shareholders / creditors of the Company and the sanction of the National Company Law Tribunal of Mumbai Bench (the NCLT) and such other competent authority(ies), as may be applicable, the consent of the Board of Directors be and is hereby accorded to the Scheme of Amalgamation of Oriental Containers Limited, the First Transferor Company and Shinrai Auto Services Limited, the Second Transferor Company with Oricon Enterprises Limited, the Transferee Company as per the terms and conditions mentioned in the Scheme of Amalgamation (the Scheme) placed before the Board and initialed by the Chairman of the meeting for the purposes of identification and that the said scheme be and is hereby approved with effect from 1st April, 2017 being the appointed date .



Shinrai Auto Services Ltd.

Registered Office : 1076, Dr. E. Moses Road, Near Shah & Nahar Industrial Estate, Worli Naka, Mumbai - 400 018.
Tel. : 022 2376 7500 * Fax : 022 6670 1598 * E-mail : accountsworli@uslshinrai.com

Administrative Office : Unit No. 2&3, Gr. Flr, Prathamesh Bldg., Raghuvanshi Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.
Tel. : 022 6613 1500 * Fax : 022 6613 1598 E-mail sales@uslshinrai.com

Nariman Point : CR2 Mall, Barrister Rajni Patel Marg, Nariman Point, Mumbai - 400 021. Phone : 022 - 6670 1500
Fax : 022 - 6670 1598, E-mail : salesnp@uslshinrai.com

Reay Road : c/o Reay Road Iron & Metal Warehousing Pvt. Ltd., Magazine Street, Darukhana, Near Reay Road Station & Britannia Industries, Mazgaon, Mumbai - 400 010. * Tel.: 022 - 2378 8603 * Email : service@uslshinrai.com

Cotton Green : Tulsi Enterprises Building, Veer Shrikant Hadkar Marg, Cotton Green (West), Near Cotton Green Station, Mumbai - 400 033.
Tel.: 022-2472 1500 * E-mail : service@uslshinrai.com

RESOLVED FURTHER THAT Mr. Rajendra Somani, Director and / or Mr. Varun Somani, Managing Director and / or Mr. Sanjay Dosi, Director and/ or Mr. Paritosh Jain, Company Secretary and/or Mr. Sanjay Jain the Authorised Signatory of the Company be and are hereby severally authorized to take all the necessary steps for -

- (a) Filing of applications with the NCLT and / or such other competent authority as may be necessary and holding meetings of the shareholders / creditors of the Company as may be directed by the NCLT to give effect to the Scheme;
- (b) Filing of petitions for confirmation of the Scheme with the NCLT and / or such other competent authority as may be necessary;
- (c) For the above purposes, to engage advocates / Solicitors / and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (d) Obtaining approval and represent before the Registrar of Companies, Regional Director, Official Liquidator, Income Tax and such other relevant Authorities and entities including the shareholders and creditors etc as may be necessary to give effect to the said Scheme of Amalgamation;
- (e) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- (f) To sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/creditors of the company for approving the Scheme of Amalgamation and thereafter submit the same on receipt thereof to the NCLT or any other appropriate authority;
- (g) To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (h) To take all procedural steps for having the Scheme of Amalgamation sanctioned by the NCLT of Mumbai bench including filing necessary applications, affidavits and petitions as may be necessary;



- (i) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (j) To make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority(ies) including but not limited to the NCLT as may be expedient or necessary which does not materially change the substance of the Scheme;
- (k) To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned herein before with respective authorities including but not limited to the NCLT, The Registrar of Companies, Maharashtra at Mumbai, The Regional Director, Western region, The Official Liquidator, NCLT Mumbai, Income Tax, generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme."

For Shinrai Auto Services Limited



Paritosh Jain

Company Secretary

Membership No. A44448

Place:-Mumbai

Dated: -21st November, 2017

