

**CONSOLIDATED SCRUTINISER'S REPORT**

**(Pursuant to Section 108 of the Companies Act,2013 read with the Companies(Management and Administration) Rules,2014 as amended from time to time and as per the directions issued by the Hon'ble National Company Law Tribunal Kochi Bench ("NCLT" or "Tribunal"), vide order dated 27.09.2024 in the Company Application No. CA(CAA)/06/KOB/2024)**

To,

The Chairman of the NCLT convened meeting of Secured Creditors,  
Vyaparavijayam Trades and Agencies Pvt Ltd  
(CIN: U51909KL1987PTC004674)  
First Floor, Adam Bazar, Eastern Rice Bazar,  
Thrissur, Kerala, India- 680 001

Sub: Consolidated Scrutiniser's Report with respect to voting by Secured Creditors of Vyaparavijayam Trades and Agencies Pvt Ltd through Remote E-voting and voting through E-voting System provided at the venue of the NCLT convened meeting held on Wednesday, 13<sup>th</sup> day of November, 2024 at 11:00 A.M. (IST) through hybrid mode which includes video conferencing(VC) or Other Audio Visual Means (OAVM).

Dear Sir,

I, John Vadassery, Advocate (K/337/2004), have been appointed as Scrutiniser by the Hon'ble National Company Law Tribunal, Kochi Bench vide order dated 27.09.2024 in the Company Application No. CA(CAA)/06/KOB/2024 for the purpose of scrutinizing E-voting process including Remote E-voting and voting conducted through E-voting System at the venue of the NCLT convened meeting of Secured Creditors on the Resolution for seeking approval of Scheme of Arrangement (Amalgamation) of VyaparaVijayam Hire Purchase Private Limited (Transferor Company) with Vyaparavijayam Trades and Agencies Pvt Ltd (Transferee Company) contained in the notice convening the meeting of Secured Creditors of Vyaparavijayam Trades and Agencies Pvt Ltd (the Company) (CIN: U51909KL1987PTC004674) conducted in accordance with the directions as per



MCA General Circular No. 14/2020 dated April 8,2020 read with General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 39/2020 dated December 31, 2020 and any further circulars issued in this behalf issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) and directions of Hon’ble National Company Law Tribunal, Kochi Bench. Accordingly, the NCLT convened meeting of Secured Creditors was held on Wednesday, 13<sup>th</sup> day of November, 2024 at 11.00 A.M. (IST) at First Floor, Adam Bazar, Eastern Rice Bazar, Thrissur, Kerala, India- 680 001 through hybrid mode which includes video conferencing(VC) or Other Audio Visual Means (OAVM) and I submit my report as under:

1. The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility for the Remote E-voting to the Secured Creditors of the Company from Sunday, 10<sup>th</sup> November 2024 at 09:00 A.M. (IST) to Tuesday, 12<sup>th</sup> November 2024 at 05:00 P.M. (IST) and for E-voting System on the date of meeting of Secured Creditors. At the NCLT convened meeting of Secured Creditors, the Company facilitated the Secured Creditors present in the meeting who could not participate in the remote e-voting to record their votes through E-voting System provided by NSDL.
2. The Company completed the dispatch of the Notice of the meeting by electronic mode to those Secured Creditors whose email IDs are registered with the Company by 9<sup>th</sup> October, 2024 and has also published an advertisement in this regard, in English language in “Business Standard” (Kerala Edition) on Thursday, 10<sup>th</sup> October, 2024 and translation thereof in Malayalam language in “Kerala Kaumady” (All Editions in Kerala), on Thursday, 10<sup>th</sup> October, 2024 respectively.
3. The Cut-off date was fixed at Wednesday, 6<sup>th</sup> November, 2024 for the purpose of deciding the Secured Creditors entitled to vote through remote e-voting and votes through E-voting System provided by NSDL at the venue of the meeting on the resolution seeking their approval.
4. As Scrutinizer, my responsibility is to ensure that voting process through remote e-voting and voting conducted through E-voting System at the meeting are conducted in a fair and transparent manner and to make a consolidated scrutinizer’s report of the total votes cast in favour or against the resolutions, based on the report generated from the E-voting System provided by National Securities Depository Limited (NSDL).





5. The Remote E-voting period commenced on Sunday, 10<sup>th</sup> November, 2024 at 09:00 A.M. (IST) and ended on Tuesday, 12<sup>th</sup> November, 2024 at 05:00 P.M. (IST).
6. As confirmed by the Company, the Notice dated 7th October, 2024 convening the meeting of the Secured Creditors of the Company along with relevant annexures setting out material facts under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 was sent to the Secured Creditors in respect of the resolution to be passed at the meeting.
7. At the designated time, i.e. 11:00 AM the meeting commenced and the meeting was called to order since the quorum was present at the meeting. Total 29 (Twenty Nine) Secured Creditors personally present at the meeting and none appeared through Video Conferencing.
8. The Chairman of the meeting at the end of the discussion at 11:18 AM has allowed the Secured Creditors present for the meeting who have not cast their vote on the Resolutions through remote e-voting to vote through e-voting system for a period of 30 minutes during the meeting through E-voting System provided by National Securities Depository Limited (NSDL). The voting through E-voting System provided at the meeting commenced at 11:18 AM (IST) and ended at 11:48 AM (IST) on Wednesday, 13<sup>th</sup> day of November, 2024.
9. In compliance of the Rules, I have unblocked the votes from the website of the National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on 13.11.2024 at 12:01 PM in the presence of two witnesses. They have signed below in confirmation of the same.

Witness 1. Harritah K  
Sai Laxman Apartments, Vijayalakshmipuram,  
Ambattur, Chennai - 600053



Witness 2. J. Sai Vimalananthi  
N H 44, Ayyanakovil Road, Ayyankkottai,  
Madurai - 625221



10. The Remote E-Voting and voting conducted through E-voting System provided by NSDL at the meeting were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
11. I hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on the Resolutions contained in the Notice.
12. The result of the Remote E-voting together with that of the voting conducted through E-voting System at the meeting is as under:

### **Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto and the provisions of the Memorandum and Articles of Association of the Vyaparavijayam Trades and Agencies Pvt Ltd (Transferee Company) and subject to the approval of the Hon'ble National Company Law Tribunal, Kochi Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Kochi Bench or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Vyaparavijayam Trades and Agencies Pvt Ltd (herein after referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the Scheme of Arrangement (Amalgamation) of Vyapara Vijayam Hire Purchase Private Limited (Transferor Company) with Vyaparavijayam Trades and Agencies Pvt Ltd (Transferee Company) and their respective shareholders and creditors as placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.



RESOLVED FURTHER THAT any of the directors be and are hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Kochi Bench, while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as maybe required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

### Results

Mode	In Favour				Against			
	No of Secured Creditors votes	Value of Debt (In Rs.)	% of Total number of valid votes cast	% of Total value of outstanding secured debts as on 06/11/2024	No of Secured Creditors votes	Value of Debt (In Rs.)	% of Total number of valid votes cast	% of Total value of outstanding secured debts as on 06/11/2024
Remote E-voting	17	6200042	100%	14.74%	0	0	0	0%
Voting conducted through E-voting system at the meeting	19	8305635	84.60%	19.75%	1	1511342	15.40%	3.60%
<b>Total</b>	<b>36</b>	<b>1,45,05,677</b>	<b>90.56%</b>	<b>34.49%</b>	<b>1</b>	<b>15,11,342</b>	<b>9.44%</b>	<b>3.60%</b>

13. No voting conducted through Remote E-voting and E-voting System at the meeting were found incomplete or defective.

14. The details of Secured Creditors who voted in favour, voted against the Resolution and the mode of voting is enclosed as **Annexure -1**.






15. All resolutions stand passed with the requisite majority as specified under the Companies Act, 2013 read with Rules.

16. All relevant records of voting were handed over to CS Abhilash Nediyaalil Abraham, the Chairman of the NCLT convened meeting of Secured Creditors for safe keeping.

Thanking You,  
Yours faithfully

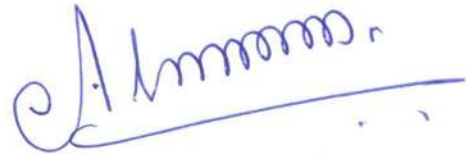
  
**John Vadassery**  
Advocate (K/337/2004) & Insolvency Professional  
(IBBI/IPA-002/IP-N01252/2023-2024/14296)  
J V & Associates, Room # 44/783, 1st Floor,  
Penta Estate, Palanvattom, Kochi - 682 025.  
Ph: 0484 4100146 Mob: 93877 58439



Place: Thrissur  
Date: 13/11/2024

Countersigned by  
For Vyaparavijayam Trades and Agencies Pvt Ltd

Chairman appointed for the meeting



**ABHILASH NEDIYALIL ABRAHAM**  
B.B.A, LL.B., F.C.S, DARB (ICSI)  
Practising Company Secretary  
M.No. F10876, C.P. No. 14524  
Bldg No. 46/2504-B, Haritha Road  
Vennala, Kochi - 682028

## Annexure-1

### A. Secured Creditors who voted in favour

Sl. No.	Name of the secured Creditor	Address	Value of Debts as on 06.11.2024 (In Rs)	No. of votes	Mode of voting
1	SHERIMOL PHILIP	Cherookkaran House, Kannamkulagara, Koorkenchery P O, Thrissur-680007	403682	403682	Remote E-voting
2	PRADEEPA K	Kakkattil House, Cheruvathery, Chevoor Po, Kanimangalam Thrissur Kerala-680027	330206	330206	Remote E-voting
3	ASWATHY MELEVEEDU	Omkaram, Kunnambath House, M G Kavu P O, Kolazhy, Thrissur-680581	358035	358035	Remote E-voting
4	NISHANTH K	Omkaram, Kunnambath House, M G Kavu P O, Kolazhy, Thrissur-680581	403419	403419	Remote E-voting
5	RAJESH G	Vaniyan House, Chooliserry, Thirssur Kerala - 680541	100921	100921	Remote E-voting
6	JOSEPH P D	Pulikkottil House, Vinpy Nagar, Paravattani, Thrissur, Kerala, 680005	150604	150604	Remote E-voting
7	SUNITHA K S	Omkaaram, Vanneri Lane Po, Cheroor, Thrissur, Kerala-680008	809138	809138	Remote E-voting
8	BINI TONY	Pallissery House, Srebudha Road, Nchery, Thrissur -680006	115605	115605	Remote E-voting
9	THOBIYAS A V	MPRA 17, Arimber House, Rose Garden St, Mannuthy P O, Thrissur, Kerala, 680651	109631	109631	Remote E-voting
10	HEMALATHA T	Pearl Avenue No-7, Puthoor House Viyyoor, Sivan	100756	100756	Remote E-voting



	K	Temple,Thrissur-680010			voting
11	SEEMA C M	Pulikkottil House, Vettikkadavu Road, Porkulam, Thrissur-680542	302170	302170	Remote E-voting
12	SHINI THOMAS	Pallissery House, Mekattukulam Street Anjery, Po Kuriachir, Thrissur-680006	800263	800263	Remote E-voting
13	BINOY VARGHESE	Chakkalakkal House, Subhas Nagar 1st Street, Thrissur P O, Chiyaram -680026	1152792	1152792	Remote E-voting
14	PARVATHY BALAKRISHNAN	Blayil House, Blayil Road, Thripunithura Nadama Village, Eroor, Ernakulam-682306	107215	107215	Remote E-voting
15	ANURAJ P V	Padinjakkara Vellatheri House, Chittanda P O, Kanjirakode Thrissur,Kerala - 680590	604536	604536	Remote E-voting
16	SINDUJA K	Durga Nivas, Kottachanda, Palkkad-678573	150806	150806	Remote E-voting
17	FRINCY PAUL	Olakkengil House, Near Karthiyani Temple P O Ayyathole, Thrissur-680003	200263	200263	Remote E-voting
18	RETHY JANARDHANAN	Koottekkattuparambil House,P O Kuttanellur,Puthur,Thrissur,Kerala -680014	100263	100263	E-voting System at the meeting
19	DAYANANDAN M S	Moothezhath House, Karayamuttam, Valappad, Thrissur, Kerala-680567	202125	202125	E-voting System at the meeting
20	VALSAN E MENON	Edathil House,Kannam Kulangara, Po Koorkenchery, Thrissur-680026	531547	531547	E-voting System at the meeting
21	ANILA T A	Koottala House, Near Vilakkinkal Bus Stop, Venginissery, Thrissur, Parlam, Kerala,680563	501447	501447	E-voting System at the meeting
22	CHINNAMMA JOSE	Chalissery House, Adiyara, Kuttumukku, Thrissur-680631	1305503	1305503	E-voting System at the meeting





23	PRINCE C V	350,Chittattukara House Thiroor, Hand Bazar Thrissr -680581	108386	108386	E-voting System at the meeting
24	T V SIDHARTHAN	Thachappully House, Kizhakkumuri Puthanthode, Porathissery, Thrissur, Kerala- 680711	162184	162184	E-voting System at the meeting
25	C I JOSE	Chalissery House, Valappad P O Thrissur-680567	1306925	1306925	E-voting System at the meeting
26	GEORGE P P	Palathingal House, Holy Garden, Behind Bishop House , Thrissur, East Fort -680005	100559	100559	E-voting System at the meeting
27	BRINSON K DAVIS	Kaliangara House, Unity Road, Kuriachira P O, Thrissur-680006	531211	531211	E-voting System at the meeting
28	JOKIN MANJILA	99a, Manjila House, 13th Street, East Fort P O, Thrissur-680005	1007877	1007877	E-voting System at the meeting
29	KRISHNADAS A	Pallipurath House, Kolazhy P O, Thrissur-680010	133516	133516	E-voting System at the meeting
30	ASHA BABU	Thengingal House, P O Anchery, Ollur, Thrissur -680006	150148	150148	E-voting System at the meeting
31	FEVIN ROY	32/404-3, Kuppikat House, P O Road Chiyyaram, Thrissur- 680026	50279	50279	E-voting System at the meeting
32	ATLY ANTO ABY ANTO	Mookken House,St Peters Street, Thiruthur Temple Road, Kuriachira P O, Thrissur Kerala- 680006	100326	100326	E-voting System at the meeting
33	ROY K D	32/404-3, Kuppikat House, P O Road Chiyyaram, Thrissur-680026	50279	50279	E-voting System at the meeting



34	POLLY V V	Vadakkan Veedu, Trikkur, Konikkara, Thrissur , Kerala-680306	1110758	1110758	E-voting System at the meeting
35	RINU MANOJ	Pallippurathukaran House, Unity Road, Kuriachira, Thrissur, Kerala-680005	100329	100329	E-voting System at the meeting
36	SWAPNA	TC 50/436, Kakkassery, St. Vincent De Paul Road, Bloom Field, Thrissur-680618	751973	751973	E-voting System at the meeting

B. Secured Creditors who voted against

Sl No	Name of the Secured Creditor	Address	Value of Debts as on 06.11.2024 (In Rs)	No of votes	Mode of voting
1	Nisha Sanil	Cheenan House, Peruvankulangara Near Taravadu Temple, Marathakkara P O Thrissur, Kerala-680306	1511342	1511342	E-voting System at the meeting

