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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 Equity Shareholders,
VyaparaVijayam Hire Purchase Private Limited
(CIN:U65921KL1990PTC005692)
Adam Bazar, Eastern Rice Bazar,
Thrissur, Kerala, India- 680 001

Sub: Consolidated Scrutiniser's Report with respect to voting by Equity Shareholders of VyaparaVijayam Hire Purchase Private Limited through Remote E-voting and voting through E-voting System provided at the venue of the NCLT convened meeting held on Monday,11th day of November, 2024 at 10.00 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 Equity Shareholders on the Resolution for seeking approval of Scheme of Arrangement (Amalgamation) of Vyapara Vijayam Hire Purchase Private Limited (Transferor Company) with Vyaparavijayam Trades and Agencies Pvt Ltd (Transferee Company) contained in the notice convening the meeting of Equity Shareholders of Vyapara Vijayam Hire Purchase Private Limited (the Company) (CIN:U65921KL1990PTC005692) 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 Equity Shareholders was held on Monday, 11th day of November, 2024 at 10.00 A.M. (IST) at 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 Shareholders of the Company from Friday, 8th November 2024 at 09:00 A.M. (IST) to Sunday, 10th November 2024 at 05:00 P.M. (IST) and for E-voting System on the date of meeting of Equity Shareholders. At the NCLT convened meeting of Equity Shareholders, the Company facilitated the members 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 equity shareholders whose email IDs are registered with the Company by 9th October, 2024 and has also published an advertisement in this regard, in English language in "Business Standard" (Kerala Edition) on Thursday, 10th October, 2024 and translation thereof in Malayalam language in "Kerala Kaumady"(All Editions in Kerala), on Thursday, 10th October, 2024 respectively.
3. The Cut-off date was fixed at Monday, 4th November, 2024 for the purpose of deciding the equity shareholders 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 Friday, 8th November, 2024 at 09:00 A.M. (IST) and ended on Sunday, 10th 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 equity shareholders 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 equity shareholders in respect of the resolution to be passed at the meeting.
7. At the designated time, i.e. 10:00 AM, due to technical glitches in the video conferencing, the meeting commenced at 10:15 AM and the meeting was called to order since the quorum was present at the meeting. Total 12 (Twelve) shareholders (10 members personally present at the meeting and 2 members present through Video Conferencing) were attended the meeting.
8. The Chairman of the meeting at the end of the discussion at 11:05 AM has allowed the Members 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 15 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 11:05 A.M. (IST) and ended at 11:20 A.M.(IST) on Monday,11th 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 on 11.11.2024 at 11: 24 A.M in the presence of two witnesses. They have signed below in confirmation of the same.

Witness1. Harritah K
Sai Laxman Apartments, Vijayalakshmpuram,
Ambattur, Chennai -600053

Witness2. J. Sai Vimalananthi
N H 44, Ayyanakovil Road, Ayyankotai,
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 Hire Purchase Private Limited(Transferor 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 Hire Purchase Private Limited(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 VyaparaVijayam 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 shareholders voted	Votes	%	No of shareholders voted	Votes	%
Remote E-voting	5	36	100	0	0	0
Voting conducted through E-voting system at the meeting	9	109	100	0	0	0
Total	14	145	100	0	0	0

13. No voting conducted through Remote E-voting and E-voting System at the meeting were found incomplete or defective.
14. The details of Equity Shareholders who voted in favour and 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 Nediylal Abraham, the Chairman of the NCLT convened meeting of Equity Shareholders for safe keeping.

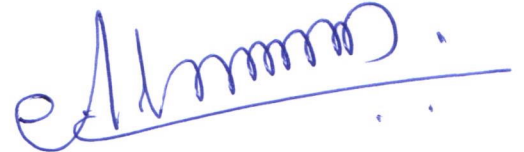
Thanking You,
Yours faithfully


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



Place: Thrissur
Date: 11/11/2024

Countersigned by
For VyaparaVijayam Hire Purchase Private Limited



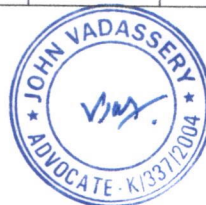
Chairman appointed for the meeting

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. Shareholders who voted in favour

Sl. No.	Name of shareholder	Address	Folio	No of Shares/votes	Mode of voting
1	K.B Rahulan	Kundubaravalappil House, Koorkkenchery, Thrissur-7	70	11	Remote E-voting
2	Aby Anto	Mookken House, Master Lane, Paravattany, Thrissur-5.	59	11	Remote E-voting
3	Melvin Francis	Komban House, Perakam, Chavakkad, Thrissur - 680506	67	11	Remote E-voting
4	Kikkily Jose	Chereath House, Marathakkara P.O, Thrissur	52	1	Remote E-voting
5	Jose Chereath	Chereath House, Marathakkara P.O, Thrissur	19	2	Remote E-voting
6	A.K Varghese	Anchery House, Eriniery Angady, Thrissur-1	12	11	E-voting System at the meeting
7	P.D Shaju	Pullockkaran Houseavaunue Road, Thrissur-5.	60	11	E-voting System at the meeting
8	V.V Polly	"Annie Villa", Marathakkara, P.O Konikkara, Thrissur	57	11	E-voting System at the meeting
9	Vyaparavijayam Trades & Agencies Pvt.Ltd. Represented by Mrs. Sherimol Philip, Assistant Finance Manager	Adam Bazar, Eastern Rice Bazar, Thrissur-1	62	11	E-voting System at the meeting
10	Vyaparavijayam Chitties Pvt.Ltd. Represented by Mr. Paul C Jojo, Financial Consultant	Adam Bazar, Eastern Rice Bazar, Thrissur-1	68	10	E-voting System at the meeting



11	K.J Jayakrishnan	"Krishna Priya", 100 Ft Venkiteswarapuram, Puthur, Palakkad-1,	58	11	E-voting System at the meeting
12	T. A Sreekanth	"Saroia", Sree Kalyana Complex, Punkunnam, Thrissur-2	69	11	E-voting System at the meeting
13	C.M Kuriakose	Cheruvathoor House, Mission Quarters, Thrissur-1	22	11	E-voting System at the meeting
14	Mary Jos	Chiriankandath House, Priyadarsini Nagar, Ayyanthole, Thrissur-3.	38	22	E-voting System at the meeting

B. Shareholders who voted against

Sl No	Name of shareholder	Address	Folio	No of Shares/votes	Mode of voting
	NIL				

