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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 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 Equity Shareholders 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 Monday, 11th day of November, 2024 at 2:00 P.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 VyaparaVijayam 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 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 Equity Shareholders was held on Monday, 11th day of November, 2024 at 2.00 P.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 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. 2:00 PM the meeting commenced and the meeting was called to order since the quorum was present at the meeting. Total 33 (Thirty-Three) shareholders personally present at the meeting and none appeared through Video Conferencing.
8. The Chairman of the meeting at the end of the discussion at 2:50 PM 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 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 02:50 PM (IST) and ended at 03:20 PM (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.nsd.com on 11.11.2024 at 4:21 PM 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, Ayyankkotai,
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.



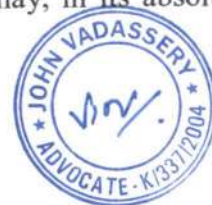
11. I hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on the Resolutions contained in the Notice.

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 shareholders voted	Votes	%	No of shareholders voted	Votes	%
Remote E-voting	17	352747	100	0	0	0
Voting conducted through E-voting system at the meeting	25	729915	100	0	0	0
Total	42	1082662	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 Nediylil 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/IPA-002/IP-N01252/2023-2024/14296)
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Penta Estate, Palarivattom, Kochi - 682 025.
Ph: 0484 4100146. Mob 93877 58439



Place: Thrissur
Date: 12/11/2024

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. Shareholders who voted in favour**

Sl. No.	Name of shareholder	Address	Folio	No of Shares/ votes	Mode of voting
1	Binoy Varghese	Chakkkalakkal House,P.O Chiyaram,Thrissur-680026	176	1	Remote E Voting
2	A.Bhaskaran	Kallingal House,Golden Street,Palakkad-12	91	50750	Remote E Voting
3	Aby Anto	Mookken House, Master Lane,Paravattany,Thrissur-5	85	59850	Remote E Voting
4	Melvin Francis	Komban House,Perakam, Chavakkad,Thrissur-680506	122	59850	Remote E Voting
5	P.D. Shaju	Pullockkaran Houseavaunue Road,Thrissur-5.	115	59850	Remote E Voting
6	T. S. Geethalakshmi	"Aradhana" , Renganathapuram Street, Noorani P.O.,Palakkad	113	44888	Remote E Voting
7	Santhosh Seetharaman	"Aradhana" , Renganathapuram Street, Noorani P.O., Palakkad	128	42394	Remote E Voting
8	Joseph P D	Pulikotttil House,Vinpy Nagar,Paravattani,Thrissur-5	151	1	Remote E Voting
9	Rajesh G	Vaniyan House, Velappaya P.O, M.G Kavu, Thrissur	171	1	Remote E Voting
10	Nishanth K	Omkapra,Kunnambath Housse,Thiroom,M.G Kavu,Kolazhy,Thrissur-680581	181	1	Remote E Voting
11	K.S. Kochubaby	W/o C.M Kuriyakose, Cheruvathur House, Mission Quarters, Thrissur	77	34356	Remote E Voting
12	Ancy Davis	W/O. Daijo John, Kongothra House, Kizhakkumpattukara, Thrissur-680005	200	1	Remote E Voting
13	Tania Tony	Pullockkaran House,Noble Street, Paravattani P.O, East Fort	190	1	Remote E Voting
14	Jose Rapheal	Pontheakkan House, Chiyaram P.O,Thrissur-680006	164	1	Remote E Voting
15	Ajitha Joys	Komban House, Nandhanam,Gandhi Nagar, West Nada, Guruvayur, Thrissur -680501	195	1	Remote E Voting
16	Jose Chereath	Chereath House, Marathakkara P.O,Thrissur	120	800	Remote E Voting



17	Lenin Philip	Palamattam House, Mekkattukulam Street, P.O Kuriachira, Thrissur -680006	193	1	Remote E Voting
18	Salomy Tony	Paramban House, Sowparnika Apartments, Kunnathumana Lane., Thrissur-1	154	1	E-voting System at the meeting
19	Rinu Manoj	Pallipurathukaran House, Unity Road, Kuriachira, Thrissur-680006	140	1	E-voting System at the meeting
20	P A Thampi	Perinchery House, Unity Road, Kuriyachira, Thrissur-6	141	1	E-voting System at the meeting
21	Mary Jos	Chiriankandath House, Priyadarsini Nagar, Ayyanthole, Thrissur-3.	125	65550	E-voting System at the meeting
22	Chinnamma Jose	Chalissery House, Adiyara, Cheroor	170	1	E-voting System at the meeting
23	Antony P C	Pallissery House, Mahathma Road, 4th Street, Near Biscuit Company, P.O Chiyaram, Thrissur-680026	196	1	E-voting System at the meeting
24	Atly Anto	Mookken House, St. Peters Street, Thiruthur Temple Road, Kuriachira	86	59350	E-voting System at the meeting
25	Charly K A	Komban House, Kalathode, Ollukkara P.O, Thrissur	160	1	E-voting System at the meeting
26	Sheeba Jose	Komban House, Kalathode, Ollukkara P.O, Thrissur	161	1	E-voting System at the meeting
27	Trisiva Kuries represented by Mr. P.T Jos , Manager	Therattil Bulding, Rice Bazar Thrissur-680001	185	1	E-voting System at the meeting
28	Leena Vinny	Panakkal House, Vadakkanchery Road, Chowannur, Thrissur-680517	174	1	E-voting System at the meeting
29	John V Sunny	Veliyannukkar House, P.O Poothole, Thrissur-68000	150	1	E-voting System at the meeting
30	V.V. Polly	"Annie Villa", Marathakkara, P.O Konikkara, Thrissur-	76	59850	E-voting System at the meeting
31	Varthakakshemam Kuries Private Limited represented by Mr. V.V. Polly, Director	Adam Bazar, Eastern Rice Bazar, Thrissur-1	79	164105	E-voting System at the meeting
32	Alan Jimmy	Chirakkekaran House, Unity Nagar, Kuriachira P.O, Thrissur-680006	135	1	E-voting System at the meeting



33	K.B. Rahulan	Kunduvaravalappil House, Koorkkenchery, Thrissur-7	114	119702	E-voting System at the meeting
34	Joseph K A	S/o. Augustin, Komban House, Mammiyoor, Guruvayoor P.O, Thrissur-680101	132	1	E-voting System at the meeting
35	Mangala K.B.	"Sree Kalyana", Poonkunnam, Thrissur-2	129	37500	E-voting System at the meeting
36	Tony P A	Paramban House, Sowparnika Apartments, Kunnathumana Lane, Thrissur-1	149	1	E-voting System at the meeting
37	K.J. Jayakrishnan	"Krishna Priya",100FT Venkiteswarapuram,Puthur,P alakkad-1	111	59850	E-voting System at the meeting
38	Vyaparavijayam Chitties Private Limited represented by Mr. Paul C Jojo, Financial Consultant	Adam Bazar, Eastern Rice Bazar, Thrissur-1	81	78150	E-voting System at the meeting
39	Prameela Sadanandan	Kuttikattu House, Peringottukara East, Thrissur	139	1	E-voting System at the meeting
40	C.M. Kuriakose	Cheruvathoor House,Mission Quarters,Thrissur-1	107	83850	E-voting System at the meeting
41	Sumi K V	Cheruvathoor House,Mission Quarters,Thrissur-1	137	1494	E-voting System at the meeting
42	Viji Atly	Mookken House,St.Peters Street,Thiruthur Temple Road, Kuriachira	131	500	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				

