

# J V & Associates

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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 Unsecured 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 Unsecured 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 Tuesday, 12<sup>th</sup> 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 Unsecured 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 Unsecured 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 Unsecured Creditors was held on Tuesday, 12<sup>th</sup> 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 Unsecured Creditors of the Company from Saturday, 9<sup>th</sup> November 2024 at 09:00 A.M. (IST) to Monday, 11th November 2024 at 05:00 P.M. (IST) and for E-voting System on the date of meeting of Unsecured Creditors. At the NCLT convened meeting of Unsecured Creditors, the Company facilitated the Unsecured 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 Unsecured 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, 2024and 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 Tuesday, 5<sup>th</sup> November, 2024 for the purpose of deciding the Unsecured 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 Saturday, 9<sup>th</sup> November, 2024 at 09:00 A.M. (IST) and ended on Monday, 11<sup>th</sup> November, 2024 at 05:00 P.M. (IST).
6. As confirmed by the Company, the Notice dated 7<sup>th</sup> October, 2024 convening the meeting of the Unsecured 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 Unsecured Creditors 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) Unsecured 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 2:30 PM has allowed the Unsecured 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 02:30 PM (IST) and ended at 03:00 PM (IST) on Tuesday, 12<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 12.11.2024 at 3:23 PM in the presence of two witnesses. They have signed below in confirmation of the same.

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



Witness 2. 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 unsecured creditors votes	Value of Debt (In Rs.)	% of Total number of valid votes cast	% of Total value of outstanding Unsecured debts as on 05/11/2024	No of unsecured creditors votes	Value of Debt (In Rs.)	% of Total number of valid votes cast	% of Total value of outstanding Unsecured debts as on 05/11/2024
Remote E-voting	17	84,55,000	100	12.61%	0	0	0	0
Voting conducted through E-voting system at the meeting	24	2,88,65,000	100	43.05%	0	0	0	0
<b>Total</b>	<b>41</b>	<b>3,73,20,000</b>	<b>100%</b>	<b>55.66%</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0%</b>

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

14. Mr. Joseph K A, Unsecured Creditor having value of Debt amounting to Rs. 7,75,000 has abstained from voting.

15. The details of Unsecured Creditors who voted in favour, voted against the Resolution and the mode of voting and abstained from voting is enclosed as **Annexure -1**.

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



17. All relevant records of voting were handed over to CS Abhilash Nedyalil Abraham, the Chairman of the NCLT convened meeting of Unsecured Creditors for safe keeping.

Thanking You,  
Yours faithfully



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



Place: Thrissur

Date: 13/11/2024

Countersigned by  
For Vyaparavijayam Trades and Agencies Pvt Ltd



**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

Chairman appointed for the meeting

## Annexure-1

### A. Unsecured creditors who voted in favour

Sl. No.	Name of the Unsecured Creditor	Address	Value of Debts as on 05.11.2024 (In Rs)	No. of votes	Mode of voting
1	Kesavan Namboothiri	Panchami, Kodakkattumana, Peramangalam, Thrissur-680545	150000	150000	Remote E-voting
2	Rajani Aby	Mookken House, Master Lane, Paravattany, Thrissur-5.	430000	430000	Remote E-voting
3	Viji Atly	Mookken House, St.Peters Street, Thiruthur Temple Road, Kuriachira	580000	580000	Remote E-voting
4	Divya George T	Perinchery House, Unity Road, Kuriyachira, Thrissur-6	200000	200000	Remote E-voting
5	Avisha Atly	Mookken House, St.Peters Street, Thiruthur Temple Road, Kuriachira	1260000	1260000	Remote E-voting
6	Charly K A	Komban House, Kalathode, Ollukkara P.O, Thrissur	600000	600000	Remote E-voting
7	Joseph P D	Pulikottil House, Vinpy Nagar,Paravattani, Thrissur-5	1280000	1280000	Remote E-voting
8	Razia Asokan	Kunduvaravalappil House, Koorkkenchery, Thrissur-7	1000000	1000000	Remote E-voting
9	Edwin John	Eluvathingal Kottukkaran House, Karippai Lane, Chelakkottukara,East Fort, Thrissur-680005	80000	80000	Remote E-voting
10	Nishanth K	Omkapra, Kunnambath House, Thiroor, M.G Kavu, Kolazhy, Thrissur-680581	1500000	1500000	Remote E-voting
11	Sumi K V	Cheruvathur House, Mission Quarters, Thrissur-680001	150000	150000	Remote E-voting



12	Reshma Unni	61/ O - Block, Diomond District, Old Aiport Road, Podihalli, Bengaluru-560008	100000	100000	Remote E-voting
13	Rani Sathyan	Perumparambil House, Cheruvatery, Chevoor P.O, Thrissur - 680027	100000	100000	Remote E-voting
14	Ancy Davis	W/O. Daijo John, Kongothra House, Kizhakkumpattukara, Thrissur-680005	200000	200000	Remote E-voting
15	Ajitha Joys	Komban House, Nandhanam, Gandhi Nagar, West Nada, Guruvayur, Thrissur - 680501	500000	500000	Remote E-voting
16	Joyse K Francis	Komban House, Perakam, Chavakkad, Thrissur-680506	25000	25000	Remote E-voting
17	Achama Abhimaleck	504,Tulip Chaitali CHS, Plot No.13,Sector4,Kharghar,Maharashtra - 410210	300000	300000	Remote E-voting
18	Atly Anto	Mookken House,St.Peters Street, Thiruthur Temple Road,Kuriachira	1955000	1955000	E-voting System at the meeting
19	Antony P C	Pallissery House, Mahathma Road, 4th Street, Near Biscut Company, P.O Chiyaram, Thrissur-680026	300000	300000	E-voting System at the meeting
20	Leena Vinny	Panakkal House, Vadakkanchery Road, Chowannur, Thrissur-680517	550000	550000	E-voting System at the meeting
21	Shaju P D	Pullockkaran House, Avaunue Road, Thrissur-5	945000	945000	E-voting System at the meeting
22	Salomy Tony	Paramban House, Sowparnika Apartments, Kunnathumana Lane, Thrissur-1	2000000	2000000	E-voting System at the meeting
23	Velfin Vinny	Vadakkan House, Nadathara Road, Nellikunnu	1500000	1500000	E-voting System at the meeting
24	Jayakrishnan K J	"Krishna Priya", 100ft Venkiteswarapuram, Puthur, Palakkad-1	1730000	1730000	E-voting System at the meeting





25	Mary Jos	Chiriankandath House, Priyadarsini Nagar, Ayyanthole, Thrissur-3.	3000000	3000000	E-voting System at the meeting
26	Tony P A	Paramban House, Sowparnika Apartments, Kunnathumana Lane, Thrissur-1	2000000	2000000	E-voting System at the meeting
27	Merly Pauly	"Annie Villa", Marathakkara, P.O Konikkara, Thrissur -	1000000	1000000	E-voting System at the meeting
28	Twankly Polly	"Annie Villa", Marathakkara, P.O Konikkara, Thrissur-	1250000	1250000	E-voting System at the meeting
29	Pauly V V	"Annie Villa", Marathakkara, P.O Konikkara, Thrissur-	5000000	5000000	E-voting System at the meeting
30	Chinnamma Jose	Chalissery House, Adiyara, Cheroor	500000	500000	E-voting System at the meeting
31	Sheeba Jose	Komban House, Kalathode, Ollukkara P.O, Thrissur	400000	400000	E-voting System at the meeting
32	Trisiva Kuries P.Ltd represented by P T Jose, Manager	Therattil Bulding, Rice Bazar Thrissur-680001	1400000	1400000	E-voting System at the meeting
33	Sinda James	Kodenkandath House, Manalur, Kanjani, Thrissur, Kerala-680612	250000	250000	E-voting System at the meeting
34	Raison Davis	Poruthukaren House, PUILAZHI, Manakkody, Thrissur-680012	250000	250000	E-voting System at the meeting
35	Jayalakshmi Rahulan	Kunduvavalappil House, Koorkkenchery, Thrissur-7	1000000	1000000	E-voting System at the meeting
36	John V Sunny	Veliyannukkar House, P.O Poothole, Thrissur-680004	400000	400000	E-voting System at the meeting
37	Thampi P A	Perinchery House, Unity Road, Kuriyachira, Thrissur-6	1000000	1000000	E-voting System at the meeting
38	Thomson E Varghese	S/O Varghese, Eluvathingal House, Karanchira P.O, Kattoor-680702	200000	200000	E-voting System at the meeting
39	Alan Jimmy	Chirakkekaran House, Unity Nagar,	200000	200000	E-voting System



		Kuriachira P.O, Thrissur-680006			at the meeting
40	P B Rajan	Parambathvalappil House, Po Peramangalam, Thrissur, Kerala-680545	500000	500000	E-voting System at the meeting
41	Aby Anto	Mookken House, Master Lane, Paravattany, Thrissur-5.	1535000	1535000	E-voting System at the meeting

B. Unsecured creditors who voted against

Sl No	Name of the Unsecured Creditor	Address	Value of Debts as on 05.11.2024 (In Rs)	No of votes	Mode of voting
	Nil				

C. Unsecured creditors abstained from voting

Sl No	Name of the Unsecured Creditor	Address	Value of Debts as on 05.11.2024 (In Rs)	No of votes
1	Joseph K A	S/O.Augustin, Komban House, Mammiyoor, Guruvayoor P.O, Thrissur-680101	7,75,000	7,75,000

