



CIN: L51909GJ1997PLC031561

7 Shree Shakti Estate, Behind Milan Complex,
Sarkhej-Sanand Cross Road, Sarkhej,
Ahmedabad-382 210 Tel No.: 079-2909 6047
E-Mail: scl31561@gmail.com, Website: www.sctl.in

Date: 29.03.2023

To,
Listing Department,
BSE Limited,
P J Tower, Dalal Street
Mumbai-400001

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013 and Calendar of Events for Postal Ballot

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We enclose herewith copy of Notice of Postal Ballot along with Explanatory Statement, and Calendar of Events for Postal Ballot.

Calendar of Events for Postal Ballot:

Sr. No.		
1.	Cut-off date for ascertaining the list of shareholders/members to whom the notice of Postal Ballot will be sent and also for reckoning voting rights.	Friday, March 24,2023
2.	Date & Time of Commencement Remote E-Voting	Thursday ,March 30,2023 9.00 AM
3.	Date of Closure of Postal Ballot Voting & E-Voting	Friday ,April 28,2023 5.00 PM
4.	Submission of the Postal Ballot Report to the Chairman by the Scrutinizer	On or before Saturday, April 29,2023
5.	Date of declaration of the Result by the Managing Director or other Directors authorized by the Board	On or before Saturday, April 29,2023

You are requested to take the same on your record.

Thanking you,

Yours faithfully,
FOR SUNCARE TRADERS LIMITED



Director/Authorised Signatory

SUNCARE TRADERS LIMITED

CIN: L51909GJ1997PLC031561

Regd. Office: 7, Shree Shakti Estate, Sarkhej- Sanand Cross Road, Behind Milan Complex, Sarkhej, Ahmedabad, Gujarat, 382210

Tel No: +079-29096047

Email: sctl31561@gmail.com, Website: www.sctl.club

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), for seeking the approval of the Members **Suncare Traders Limited (the "Company")** by way of Special Resolution for the business set out hereunder through Postal Ballot through remote e-voting ("Postal Ballot/ E-Voting")

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s Daksha Negi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility for its Members. The E-Voting facility is available at the link www.evoting.nsdl.com from **09:00 AM on Thursday March 30, 2023 up to 05:00 PM on Friday, April 28, 2023**. E-Voting module will be blocked by NSDL at 05:00 PM **Friday, April 28, 2023** and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit her Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before **Saturday, April 29, 2023** and will be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited where the equity shares of the Company is listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at www.sctl.club and on the website of NSDL at www.evoting.nsdl.com.

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

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SPECIAL BUSINESS

Resolution No. 1: Approval For Issuance Of 8, 66,70,000 Fully Convertible Warrants Into Equity Shares On Preferential Basis To an Entities Belonging To Non - Promoter Category:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or reenactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and any amendment thereof and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto 8,66,70,000 (Eight Crore Sixty Six Lacs Seventy Thousand) Fully Convertible Warrants in to Equity Shares (“Warrants”) to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs. 2/- (Rupees Two only) each for cash at an issue price of Rs. 2/- per warrant (Rupees Two only) or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants, to the below-mentioned proposed Allotees, in the manner as follows:

Sr No	Name of Proposed Allotees	Category	No. of Warrant
1	M/s. SHAH ENTERPRISE	Non-Promoter	3,00,00,000
2	M/s. SAVJANI ENTERPRISE	Non-Promoter	3,00,00,000
3	M/s. SIDDHI POWER LIMITED	Non-Promoter	2,66,70,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Warrants is **27th March 2023**, i.e. at least 30 days prior to the last date for e-voting for postal ballot (The Relevant Date shall be at least 30 days prior to the date of passing of the Special Resolution. i.e., 28th day of April 2023, which is the date of ~~Extra Ordinary General Meeting~~ /last date of e voting of the Postal Ballot by the members of the Company in accordance with Section 62(1)(c) of the Act and the applicable Rules there under)”

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- Each Warrant held by the Proposed Warrant Allottee (“Warrant Holder”) shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the “Warrant Exercise Period”).
- The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

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c) Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.

d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be issued and allotted by the Company only in dematerialized form.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottees.

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- (Rupees Two only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**BY ORDER OF THE BOARD
FOR, SUNCARE TRADERS LIMITED**

Registered Office:

**7, Shree Shakti Estate,
Sarkhej- Sanand Cross Road,
Behind Milan Complex, Sarkhej,
Ahmedabad, Gujarat, 382210**

**HARSHADKUMARRATHOD
WHOLE TIME DIRECTOR
DIN: 09698350**

**PLACE: AHMEDABAD .
DATE: 28th MARCH 2023.**

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NOTES:-

1. The approval of shareholders of the Company is solicited by passing special resolution through Postal Ballot/ E-Voting for businesses set out of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on **Friday, March 24, 2023** ("Cut-off Date"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special business is appended.
3. Resolution, if approved, by the shareholders by means of Postal Ballot /E-Voting are deemed to have been passed at a General Meeting of the shareholders and the last date of the E-Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the General Circulars, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at www.sctl.club
5. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "**SUNCARE TRADERS** - Postal Ballot - Registration of e-mail addresses" to Registrar and Transfer Agent of the Company, i.e., Satellite Corporate Services Private Ltd at service@satellitecorporate.com or to the Company at sctl31561@gmail.com with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>. The voting period begins at **09:00 AM on Thursday March 30, 2022 up to 05:00 PM on Friday, April 28, 2023** The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. **Friday, March 24, 2022** may cast their vote electronically.

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The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDe AS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.




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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sctl31561@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sctl31561@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dakshanegi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at evoting@nsdl.co.in

SUNCARE TRADERS LIMITED

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Tel No: +079-29096047

Email: sctl31561@gmail.com, Website: www.sctl.club

4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **Friday, March 24,2023** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Friday, March 24,2023** may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 1 – Approval For Issuance Of 8, 66,70,000 Fully Convertible Warrants Into Equity Shares On Preferential Basis To an Entities Belonging To Non - Promoter Category:

The Special Resolution contained in Item No. 1 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, 2018, to issue and allot the below-mentioned securities to **M/S. Shah Enterprise, M/S. Savjani Enterprise and M/S. Siddhi Power Limited** being entities belonging to **Public Non - Promoter Category** upto **8,66,70,000** Fully Convertible Warrants of face value of Rs. 2/- (Rupees Two Only) each,

The said proposal has been considered and approved by the Board in their meeting held on 28th March 2023.

The offer for the proposed allotment as mentioned above in Item No. 1 shall be made by way of a common offer letter (PAS-4) to be issued after the approval of members.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

1. Objects of the Preferential Issue

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, general corporate purpose, to support the future growth plans of the Company and such other purpose as the Board may decide.

2. The total number of Fully Convertible Warrants into Equity Shares and the price at which to be issued/allotted:

The Board of Directors at its meeting held on 28th March 2023 had, subject to the approval of the Members and such other approvals as may be required, approved to issue and allot upto 8,66,70,000 (Eight Crore Sixty Six Lacs Seventy Thousand) Fully convertible Warrants into Equity Shares of 8,66,70,000 (Eight Crore Sixty Six Lacs Seventy Thousand) at price of Rs. 2/- each aggregating to Rs. 17,33,40,000/- (Rupees Seventeen Crore Thirty Three Lacs forty thousand only.)

3. Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

Only the following Proposed allottee(s), namely, **M/S. Shah Enterprise, M/S. Savjani Enterprise and M/S. Siddhi Power Limited**, belonging to **Public Non - Promoter Category**, intends to subscribe **8,66,70,000** Warrants as under Except aforementioned, none of the promoters, Director or Key Managerial Personnel intends to subscribe to any warrants pursuant to this Convertible Warrants Into Equity Shares On Preferential Basis.

Sr No	Name of Allottees	Catagory	No of Warrants Allotted
1	M/s. SHAH ENTERPRISE	Non-Promoter	3,00,00,000
2	M/s. SAVJANI ENTERPRISE	Non-Promoter	3,00,00,000
3	M/s. SIDDHI POWER LIMITED	Non-Promoter	2,66,70,000
	Total		8,66,70,000

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4. The Shareholding Pattern of the issuer before and after the preferential issue:

Category	Pre issue Shareholding as on 28 th March 2023		No. of Warrants to be Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No. of Shares	Percentage (%)		No. of Shares	Percentage (%)
(A) Promoter& Promoter Group					
(a) Individuals/HUF	0	0.00	0	0	0.00
(b) Bodies Corporate	0	0.00	0	0	0.00
Total shareholding of Promoter& Promoter Group	0	0.00	0	0	0.00
(B) Public					
(a) Institutions Investors(Including Mutual Funds/Banks/ Financial institutions, etc.)	0	0.00	0	0	0.00
(b) Government Holding (IEPF)	0	0.00	0	0	0.00
Total shareholding of Promoter& Promoter Group	0	0.00	0	0	0.00
(c) Non-Institution	-	-	-	-	-
Individuals	159396427	94.69	0	159396427	62.51
Body Corporates	5178050	3.08	26670000	31848050	12.50
Any other (including HUF,Firms ,Trusts, NRI, etc)	3755523	2.23	60000000	63755523	24.99
Total Public shareholding	168330000	100	86670000	255000000	100
(C) Non-Promoter-Non-Public					
Shares Held by Employee Trust	0	0.00	0	-	-
Total (A+B+C)	168330000	100	86670000	255000000	100

Post shareholding structure may change depending upon any other corporate action in between.

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5. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No.1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

6. Securities to be issued, particulars of the proposed Allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee and the percentage of post preferential issue capital that may be held by them:

The identity of the natural person who is the ultimate beneficial owner of the shares allotted is given in the following table

Name of The Proposed Allottee	Category	Present Pre-Issue Shareholding		Proposed No. of Warrants to be Allotted	Post Issue Shareholding (Presuming Full conversion of Warrants)		Ultimate Beneficial Owner
		Pre-Issue Holding	% Total Equity Capital		Post-Issue Holding	% Total Equity Capital	
M/s. SHAH ENTERPRISE	Non-Promoter	Nil	Nil	3,00,00,000	3,00,00,000	11.76	Mr. Hasmukh Parmar and Ms.Shobhnaben Siklighar
M/s. SAVJANI ENTERPRISE	Non-Promoter	Nil	Nil	3,00,00,000	3,00,00,000	11.76	Mrs. Jyotsanaben Panchal and Ms. Riya Vyas
M/s. SIDDHI POWER LIMITED	Non-Promoter	Nil	Nil	2,66,70,000	2,66,70,000	10.46	M/S. Siddhi Power Limited

7. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

8. The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter.

The allottees post the preferential issue is "Non Promoter".

9. Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottee and the equity shares to be allotted on preferential basis to the persons belonging to Public Non- Promoter Category Group shall be subject to lock-in', in accordance with Regulation 167of the SEBI ICDR Regulations, 2018.

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10. Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

a. It shall re-compute the price of the Equity Shares issued in terms of the provisions of ICDR Regulations, where it is required to do so.

b. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed Allottee.

I. Pricing of the preferential issue which is more than 5% of Shares.

The Fully Convertible warrants into equity shares has been allotted at a price of Rs.2/- per warrant (As the warrants can not be issued at less than the price of face value.) As per relevant date the price is of Rs.1.20/- per warrants which is less than the price determined in accordance with the relevant SEBI ICDR Regulations which are summarized as under. Balance amount will be paid by the allottees to the company.

(a) Price as per Regulation 164 of SEBI ICDR Regulations - higher of the following (1) or (2).

(1) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date; or

(2) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date

OR

(b) Price as per Regulation 166 A(1) of SEBI ICDR Regulations –

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

(1) Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or

(2) The price determined under the valuation report from the independent registered valuer or

(3) The price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

The price determined as per the valuation report dated 28th March 2023 from M/S Monika Gaurav Gupta an independent registered valuer having Registration No.: IBBI/RV/03/2021/14089, Address At A-802, Amrapali Lakeview Tower, Nr. Ahmedabad One Mall, Vastrapur, Ahmedabad – 380054 The valuation report has been annexed to the explanatory statement and also being hosted on the website of the Company at the address at www.sctl.club

Whichever is higher.

11. Relevant date with reference to which the price has been arrived at

The “Relevant Date” in terms of Regulation 161 of the SEBI ICDR Regulations is 27th March 2023 which is at least 30 (Thirty) days prior to the date of e voting of postal ballot notice., i.e. 28th April 2023., to for allotment made through Preferential basis.

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12. Practicing Company Secretary Certificate:

The certificate from Ms Daksha Negi, Practicing Company Secretary, Ahmedabad certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results or also being hosted on the website of the Company at the address at www.sctl.club

13. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

14. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolution as set out in item no.1 of this notice for the issue Warrants, on a preferential basis, to the persons belonging to the public Non-Promoter Group category by way of Special Resolution.

15. Other Disclosures

a. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulters or a fraudulent borrowers.

b. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.

c. The Company is eligible to make the Preferential Issue to its allottees under Chapter V of the SEBI ICDR Regulations.

d. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

e. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI there under

**BY ORDER OF THE BOARD
FOR, SUNCARE TRADERS LIMITED**

Registered Office:

7, Shree Shakti Estate,
Sarkhej- Sanand Cross Road,
Behind Milan Complex, Sarkhej,
Ahmedabad, Gujarat, 382210

PLACE: AHMEDABAD
DATE: 28TH MARCH 2023.

**HARSHADKUMARRATHOD
WHOLE TIME DIRECTOR
DIN: 09698350**