

DENTAX (INDIA) LIMITED

**MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata – 700 001
CIN: L51109WB1984PLC037960**

NOTICE OF EXTRAORDINARY GENERAL MEETING

To the Members,

NOTICE is hereby given that the **Extraordinary General Meeting** of the Members of **Dentax (India) Limited** will be held at its registered office situated at **MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata – 700 001, on Saturday, the 11th day of February, 2023 at 12:00 Noon** to transact the following businesses: -

SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT, pursuant to Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be increased from Rs. 2,25,00,000/- (Rupees Two Crore Twenty-Five Lakhs only) divided into 22,25,000 (Twenty-Two Lakhs Twenty-Five Thousand Only) Equity Shares of Rs. 10/- each to Rs. 10,10,00,000 (Rupees Ten Crores Ten Lakhs only) divided into 1,01,00,000 (One Crores One Lakhs Only) Equity Shares of Rs. 10/- each and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the same with the following new clause.

“V. The Authorized Share Capital of the Company is Rs. 10,10,00,000/- (Rupees Ten Crores Ten Lakhs only) divided into 1,01,00,000 (One Crores One Lakh Only) Equity Shares of Rs. 10/- each.”
The Company has power to divide the Share Capital for the time being into several classes and to increase or reduce its Capital from time to time and to vary, modify or abrogate any rights privileges or condition attached to any class of Shares in accordance with the provisions of the Companies Act and the regulations of the Company.”

"RESOLVED THAT, Article 5 of the Articles of Association of the Company be and is hereby altered by substituting the same with the following new Article.

"RESOLVED THAT, Article 3 of the Articles of Association of the Company be and is hereby altered by substituting the same with the following new Article.

“5. The Authorized Share Capital of the Company is Rs. 10,10,00,000 (Rupees Ten Crores Ten Lakhs only) divided into 1,01,00,000 (One Crores One Lakh Only) Equity Shares of Rs. 10/- each. The Company may from time to time by Special Resolution increase its authorised share capital by such sum and to be divided into Shares of such amount as may be specified in the resolution.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

Website: www.dentaxindialimited.com Phone: 033 4044 5753

E-mail: dentaxindialtd@gmail.com

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PUBLIC SHAREHOLDERS

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable (the **“Act”**), the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), the provisions of the Memorandum of Association and Articles of Association of the Company and such other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), stock exchange and/or any other statutory / regulatory authority as may be applicable to the preferential issue of Equity Shares (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of SEBI, RBI, stock exchange, ROC, or such other bodies or authorities as may be required by law and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions, the consent of the members of the Company be and is hereby accorded to the Company to offer, issue, and allot, in one or more tranches, up to 81,00,000 (Eighty One Lakh only) Equity Shares of Rs.10/- each on preferential allotment/private placement basis at a price of Rs. 10.00/- (Ten Only) per Equity Share for cash, aggregating up to Rs.81,00,00,000/- (Rupees Eight Crore Ten Lakh Only) in accordance with SEBI ICDR Regulations to the following persons on such terms and conditions as the Board, in its absolute discretion, thinks fit:

Sr. No.	Name of the Proposed Allottee(s)	Category of Allottee(s)	No. of Shares proposed to be subscribed
1	Sumit Govind Sharma	Promoter	5,000
2	Priya Sharma	Promoter	9,95,000
3	Koushal Sharma	Promoter	1,00,000
4	Cabana Management Consultancy Pvt Ltd	Promoter	63,00,000
5	Investic Investment Pvt Ltd	Public	6,02,500
6	Amit Singh	Public	48,750
7	Devender Mishra	Public	48,750

“RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the proposed allottees by way of a preferential issue shall, *inter-alia*, be subject to the following:

- The Equity Shares shall be issued and allotted by the Company to the proposed allottees in dematerialised form within period of 15 (fifteen) days from the date of passing of this resolution; provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- The Equity Shares to be offered, issued and allotted shall rank *pari-passu* in all respects with the existing Equity Shares of the Company including the payment of dividend, if any;
- The **“Relevant Date”** for the offer, issue and allotment of the Equity Shares by way of a preferential issue, as per the SEBI ICDR Regulations, for determination of minimum price for the issue of said Equity Shares is 12th day of January, 2023 being the date 30 days prior to the date of Extra General Meeting i.e., **11th day of February, 2023**.
- The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations;

- e) The Equity Shares so offered, issued and allotted will be listed on Stock Exchange(s) where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals; and
- f) The full consideration for subscription to the Equity Shares shall be received along with the application and shall be received from the respective bank accounts of the proposed allottees.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide other terms and conditions of the issue of abovementioned Equity Shares and to vary, modify or alter any terms and conditions of the issue of Equity Shares as it may, in its absolute discretion, deem fit and expedient.”

“RESOLVED FURTHER THAT the draft of the Private Placement Offer Letter as approved by the Board of Directors, be and is hereby approved and the Board of Directors of the Company be and is hereby authorized to issue the same to the proposed allottees for inviting subscription to the proposed issue of Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby to do all such acts, deeds and things as may be necessary, incidental or expedient for the issue of Equity Shares of the Company on preferential basis including delegation of all or any of the power conferred by this resolution to any of its committee or any director(s) or officer(s) of the Company and to resolve and settle all the question and doubts that may arise while implementing the issue and allotment of Equity Shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:
MMS Chambers, 4A, Council House Street,
1st Floor, Room No. D1,
Kolkata – 700 001
Dated: 11th day of January, 2023

By Order of the Board
For, **Dentax (India) Limited**

S/d

Nita Agarwal
Whole-time Director
DIN:07092762

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE RXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to all items of Special Business of the notice is annexed hereto and form part of this Notice.
3. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
4. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra Ordinary General Meeting.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

6. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
7. A copy of the documents referred to in the Notice and accompanying Explanatory statement will be open for inspection to the Members at The Registered Office of the Company during office hours on all working days except Saturdays, Sundays and holidays between 11:00 A.M to 13:00 P.M upto the date of EGM without any fee.
8. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP Nos. for easier identification of the attendance at the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
10. Members holding shares in demat form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
11. Members holding shares in physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, **M/s. ABS Consultant Private Limited**.
12. Members are requested to intimate immediately change of Address, if any, to the Registrar of the Company, **M/s. ABS Consultant Private Limited** or the Company.
13. Members still possessing the Share certificates issued prior to 25th July, 1988 are requested to surrender the said certificates for the reduced shareholdings as the new share certificates are only eligible for demat.
14. Members holding shares in demat mode are requested to send correct bank details (including MICR NO., IFSC Code, Account type etc.) to their respective depository Participant. Members holding shares in physical form are requested to send such Bank Details along with a cancelled cheque to our Registrar **M/s. ABS Consultant Private Limited**, Stephen House, B.B.D. Bag, 6th Floor, Room No.99, Kolkata-700 001.
15. The Company is concerned about the environment and utilization of natural resources in eco-friendly and sustainable manner. We therefore request you to register your e-mail ID with your Depository Participant(s) to enable us to send Notice along with Explanatory Statement via e-mail and hard copies will only be sent to the members who are not available on the e-mail. Members can also refer their folio number/ client ID and send their contact information along with email Id to the Company at **dentaxindialtd@gmail.com**.
16. Members may also note that the notice of the Extraordinary General Meeting to be held on 11th day of February, 2023 will be available on the Company's website **www.dentaxindia.com** for their download. Members are also entitled to receive the physical copies of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the e-mail ID: **dentaxindialtd@gmail.com**.
17. **VOTING THROUGH ELECTRONIC MEANS:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the

members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by Central Depository Services (India) limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility and a member may avail of the facility at his/her/its discretion. The instructions of e-voting are as under:

- II. The facility for voting through ballot paper shall be made available at the Extra Ordinary General Meeting (EGM) and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the Extra Ordinary General Meeting (EGM) may also attend the Extra Ordinary General Meeting (EGM) but shall not be entitled to cast their vote again.
- III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 the Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode i.e., with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is also in progress and will also be able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you</p>

	<p>will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>(2) If the user is 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.jsp</p> <p>(3) 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. Once the home page of e-Voting system is launched, click on the icon</p> <p>“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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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., CDSL and NSDL

Login type	Helpdesk details
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 and 022- 23058542-43.
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.

IV. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The remote e-voting period commences on February 08th, 2023 (10.00 a.m. IST) and ends on February 10th, 2023 (17.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 4, 2023, may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- 2) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- 3) Click on “Shareholders” tab.
- 4) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 7) However, if you are a first-time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN*	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- V. After entering these details appropriately, click on “SUBMIT” tab.
- VI. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VIII. Click on the EVSN for the relevant Company name i.e., Dentax (India) Limited on which you choose to vote.
- IX. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- X. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- XI. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIII. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XIV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XV. Note for Non-Individual Shareholders & Custodians
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES/RTA.

1. For Physical shareholders – please provide necessary details like Mobile No., 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 Aadhaar Card) or any address proof (voter id proof, driving license, bank passbook particulars, latest electricity bill/telephone bill) by email to Company at vaishno.cement@gmail.com / RTA at skcdilip@gmail.com.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

18. Institutional Members/Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at scrutinizermanishacs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before **10th February, 2023** up to 17:00 P.M. without which the vote shall not be treated as valid.
19. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 4th February, 2023.

20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 4th February, 2023. The facility of e-voting shall be provided once for every folio/client id, irrespective of the number of joint holders.
21. Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized, as on the cutoff date of 4th February, 2023 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.
22. Notice of the EGM along with attendance slip, proxy Form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of same are being sent through the permitted mode.
23. Any person who acquired shares and became Member after dispatch of Notice of Extraordinary General Meeting and holds shares after the cut-off date i.e., 4th February, 2023, are requested to send the written/ email communication to the Company at dentaxindialtd@gmail.com by mentioning their Folio No./ DP ID and Client ID to obtain the Login-ID and password for e-voting.
24. **Ms. Manisha Lath, Company Secretary (Membership No. FCS 11683, C.P. No. 16768)** has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through post in a fair and transparent manner. The Scrutinizer will submit, not later than three days from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.vaishnocement.com** and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to the Metropolitan Stock Exchange of India Limited and the Calcutta Stock Exchange Limited, where the shares of the Company are listed.
26. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

ITEM NO. 1

In order to accommodate the shares to be allotted and resultant shares to be allotted on conversion of warrants on preferential basis and future requirements, the Board of Directors at their meeting held on 11.01.2023 have decided to increase the existing Authorized Share Capital from Rs. 2.25 Crores to Rs. 10.10 Crores divided in to 1.01 crores Equity Shares of Rs. 10/- each. The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association and Article 5 of the Articles of Association.

The Board recommends the Special Resolution as set out at Item No.1 of the Notice for approval of the shareholders for increase in authorised share capital.

None of the Directors/Key Managerial Personnel and their relatives are interested or concerned financially or otherwise in the said resolution.

ITEM NO. 2:

The Board of Directors of the Company has, at its meeting held on 11.01.2023, approved a proposal to raise fund up to Rs. 810,00,000/- through issue of equity shares of Rs. 10 each (“**Equity Shares**”) on preferential basis to identified investors to meet the working capital requirements and general corporate purposes of the Company in compliance with provision of sections 42 and 62 of the Companies Act, 2013 and the provisions of the Chapter V of the Securities Exchange and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and other applicable rules, regulations and guidelines issued there under.

In terms of provisions of section 42 read with section 62(1)(c) of the Companies Act, 2013 and rules made there under and the SEBI ICDR Regulations, the issue and allotment of Equity Shares to certain identified investors requires prior approval of the members of the Company by way of a special resolution. Accordingly, the proposed resolution is being circulated for your consideration and approval.

Information pertaining to the proposed preferential allotment in terms of the Chapter V of the SEBI ICDR Regulations in addition to the disclosures required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below:

1. Particulars of the Issue:

The Company proposes to issue up to 81,00,000 Equity Shares of face value Rs. 10 each at a price of Rs. 10 per Equity Share for cash aggregating up to Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lakhs Only).

2. Object(s) of the Issue:

The objects of the Issue are to meet the working capital requirements and general corporate purposes of the Company.

3. Intention of promoters, directors or key managerial personnel of the issuer to subscribe to the offer and contribution made by promoters and directors as a part of offer or separately in furtherance of objects of the offer:

None of the Promoters/Directors/Key Management Personnel intend to subscribe to this offer and has not made any contribution in furtherance of the objects stated above.

4. The price at which the allotment is proposed:

The Equity Shares are proposed to be issued at a price of Rs. 10.00 per Equity Share.

5. Basis of arriving at the Issue Price:

The Equity Shares of the Company are not frequently traded within the meaning of Regulation 164 of the SEBI ICDR Regulations and accordingly, The Issue price has been decided by the Board in accordance with Regulation 165 of the SEBI ICDR Regulations on the basis of valuation report dated January 11th, 2023 issued by CS SHREYANSH M JAIN, CS (“Valuer”). The Valuer has estimated fair value of equity shares of the Company as Rs. 10.00/- per Equity Share and accordingly, considering the valuation report of the Valuer, the board of directors of the Company has decided to issue the Equity Shares at a price of Rs. 10.00 per Equity Share.

6. Relevant date:

The relevant date for the purpose of the proposed issue in terms of Regulation 161 of the SEBI ICDR Regulations is 12th January, 2023, i.e., the date thirty days prior to the date of EGM.

7. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons other than the promoters and promoter group, directors and Key Managerial Personnel of the Company.

8. The proposed time within which the allotment shall be completed:

The Allotment shall be completed within 15 days from the date of passing of the special resolution by the members. However, in case of any statutory or regulatory approval from any authority for issue and allotment of Equity Shares is pending, the allotment shall be completed within 15 days of receipt of such statutory or regulatory approval.

9. The Identity of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Proposed Allottee(s)	Category of Allottee(s)	No. of Shares proposed to be subscribed
1	Sumit Govind Sharma	Promoter	5,000
2	Priya Sharma	Promoter	9,95,000
3	Koushal Sharma	Promoter	1,00,000
4	Cabana Management Consultancy Pvt Ltd	Promoter	63,00,000
5	Investic Investment Pvt Ltd	Public	6,02,500
6	Amit Singh	Public	48,750
7	Devender Mishra	Public	48,750

10. The change in control, if any, in the Company that would occur consequent to the preferential offer:

Change in the control of the Company would occur consequent to the proposed preferential offer.

11. Pre issue and post issue shareholding pattern of the Company is as under:

The shareholding pattern before and after the Issue would be as under:

Sr. No.	Particulars	Pre-Issue		Post Issue*	
		No. of Shares held	% Of share holding	No. of Shares held	% Of share holding
A	Promoters' holding:				
1	Indian				
	Individual	15,000	0.75	11,15,000	11.06
	Bodies Corporate	220	0.01	63,00,220	0.00
	Sub Total	15,220	0.76	74,15,220	62.51
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	15,220	0.76	74,15,220	73.57
B	Non-Promoters' holding:				
1	Institutional investors	0	0	0	0
2	Non-Institutional investors				
	Private body corporates	4,77,000	24.12	10,79,500	10.71
	Directors and relatives	0	0	0	0
	Indian public	14,86,100	75.12	15,83,600	15.72
	Other (including NRI)	0	0	0	0
	Sub Total (B)	19,63,100	99.24	26,63,100	26.43
	Grand Total	19,78,320	100.00	1,00,78,320	100.00

*assuming full subscription by the proposed allottees.

12. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No preferential allotment has been made during last year.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable as the allotment is proposed to be made for cash.

14. Undertaking of re-computation of the Issue Price:

Since the Equity Shares of the Company are listed for more than 26 weeks preceding the relevant date, the provisions concerning the re-computation of the Issue Price is not applicable to the Company.

15. Lock-in:

The Equity Shares issued under the proposed preferential issue shall be locked-in for a period of one year from the date of receipt of trading approval from the stock exchange.

Further, the pre-issue Equity Shares, if any held by the proposed allottees shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

16. Disclosure as per Schedule VI of the SEBI ICDR Regulations:

Neither the Company nor any of its promoters or directors is a wilful defaulter and accordingly, the disclosure as specified under Schedule VI of SEBI ICDR Regulations is not applicable to the Company.

17. Auditors' Certificate:

A copy of auditors' certificate certifying that the proposed issue is being made in accordance with the provisions of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on any business day during working hours till the last date of receipt of postal ballot forms by the Scrutinizer.

The fund received from the proposed preferential issue will be applied for the objects as stated hereinbefore and thus, the proposed issue is in the interest of the Company. Accordingly, the Board recommends the proposed motion be passed as a special resolution.

The copy of valuation report and other documents as referred in this resolution will be available for inspection at registered office of the Company during business hours on any working day till the last date of receipt of postal ballot forms by the Scrutinizer.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

Registered Office:
MMS Chambers, 4A, Council House Street,
1st Floor, Room No. D1,
Kolkata – 700 001
Dated: 11th day of January, 2023

By Order of the Board
For, **Dentax (India) Limited**

S/d

Nita Agarwal
Whole-time Director
DIN:07092762

Dentax (India) Limited

CIN: L51109WB1984PLC0379607

MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata-700 001

E-mail: dentaxindia ltd@gmail.com Website: www.dentaxindia.com Phone: +91 99038 08597

PROXY FORM [MGT-11]

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :
Registered Address :
E-mail Id :
Folio No./Client Id :
DP Id :

I/We, being the member(s) of Dentax (India) Limited, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature :
or failing him

2. Name :
Address :
E-mail Id :
Signature :
or failing him

3. Name :
Address :
E-mail Id :
Signature :
or failing him

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Saturday, 11th day of February, 2023 at 12:00 Noon at its registered office situated at MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata-700 001, and at any adjournment thereof in respect of such resolutions as are indicated below: -

Resolution No.

- 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.
- 2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PUBLIC SHAREHOLDERS.



Signed thisday of..... 2022.

Signature of Proxy holder(s):

NOTES: 1. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/ AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

Dentax (India) Limited
CIN: L51109WB1984PLC0379607

MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata-700 001
E-mail: dentaxindia ltd@gmail.com Website: www.dentaxindia.com Phone: +91 99038 08597

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extraordinary General Meeting on Saturday, 11th day of February, 2023 at 12:00 Noon.

Member's Folio No. / DPID & CLID No. _____ No. of Shares _____

Mr./Ms./M/s.: _____

(Member's Proxy's Name in **BLOCK LETTERS**)

I/we, hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Saturday, 11th day of February, 2023 at 12:00 Noon at **its registered office situated at MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata-700 001.**

I, certify that I am a registered Shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General meeting of the Company at its registered office situated at **MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata-700 001, on Saturday, 11th day of February, 2023 at 12:00 Noon.**

.....
Member's /Proxy's Name in Block Letters

.....
Member's/Proxy's signature

Note: 1. Members/Proxy holders wishing to attend the meeting must bring their duly filled and signed Attendance Slip with them. Duplicate slips will not be issued at the venue of the meeting.

1. No Gift/Coupon Will Be Distributed at The Annual General Meeting.

Dentax (India) Limited
CIN: L51109WB1984PLC0379607

MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata-700 001
E-mail: dentaxindia@td@gmail.com Website: www.dentaxindia.com Phone: +91 99038 08597

4. Name & Registered address of the sole/ First Named Shareholder :
5. Name of the Joint Holder(s) if any :
6. Registered Folio No./ DP ID & Client ID :
7. No. of equity shares held :

Dear Member,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the company is pleased to provide E-voting facility to the members to cast their vote electronically on all resolutions proposed to be considered at the Extraordinary General Meeting (“EGM”) to be held on Saturday, 11th day of February, 2023 at 12:00 Noon at its registered office situated at MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata-700 001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	USER ID	PAN/ Sequence No.

The e-voting facility will be available during the following voting period:

Remote e-Voting starts on	Remote e-Voting ends on
8 th February, 2023 (10:00 A.M.)	10 th February, 2023 (17:00 P.M.)

Registered Office:
MMS Chambers, 4A, Council House Street,
1st Floor, Room No. D1,
Kolkata – 700 001
Dated: 11th day of January, 2023

By Order of the Board
For, **Dentax (India) Limited**

S/d

Nita Agarwal
Whole-time Director
DIN:07092762

Dentax (India) Limited
CIN: L51109WB1984PLC0379607

MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, Kolkata-700 001
E-mail: dentaxindia@gmail.com Website: www.dentaxindia.com Phone: +91 99038 08597

Sl. No.	Events	Date	Remarks
1.	Date of Extraordinary General Meeting (EGM)	11.02.2023	12:00 Noon.
2.	Date of completion of dispatch of notice along with proxy form to the shareholders and stock exchange & Notice by E-mail to shareholders by COMPANY/RTA	20.01.2023	
3.	1 ST Cutoff date for sending EGM Notice	13.01.2023	
4.	2 ND Cutoff date for e voting (Data file)	03.02.2023	
5.	E-voting Start Date and Time	08.02.2023	10:00 A.M.
6.	E-voting End Date and Time	10.02.2023	17:00 P.M.
8.	Name of Scrutinizer with ID.... (As registered with CDSL)	Manisha Lath scrutinizermanishacs@gmail.com ID: 83945	
9.	Company published an advertisement in two Newspaper (English & Bengali) at least 21 days before the date of EGM.	21.01.2023	
10.	Scrutinizer within a period of 2 (Two) days from the date of conclusion of EGM make Scrutinizer report and submit to the Chairman.	13.02.2023	
11.	Date of declaration of results along with Scrutinizer Report	13.02.2023	
12.	Submit outcome of the EGM to stock Exchange	13.02.2023	
13.	File u/s 44B of the Listing Regulations to Stock Exchange within 48 hours of EGM.	13.02.2023	
14.	Place on the website of the company and on the website of Agency immediately after the result is declared by the chairman.	13.02.2023	
15.	ISIN Number of the company.	INE797T01013	

Registered Office:
MMS Chambers, 4A, Council House Street,
1st Floor, Room No. D1,
Kolkata – 700 001
Dated: 11th day of January, 2023

By Order of the Board
For, **Dentax (India) Limited**

S/d

Nita Agarwal
Whole-time Director
DIN:07092762