

DENTAX (INDIA) LIMITED

CIN: L51109WB1984PLC037960

THIRTY NINTH ANNUAL REPORT
2022-2023

DENTAX (INDIA) LIMITED

BOARD OF DIRECTORS

SMT. NITA AGARWAL	-	WHOLE-TIME DIRECTOR
SHRI. KAILASH DHANUKA	-	DIRECTOR
SHRI. PANKAJ DHANUKA	-	DIRECTOR
SHRI. ASHISH GOENKA	-	DIRECTOR
SHRI. KIRAN ASHOK THAKURAL	-	DIRECTOR

AUDITOR

Bijan Ghosh & Associates

Chartered Accountants,

C-16 Green Park, P Majumder Road, Kolkata - 700078

REGISTERED OFFICE

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

E-mail: dentaxindia ltd@gmail.com;

Website: www.dentaxindialimited.com

REGISTRAR AND SHARE TRANSFER AGENTS

*M/S. ABS Consultants Private Limited,
4, B. B. D. BAG (EAST), Stephen House,
6th Floor, Room No. 99,
Kolkata- 700 001*

DIRECTOR'S REPORT

Dear Members,

The Board of Directors of Dentax (India) Limited are pleased to present the Thirty-Ninth Annual Report for the Financial Year ended 31st March, 2023, together with the Auditors' Report and Audited Accounts for the Financial Year 2022- 2023.

FINANCIAL RESULTS:

The summarized performance of the Company for the Financial Years 2022-2023 and 2021-2022 are as under:

	(Amount Rs.000)	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Total Revenue	24,23.843	36,65.424
(Loss) / Profit before Finance Cost, Depreciation and Taxation	13,96.600	21,64.563
Less: Finance Cost	-	-
Less: Depreciation	15.814	18.638
Less: Provision for Taxation	-	-
Less: Tax adjustments of earlier years	97.912	-
(Loss) / Profit for the Year	13,80.785	21,45.925
Add: Balance B/F from Previous Year	1,50,64.027	12,918.102
Add: Adjustment for OCI	2,31.938	-
Balance Profit C/F to the next year	1,66,76.750	1,50,64.027

FINANCIAL PERFORMANCE:

During the year under review, your Company recorded Profit before Depreciation & Taxation of **Rs. 14,78,698/-** as against Profit of **Rs. 21,45,925/-** in the Previous Year.

DIVIDEND & RESERVES:

The Board of Directors of your Company has decided not to declare any Dividend during the Financial Year so as to retain the earnings for better working in the future. During the Financial Year under review, the Company has not transferred any sum to the General Reserve.

CHANGES IN SHARE CAPITAL:

There has been no change in the equity share capital of the Company during the Financial Year under review.

PUBLIC DEPOSITS:

Your Company has not accepted any public deposits and, as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

Your Company do not have any Subsidiary Company, Joint Venture or Associate Companies as on the date of the Balance Sheet.

LISTING:

The equity shares of the Company are presently listed on The Calcutta Stock Exchange Ltd. and the listing fees on the said Stock Exchange for the Financial Year 2022-2023 has not been paid.

STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

The Company is concentrating mainly in textile business and there has been no change in the business of the Company during the financial year ended 31st March, 2023.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Since your Company does not fall under the threshold laid down in section 135 of the Companies Act, 2013, the provision of section 134(3)(o) of the Companies Act, 2013 is not applicable and no disclosure is required by the Board.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Since the paid-up share capital of your Company and its net-worth was below the prescribed limit as per the regulation 15 of SEBI (LODR), Corporate Governance is not mandatory on the Company during the financial year 2022-2023. Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015 is set out in the annexure A forming part of the Annual Report.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of the Act and the Company's Article of Association, Mr. Kailash Dhanuka, (DIN: 00983370) retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment in compliance with provisions of Companies Act, 2013.

During the Financial Year under review, Ms. Sweety Jhunjhunwala was resigned as Company Secretary of the Company w.e.f 30th April, 2022. And Mr. Surya Prakash Maheshwari was appointed as Company Secretary of the Company w.e.f 29th October, 2022

PARTICULARS OF EMPLOYEES:

Statement of personnel particulars of employee's pursuant to Section 197(12) of the Companies Act, 2013 are not applicable since none of the employees are in receipt of remuneration in excess of the limits specified herein (Rs. 8,50,000/- per month or Rs. 1,02,00,000/- per annum) during the Financial Year under review.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Companies Act, 2013 the Board of Directors here by state and confirm that: -

- ❖ In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ❖ The Directors had selected such accounting policies and applied consistently and have made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31.03.2023 and of the profit of the Company for the year ended 31.03.2023;
- ❖ The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- ❖ The Directors had prepared the annual accounts on a going concern basis;

- ❖ The Directors, had laid down Internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- ❖ The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF BOARD MEETINGS:

During the Financial Year under review, meeting of the Board of Directors were held on 30.04.2022, 12.07.2022, 29.10.2022, 13.1.2023, and 24.03.2023, and its details are as follows:

Name of Directors	No.of Board Meeting(s) attended
Nita Agarwal	5/5
Pankaj Dhanuka	5/5
Kailash Dhanuka	5/5
Ashish Goenka	5/5

The Company has duly complied with the provisions related to Notice, Minutes and Meetings as prescribed under the Companies Act, 2013 and Rules made thereunder, if any.

COMMITTEES OF BOARD:

- **AUDIT COMMITTEE:**

In compliance with the provisions of section 177 of the Companies Act,2013 and relevant rules made thereunder, the Company has constituted the Audit Committee and the Audit Committee of the Board of Directors met four times during the financial year under review.

Name of Directors	Chairman/ Members	No.of Board Meeting(s) attended
Pankaj Dhanuka	Chairman	4/4
Nita Agarwal	Member	4/4
Kailash Dhanuka	Member	4/4
Asish Goenka	Member	4/4

- **NOMINATION AND REMUNERATION COMMITTEE:**

In compliance with the provisions of section 178 of the Companies Act, 2013 and relevant rules made thereunder, the Company has constituted the Nomination and Remuneration Committee and the details of composition of the Nomination and Remuneration Committee of the Board of Directors are as under:

Name of Directors	Chairman/ Members	No. of Board Meeting(s) attended
Pankaj Dhanuka	Chairman	1/1
Kailash Dhanuka	Member	1/1
Asish Goenka	Member	1/1

- **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

In compliance with the provisions of section 178 of the Companies Act,2013 and relevant rules made thereunder, the Company has constituted the Stakeholders Relationship Committee and the and the details of composition of the Stakeholders Relationship Committee of the Board of Directors are as under.

Name of Directors	Chairman/ Members	No.of Board Meeting(s) attended
Pankaj Dhanuka	Chairman	4/4
Kailash Dhanuka	Member	4/4
Asish Goenka	Member	4/4

DECLARATION BY INDEPENDENT DIRECTOR:

Mr. Pankaj Dhanuka, Mr. Kailash Dhanuka & Mr. Ashish Goenka are the Independent Directors on the Board of your Company and they fulfill the conditions of Independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and meet with the requirement of the Listing Agreement entered into with the Stock Exchanges. A format letter of appointment to Independent Director as provided in Companies Act, 2013 and the repealed Listing Agreement has been issued and disclosed on the website of the Company viz. www.dentaxindialimited.com. Further, the Independent Directors of your Company, in the meeting held on 13.02.2023 has reviewed performance evaluation of Non-Independent Directors of the Company and other agendas in line with the requirement of the Listing Agreement read with applicable provisions of Schedule IV of the Companies Act, 2013 were transacted thereat.

EXTRACT OF ANNUAL RETURN:

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is enclosed as Annexure A.

SECRETARIAL AUDIT:

In terms of Section 204 of the Act and Rules made there under, Ms. Manisha Lath, Practicing Company Secretary, had been appointed Secretarial Auditor of the Company. The Secretarial Audit Report, enclosed as Annexure B is self-explanatory and does not call for any further comments.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Your Company has given loan, guarantee in accordance with the Section 186 of the Companies Act, 2013.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM SYSTEM:

The Company as per the section 177 of the Companies Act, 2013 and applicable clause of the Listing Agreement formulated the Vigil (Whistle Blower) Mechanism which aims to provide a channel to the Directors and employees to report to the management instances of unethical behavior, actual or unsuspected fraud or violation of the Company's code of conduct. The policy provides adequate safeguard against victimization of employees and Directors who avail of Whistle Blower/Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee etc.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year ended 31.03.2023 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the Financial Year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Committee. The Board of Directors expressed their satisfaction with the evaluation process.

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee of the Board has formulated the Nomination and Remuneration Policy, which broadly laid down the various principles for selection, appointment and payment of remuneration. The said policy provides the procedure for selection and appointment of Board Members, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of your Company along with detailed framework for remuneration to be paid to the members of the Board of Directors, Key Managerial Personnel (KMPs) and the Senior Management Personnel (SMPs) of the Company. The Nomination and Remuneration Committee identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the

recommendations of the Committee, the Board evaluates the candidate(s) and decide on the selection of the appropriate member. The Committee along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The Board members should be qualified, independent and have positive attributes. Brief aforesaid Policy has been produced as hereunder:

(i) The remuneration policy aims to enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level.

(ii) The remuneration policy seeks to enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder's interests, industry standards and relevant Indian corporate regulations.

(iii) The remuneration policy will ensure that the interests of the Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the Company and will be consistent with the "pay-for-performance" principle.

(iv) Remuneration package largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his individual performances, etc.

INTERNAL FINANCIAL CONTROL:

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. Efforts are made by the management to maintain a sound financial and commercial practice capable of improving the efficiency of the operations and sustainability of the business. The system ensures that all the assets are safeguarded and protected against loss from unauthorized use or disposition and those are authorized, recorded and reported correctly. All operating parameters are monitored and controlled. The Audit Committee of the Board of Directors also reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them, from time to time.

RISK MANAGEMENT POLICY:

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximise the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations

CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE

EARNINGS & OUTGO:

As required under Section 134(3)(m) of the Companies Act, 2013 read with the and Rule 8(3) of Companies (Accounts) Rules, 2014 the Company has no activity involving conservation of energy or technology absorption, foreign exchange earnings and outgo.

BUSINESS RESPONSIBILITY REPORTING:

The Business Responsibility Reporting as required by Regulation 34 of the SEBI Listing Regulation is not applicable to your Company for the financial year ended as on March 31st, 2023.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors, Officers and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors, Officers and the designated employees while in possession of unpublished price sensitive information in relation

to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

ACKNOWLEDGEMENT:

Your directors wish to place on record their appreciation of the contribution of employees at all levels. Your directors also take this opportunity to thank the Company's Bankers, Shareholders and all others concerned for their valuable support and co-operation extended to the Company.

Place: Kolkata

Date: 30th day of May, 2023

For and on behalf of the Board

For and on behalf of the Board

S/d

S/d

Nita Agarwal
Wholetime Director
DIN: 07092762

Kailash Dhanuka
Director
DIN: 00983370

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Annexure – ‘A’

(Forming part of Director’s Report for the financial year ended 31st March, 2023)

Industry Structure and Development: India’s textile sector is one of the oldest industries in the Indian economy and has an overwhelming presence in the economic life of the country. It plays a vital role in employment generation, export earnings and in industrial output. India is among the few textile manufacturing countries in the world which is fully integrated from fiber to finished products.

India’s textiles sector is one of the oldest industries in Indian economy dating back several centuries. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganized sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organized sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital-intensive sophisticated mills sector at the other end of the spectrum. The decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world. Roll out of Goods & Service Tax (GST) has proved to be good for the economy in terms of spurring growth, competitiveness and indirect tax simplification.

Opportunities and Threats:

The future for the Indian textile industry looks promising, buoyed by strong domestic consumption. The Government has introduced the Amended Technology Upgradation Fund Scheme (ATUFS) to give a further boost for technology investment in the textile industry. The ATUFS targets employment generation, exports, conversion of existing looms to better-quality technology looms and improved quality of processing industry. The ATUFS is expected to act as a catalyst to the Government’s ‘Make in India’ campaign for the textile sector. Approval has also been given for 24 new textile parks which will further create employment opportunities and investments. The long-awaited National Textile policy to be announced shortly will further accelerate growth in this sector.

However, there are several challenges ahead for the Textile industry for enhancing its competitive strength and global positioning in terms of inflexible labour laws, poor infrastructure, competition from low-cost neighboring countries which will have to be addressed to sustain the growth momentum of the industry.

Non availability of skilled labours and increase in input costs like raw material and power poses a threat to textile industry in India.

Outlook: During the current year, it is expected that there will be a good demand of finished products of textiles in the domestic as well as export markets and the industry will be able to absorb the impact of rising input costs like power, labour, interest etc. The division is taking all efforts to improve the quality and productivity to remain competitive. In view of the above the outlook for the division seems to be stable.

Risks and Concerns: The continual increase in input costs such as raw material, power, labor, interest costs, shortage of skilled workers and uncertainty of global markets are main concerns of the textile industry.

Cautionary Statement: The forward-looking statements and the views expressed in the Management Discussion and Analysis Report are based on certain assumptions. The actual results, performances or achievements may differ materially from those stated therein. The Company would not be held liable, in any manner, if the future turns out to be quite different, even materially.

Place: Kolkata

Dated: 30th day of May, 2023

For and on behalf of the Board

S/d

Nita Agarwal
Wholetime Director
DIN: 07092762

For and on behalf of the Board

S/d

Kailash Dhanuka
Director
DIN: 00983370

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Dentax India Limited.
4A, Council House Street,
MMS Chambers, 1st Floor, Room No. D1
Kolkata – 700 001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Dentax (India) Limited** having (CIN: **L51109WB1984PLC037960**) and having registered office at 4A, Council House Street, MMS Chambers, 1st Floor, Room No.D1,Kolkata - 700001 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment
1.	Kailash Dhanuka	00983370	30.08.2018
2.	Pankaj Dhanuka	03183386	01.09.2014
3.	Ashish Goenka	06985775	15.03.2019
4.	Nita Agarwal	07092762	30.03.2015

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata

Dated: 30th day of May, 2023

S/d

Manisha Lath
Practicing Company Secretary
FCS 11683, C.P. No. 16768
UDIN: F011683E000428110

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
Dentax (India) Limited.
4A, Council House Street,
MMS Chambers, 1st Floor, Room No. D1
Kolkata – 700 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Dentax (India) Ltd.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, wherever applicable (*Foreign Direct Investment and Overseas Direct Investment not applicable during the audit period*)
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable***
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable***
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and- **Not Applicable***
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable***.

- vi) And other applicable laws like Payment of Gratuity Act, 1972, Payment of Wages Act, 1936, Payment of Bonus Act, 1965, The West Bengal Tax on Professions, Trades, Callings And Employments Act, 1979, West Bengal Shops & establishment Act, 1963 etc.

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below.

- i) **The Company has not appointed any Internal Auditor under section 138 of the Companies Act 2013.**

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. This Report is to be read with our letter of even date which is annexed “**Annexure A**” and forms an Integral Part of this Report.

Place: Kolkata

Date: 30th day of May, 2023

S/d

Manisha Lath
Practicing Company Secretary
FCS 11683, C.P. No. 16768
UDIN: F011683E000428187

Annexure 'A' to the Secretarial Audit Report

To,
The Members,
Dentax (India) Limited.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on the secretarial records based on my audit.
2. I have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial Records. I believe that the processes and practices, I followed provide the reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 30th day of May, 2023

S/d

Manisha Lath
Practicing Company Secretary
FCS 11683, C.P. No. 16768
UDIN: F011683E000428187

DENTAX (INDIA) LIMITED
CIN: L51109WB1984PLC037960

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2023

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i)	CIN	L51109WB1984PLC037960
ii)	Registration Date	18.09.1984
iii)	Name of the Company	DENTAX (INDIA) LIMITED
iv)	Category / Sub-Category of	
	1. Public Company	(Y)
	2. Private company	()
	3. Government Company	()
	4. Small Company	()
	5. One Person Company	()
	6. Subsidiary of Foreign Company	()
	7. NBFC	()
	8. Guarantee Company	()
	9. Limited by shares	(Y)
	10. Unlimited Company	()
	11. Company having share capital	(Y)
	12. Company not having share capital	()
	13. Company Registered under Section 8	()
v)	Address of the Registered office and contact details	MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, BBD Kolkata - 700001, West Bengal Telephone : 9330903030 Fax Number : Email : dentaxindiaLtd@gmail.com
vi)	Whether listed company	Yes
vii)	Name and Address of Registrar & Transfer Agents (RTA)	
	Name of Registrar & Transfer Agents :	ABS CONSULTANTS PRIVATE LIMITED
	Address :	4, B. D. D. BAG, STEPHEN HOUSE, 6 TH FLOOR, R. NO. 99,
	Town / City :	KOLKATA
	State :	West Bengal
	Pin Code :	700001
	Telephone :	033 22301043
	Fax Number :	033 22301043
	Email :	absconsultant@vsnl.net

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SN	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Textiles	52321	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

[No. of Companies for which information is being filled = 0]

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

DENTAX (INDIA) LIMITED
CIN: L51109WB1984PLC037960

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :										
A. Category-wise Share Holding										
Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2022)				No. of Shares held at the end of the year (31/03/2023)				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Percentage	Number of Shares
A. Promoters										
(1) Indian										
a) Individual/HUF	15,000	-	15,000	0.76	15,000	-	15,000	0.76	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	220	-	220	0.01	220	-	220	0.01	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	15,220	-	15,220	0.77	15,220	-	15,220	0.77	-	-
(2) Foreign										
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-	-
Total share holding of Promoter (A) = (A)(1)+(A)(2)	15,220	-	15,220	0.77	15,220	-	15,220	0.77	-	-
B. Public										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital	-	-	-	-	-	-	-	-	-	-
f) Insurance	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-	-
2. Non-Institutions										
a) Bodies Corp.	4,77,000	-	4,77,000	24.11	4,77,000	-	4,77,000	24.11	-	-
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	2,64,320	2,64,320	13.36	-	2,64,320	2,64,320	13.36	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh "	8,11,430	4,10,350	12,21,780	61.76	8,11,430	4,10,350	12,21,780	61.76	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	12,88,430	6,74,670	19,63,100	99.23	12,88,430	6,74,670	19,63,100	99.23	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	12,88,430	6,74,670	19,63,100	99.23	12,88,430	6,74,670	19,63,100	99.23	-	-
C. Shares held by Custodian for GDRs & ADRs										
Grand Total (A+B+C)	13,03,650	6,74,670	19,78,320	100	13,03,650	6,74,670	19,78,320	100	-	-

DENTAX (INDIA) LIMITED
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B. Shareholding of Promoters :								
SN	Shareholder's Name	Shareholding at the beginning of the year (01/04/2022)			Shareholding at the end of the year (31/03/2023)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ashok Kumar Agarwal (HUF)	15,000	0.76	-	15,000	0.76	-	-
2	SRG Equity Investment Pvt Ltd	200	0.01	-	200	0.01	-	-
3	Mangalam Abasan Ltd	20	0.00	-	20	0.00	-	-
C. Change in Promoters' Shareholding								
SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year			
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company		
NONE								
D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)								
SN	Name	Particulars	Shareholding at the beginning of the year (01/04/2022)		Cumulative Shareholding during the year (31/03/2023)			
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company		
1	LAXMI KANT BAGARIA	Shareholder	97420	4.92%	97420	4.92%		
2	NAWRATAN ARTS LIMITED	Shareholder	97000	4.90%	97000	4.90%		
3	SHREEKUNJ SECURITIES PVT. LTD	Shareholder	95000	4.80%	95000	4.80%		
4	ANNEX TRADELINKS PRIVATE LIMITED	Shareholder	95000	4.80%	95000	4.80%		
5	STREAM SUPPLIERS PRIVATE LIMITED	Shareholder	95000	4.80%	95000	4.80%		
6	RAHUL SUREKA	Shareholder	95000	4.80%	95000	4.80%		
7	KAMAL KHAITAN (HUF)	Shareholder	95000	4.80%	95000	4.80%		
8	SUBODH KUMAR SINGHANIA	Shareholder	95000	4.80%	95000	4.80%		
9	RADHWA TRADING PRIVATE	Shareholder	95000	4.80%	95000	4.80%		
10	PRAKASH BAGARIA	Shareholder	89580	4.53%	89580	4.53%		
E. Shareholding of Directors and Key Managerial Personnel								
SN	Name	Particulars	Shareholding at the beginning of the year (01/04/2022)		Cumulative Shareholding during the year			
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company		
1	Kailash Dhanuka	Director	0	0.00%	0	0.00%		
2	Ashish Goenka	Director	10	0.00%	10	0.00%		
3	Pankaj Dhanuka	Director	0	0.00%	0	0.00%		
4	Nita Agarwal	Director	0	0.00%	0	0.00%		
5	Pratima Goyal	CFO	0	0.00%	0	0.00%		
V. INDEBTEDNESS :								
Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness			
Indebtedness at the beginning of the financial year								
i) Principal Amount		NIL	NIL	NIL	NIL			
ii) Interest due but not paid		NIL	NIL	NIL	NIL			
iii) Interest accrued but not due		NIL	NIL	NIL	NIL			
Total (i+ii+iii)		NIL	NIL	NIL	NIL			
Change in Indebtedness during the financial year								
Addition		NIL	NIL	NIL	NIL			
Reduction		NIL	NIL	NIL	NIL			
Net Change		NIL	NIL	NIL	NIL			
Indebtedness at the end of the financial year								
i) Principal Amount		NIL	NIL	NIL	NIL			
ii) Interest due but not paid		NIL	NIL	NIL	NIL			
iii) Interest accrued but not due		NIL	NIL	NIL	NIL			
Total (i+ii+iii)		NIL	NIL	NIL	NIL			

DENTAX (INDIA) LIMITED
CIN: L51109WBI984PLC037960

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :												
A.	Remuneration to Managing Director, Whole-time Directors and/or Manager											
SN	Name of MD/WTD /Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total	Ceiling as per the Act	
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others				
NIL												
B.	Remuneration to other directors											
SN	Name of Directors	Independent Directors			Total (1)	Other Non-Executive Directors			Total (2)	Total (1+2)	Total Managerial Remuneration	Overall Ceiling as per the Act
		Fee for attending board / committee meetings	Commission	Others		Fee for attending board committee meetings	Commission	Others				
NIL												
C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD											
SN	Name of Key Managerial Personnel	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total		
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others				
1	Surva Prakash Maheshwari	76,500								76,500		
2	SWEETY JHUNIHUNWALA	35,000								35,000		
VII.	PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :											
Type	Section of the Companies Act	Brief Description			Details of Penalty /Punishment/ Compounding fees imposed		Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)				
A. COMPANY												
Penalty	-	-			-		-	-				
Punishment	-	-			-		-	-				
Compounding	-	-			-		-	-				
B. DIRECTORS												
Penalty	-	-			-		-	-				
Punishment	-	-			-		-	-				
Compounding	-	-			-		-	-				
C. OTHER OFFICERS												
Penalty	-	-			-		-	-				
Punishment	-	-			-		-	-				
Compounding	-	-			-		-	-				
Dated: 30th day of May, 2023 Place: Kolkata					For and on behalf of Board of Directors							
					Sd/- Nita Agarwal Whole Time Director DIN : 07092762			Sd/- Kaish Dhanuka Director DIN : 00983370				



BIJAN GHOSH & ASSOCIATES

Chartered Accountants
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INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
DENTAX (INDIA) LIMITED,

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Dentax (India) Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the statement of change in equity, the statement of Cash Flow statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013("the Act") in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2023, its Profit, changes and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified u/s 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirement that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

INFORMATION OTHER THAN THE FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements does not cover the other auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally

accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidated the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITORS' RESPONSIBILITY FOR THE AUDIT OF FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material individually or in the aggregate, they could reasonably be expected to Influence the economic decisions of users taken on the basis of these financial statements

As part of an audit in accordance with SA we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may Involve collusion, forgery, Intentional omissions, misrepresentations, or the override of Internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Companies Act, 2013, we are also responsible for expressing your opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, Including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, statement on the matters specified in Paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that;
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and Cash flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet and the Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standard referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2023 from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.
 - f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **(Annexure –B)**.
 - g) With respect to the other matters included in the auditor's report and to best of our information and according to the explanation given to us.
 - i. The company have no pending litigation on its financial position in its financial statement.
 - ii. The company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, and long-term contracts including derivative contracts.
 - iii. There being inadequacy of profit during the Financial Year ending on 31-03-2023, there is no declaration of dividend.

For M/s. Bijan Ghosh & Associates
Chartered Accountants
Firm's registration number: 323214E

S/d

CA. Bijan Ghosh
Membership No: 009491
Place: Kolkata
Date: The 30th day of May, 2023
UDIN: 23009491BGQTJL8333



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Annexure A” to the Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of DENTAX (INDIA) LIMITED of even date)

The Annexure Referred to our Independent Auditor’ Report to the members of the Company **DENTAX (INDIA) LIMITED** on the standalone Financial Statements for the year ended 31st March, 2023, we report that;

1. The Company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets; the management at reasonable intervals has physically verified all the Fixed Assets. No material discrepancies were noticed on such verification.
2. The Company has no Inventory.
3. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with size of the company and the nature of its business with regard to purchase of fixed assets and sale of services. We have not observed any major weakness in the internal control system during the course of the audit.
4. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company.
5. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
6. The Company has not accepted any deposits from the public.
7. As informed to us, the maintenance of Cost Records has not been prescribed by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management representations, undisputed statutory dues including Provident Fund, Employees ‘state Insurance Dues, Income Tax, GST, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and Other material Statutory dues have generally been regularly deposited, by the Company during the year with the appropriate authorities in India. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2023 for a period of more than six months from the date of becoming payable.

As at 31st March, 2023, there have been no disputed dues which have not been deposited with the respective authorities in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom Duty, Excise Duty, Value Added Tax, GST and Cess.

8. In our opinion and according to the information and explanations given to us, the Company has not taken any loan either from banks, financial institutions or from the government and has not issued any debentures.
9. The Company has accumulated losses at the end of the financial year.
10. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by other from banks or financial institutions.

11. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
12. Based upon the audit procedures performed and the information and explanations given by the management we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
13. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
14. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
15. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) Of the Order are not applicable to the Company.
16. In our opinion and according to the information given to us, and based on our examination of the Records of the company, company has not made any preferential allotment or private placement of Shares or fully or partly convertible debentures during the year.
17. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
18. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For M/s. Bijan Ghosh & Associates
Chartered Accountants
Firm's registration number: 323214E

S/d

CA. Bijan Ghosh
Membership No: 009491
Place: Kolkata
Date: The 30th day of May, 2023
UDIN: 23009491BGQTJL8333



BIJAN GHOSH & ASSOCIATES

Chartered Accountants

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“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **DENTAX (INDIA) LIMITED** (“the Company”) as of March 31st, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

We have audited the internal financial controls with reference to financial statements of **DENTAX (INDIA) LIMITED** (“the Company”) as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year then ended.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31st, 2023, based on the internal financial controls with reference to financial statements criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.(the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013, (hereinafter referred to as “the Act”).

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M/s. Bijan Ghosh & Associates
Chartered Accountants
Firm's registration number: 323214E

S/d

CA. Bijan Ghosh
Membership No: 009491
Place: Kolkata
Date: The 30th day of May, 2023
UDIN: 23009491BGQTJL8333

DENTAX (INDIA) LIMITED
CIN: L51109WB1984PLC037960

Dentax (India) Limited				
Balance Sheet as at 31st March, 2023				
(Amount in Rs. .000)				
	Particulars	Note No.	Figures as at 31.03.2023	Figures as at 31.03.2022
I	ASSETS			
1	Non-Current assets			
	(A) Property, Plant & Equipment	2	15.81	31.63
	(B) Financial Assets			
	(i) Loans	3	32,106.48	21,206.48
	Total Non-Current Assets		32,122.29	21,238.11
2	Current assets			
	(A) Inventories	4	-	-
	(B) Financial Assets			
	(i) Investments	7	2,804.72	12,972.24
	(ii) Trade Receivables	5	1,404.89	1,728.34
	(iii) Cash and Cash Equivalent	6	544.81	121.24
	(iv) Loans	8	-	-
	(v) Other Financial Assets	9	-	-
	(D) Other Current Assets	10	384.12	845.98
	Total Current Assets		5,138.54	15,667.80
	TOTAL ASSETS		37,260.83	36,905.91
I	EQUITY AND LIABILITIES			
1	Equity			
	(A) Equity Share capital	11	19,783.20	19,783.20
	(B) Other Equity	12	16,654.23	14,943.66
	Total Equity		36,437.43	34,726.86
2	Liabilities			
	(A) Non-Current Liabilities			
	(i) Deferred Tax Liabilities(Net)	13	-	1,030.52
	Total Non-Current Liabilities		-	1,030.52
	(B) Current Liabilities			
	(i) Financial Liabilities			
	(a) Borrowings	14	-	-
	(b) Trade Payables	15	-	-
	(iii) Other Current Liabilities	16	683.91	1,009.04
	(iv) Current Tax Liabilities	17	139.49	139.49
	Total Current Liabilities		823.40	1,148.53
	Total Liabilities		823.40	2,179.05
	TOTAL LIABILITIES		37,260.83	36,905.91
Notes on Financial Statements		1-31		
As per our report annexed of even date				
For Bijan Ghosh & Associates			For and on behalf of the Board of Directors	
Chartered Accountants				
Firm's Registration No.323214E				
S/d			S/d	S/d
CA. Bijan Ghosh			Nita Agarwal	Kailash Dhanuka
Membership No. 009491			Whole Time Director	Director
Dated: 30th day of May, 2023			DIN : 07092762	DIN : 00983370
UDIN:23009491BGQTJL8333				

Dentax (India) Limited				
Statement of Profit and Loss for the years ended 31st March, 2023				
(Amount in Rs. .000)				
Particulars		Note No.	Figures for the year ended 31.03.2023	Figures for the year ended 31.03.2022
	Income			
I	Revenue from operations	18	-	476.00
II	Other income	19	2,423.84	3,189.42
III	Total Revenue(I + II)		2,423.84	3,665.42
IV	Expenses :			
	Purchase of Stock-in-Trade	20	-	425.00
	Change in Inventories of Stock in Trade	21	-	-
	Employee benefit Expenses	22	314.50	778.00
	Depreciation	2	15.81	18.64
	Other expenses	23	614.83	297.86
	Total expenses		945.14	1,519.50
V	Profit before tax (V-VI)		1,478.70	2,145.92
VI	Tax expense :			
	(1) Current tax		-	-
	(2) Tax adjustments of earlier years		97.91	-
	(3) Deferred tax		-	-
VII	Profit (loss) for the year		1,380.79	2,145.92
VIII	Other Comprehensive Income	24		
	(1) Items that will not be reclassified subsequently to the Profit and Loss Account		-	-
	(a) Changes in fair values of investment in equities carried at Fair Value Through OCI		96.84	2,729.63
	(2) Income-tax relating to Items that will not be reclassified subsequently to the Profit and Loss Account		-	-
	Other Comprehensive Income, net of tax		96.84	2,729.63
Total Comprehensive Income for the year			1,477.63	4,875.55
Basic & Diluted earning per Equity Share:		25	0.70	1.08
Notes on Financial Statements		1-31		
As per our report annexed of even date				
For Bijan Ghosh & Associates				
Chartered Accountants				
Firm's Registration No.323214E				
			For and on behalf of the Board of Directors	
S/d		S/d	S/d	
CA. Bijan Ghosh		Nita Agarwal	Kailash Dhanuka	
Membership No. 009491		Whole Time Director	Director	
Dated: 30th day of May, 2023		DIN : 07092762	DIN : 00983370	
UDIN:23009491BGQTJL8333				

DENTAX (INDIA) LIMITED
CIN: L51109WBI984PLC037960

Dentax (India) Limited					
Statement Of Changes In Equity for the year ended 31st March, 2023					
(Amount in Rs.,000)					
Particulars	Equity Share Capital	Other Equity			Total Equity Attributable to the equity holders of the company
		Reserve And Surplus	Other comprehensive income		
		Retained Earnings	Equity Instruments Through OCI	Other Items of OCI	
Balance as at 1st April, 2021	19,783.20	12,918.10	(2,849.99)	-	29,851.31
Changes in Equity					
(a) Profit/(Loss) for the year		2,145.92	-	-	2,145.92
(b) Gain on equities carried at FVTOCI		-	2,729.63	-	2,729.63
Total Comprehensive Income for the year	-	2,145.92	2,729.63	-	4,875.55
Earlier Year Taxes		-	-	-	-
Derecognition of Equity Instruments		-	-	-	-
Balance as at 31st March, 2022	19,783.20	15,064.03	(120.36)	-	34,726.86
Balance as at 1st April, 2022	19,783.20	15,064.03	(120.36)	-	34,726.86
Changes in Equity					
(a) Profit/(Loss) for the year	-	1,380.79	-	-	1,380.79
(b) Gain on equities carried at FVTOCI	-	231.94	96.84	-	328.78
Total Comprehensive Income for the year		1,612.72	96.84	-	1,709.57
Earlier year Taxes	-	-	-	-	-
Derecognition of Equity Instruments	-	-	-	-	-
Balance as at 31st March, 2023	19,783.20	16,676.75	(23.52)	-	36,436.43
Notes on Financial Statements 1-31					
As per our report annexed of even date					
For Bijan Ghosh & Associates					
Chartered Accountants					
Firm's Registration No.323214E					
For and on behalf of the Board of Directors.					
S/d			S/d	S/d	
CA. Bijan Ghosh			Nita Agarwal	Kailash Dhanuka	
Membership No. 009491			Whole Time Director	Director	
Date: 30th day of May, 2023			DIN : 07092762	DIN : 00983370	
UDIN:23009491BGQTJL8333					

DENTAX (INDIA) LIMITED
CIN: L51109WB1984PLC037960

Dentax (India) Limited		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023		
	(Amount in Rs..000)	
	2022-23	2021-22
A) Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	1,380.79	2,145.92
<u>Adjustments for:</u>		
Depreciation and amortisation	15.81	18.64
Interest income	(22.69)	(367.01)
Dividend Received	(15.54)	(288.50)
Profit/Loss from Speculation	-	(20.97)
Profit/Loss from Mutual Fund	-	-
Profit/Loss from Sale of Equity Shares	(2,357.50)	(2,512.94)
Operating profit / (loss) before working capital changes	(999.13)	(1,026.86)
<u>Changes in working capital:</u>		
(Increase)/Decrease in Trade receivables	323.46	778.85
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Other Current Assets	460.86	1,965.16
Increase/(Decrease) in Trade payables	-	-
Increase/(Decrease) in Current Liability	(325.12)	299.00
	(539.93)	2,017.15
Net income tax (paid) / refunds	-	-
Cash Flow Before Extra-Ordinary Items	(539.93)	2,017.15
Extra-Ordinary Items	(796.58)	-
Net Cash From Operating Activities	(1,336.51)	2,017.15
B) Cash flow from Investing activities		
Interest income	22.69	367.01
Dividend Received	15.54	288.50
Speculation Income on Shares	-	20.97
Gain From Sale of Investment in Shares	2,357.50	2,512.94
Refunds of Loan Given	-	-
Loan Given	(10,900.00)	(114.93)
Net Proceeds from sale of Investments	10,264.36	(5,185.07)
Net cash flow from / (used in) Investing activities (B)	1,760.09	(2,111.57)
C) Cash flow from financing activities		
Net cash flow from / (used in) financing activities (C)	-	-
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	423.58	(92.42)
Cash and cash equivalents at the beginning of the year	121.23	213.66
Cash and cash equivalents at the end of the year	544.81	121.23
Note :	1. Figures in bracket represent cash outflow. 2. Previous year's Figures have been regrouped/rearranged wherever necessary.	
	This is the Cash Flow Statement referred to in our report of even date.	
For Bijan Ghosh & Associates	For and on behalf of the Board of Directors.	
Chartered Accountants		
Firm's Registration No.323214E		
S/d	S/d	S/d
CA. Bijan Ghosh	Nita Agarwal	Kailash Dhanuka
Membership No. 009491	Whole Time Director	Director
Dated: 30th day of May, 2023	DIN : 07092762	DIN : 00983370
UDIN:23009491BGQTJL8333		

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2023

1. Statement of Significant accounting policies

A. Corporate Information

Dentax (India) Limited 'the company' is an entity incorporated in India. The registered office of the Company is located at MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, BBD Bag, Kolkata – 700001

B. Significant Accounting Policies

B.1 Statement of Compliance

The financial Statements of the Company have been prepared in accordance with the Indian Accounting Standard referred to as '**Ind AS**' as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 with effect from April 1, 2018.

B.2 Basis of Preparation and Presentation

- a) The 'Ind AS financial statements' has been prepared on historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Fair value is the price that would have been fetched to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measured date.
- b) The preparation of the financial statements in conformity with the Ind AS, requires management to make judgements, estimates and assumptions that affect the application of accounting policies, the reported amounts of assets & liabilities and accompanying disclosures as at date of the Ind AS financial statements and the reported amounts of these revenues and expenses for the years under presentation. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates & assumptions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised or in the period of the revision and future periods depending upon the effects.

- c) The recognition and measurement of provisions are based on the assessment of the probability of an outflow of resources and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in provisions.

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions (excluding retirement benefits and compensated leave) are not discounted to its present value and are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. These are reviewed at each reporting date adjusted to reflect the current best estimates.

- d) In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, the same are treated as contingent liabilities.

Contingent liability is disclosed when the Company has a possible obligation or present obligation and it is probable that a cash flow will not be required to settle the obligation. Contingent assets are not disclosed in the financial statements unless an inflow of economics benefits is probable.

B3. Revenue Recognition

Revenue from sale of goods is recognized, when the significant risks and rewards of ownership have transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Sales are presented net of trade allowance, rebate, duties & taxes if any except excise duty if applicable.

Other Revenue is recognized on accrual basis

B4. Tax Expenses

The tax expense for the period comprises of current and deferred income tax. Taxes are recognized in Statement of Profit & Loss, except to the extent that it relates to items recognized in the Other Comprehensive Income (OCI) or directly in equity, in which case, the taxes are also recognized in Other Comprehensive Income or directly on equity respectively.

- i) Current tax
Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted/prevaling at the Balance Sheet date.
- ii) Deferred tax
Deferred tax if any is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which liability is settled or the asset is realized, based on tax rates and tax laws that have been enacted and/or substantively enacted at the end of reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

B5. Property, Plant & Equipment

- (i) **Recognition and measurement**
Items of property, plant and equipment, are measured at cost (which includes capitalized borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and

equipment includes its purchase price, duties, taxes not being recoverable, and any other cost directly attributable for bringing the item to its working condition and allocated costs of dismantling and removing the item and restoring at the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition and allocated costs of dismantling, removing and restoring at the site on which it is located, wherever applicable.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognized in statement of profit or loss.

(ii) Transition to Ind AS

On transition to Ind AS, the Company continues to carry on the value of all of its property, plant and equipment measured as on 1 April 2016 as per the previous GAAP and uses that carrying value as the deemed cost of such property, plant and equipment.

(iii) Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iv) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value using straight line method over the useful lives of assets estimated by the Company based on an internal technical evaluation performed by the management and is recognized in the statement of profit and loss. Depreciation for assets purchased / sold during the period is charged on pro-rata basis.

The estimated useful lives of items of property, plant and equipment are as

follows:

Asset	Useful Life
Furniture & Fixtures	2 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

(v) Reclassification to Investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification.

B6. Financial Instruments & variables

(i) Recognition & Initial Measurement

The Company initially recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

(ii) Classification & Subsequent measurement

a) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into know amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

b) Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financials assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

d) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

e) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

f) Derivative financial instruments accounting

Derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently restated at their fair value. Derivatives are carried as financial assets so long as the fair values are positive and as financial liabilities when the fair value are negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

g) Investment in subsidiaries, joint venture and associates

Investment in subsidiaries, joint venture and associates is carried at cost in the financial statements.

(iii) Derecognition

a) Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

b) Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognized in the statement of profit and loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realize the asset and settle the liability simultaneously.

B7. Inventories

Stock-in-trade is valued at the lower of cost or net realizable value. Cost comprises of prime cost and other overheads incurred in bringing the inventories to their present location and condition computed on a moving weighted average basis.

B8. Earnings per Share

Basic and Diluted Earnings per share is calculated by dividing the net profit attributable to equity shareholders by weighted average number of equity shares/dilutive potential equity shares outstanding as at end of the reporting period as the case may be.

B9. Cash Flow

Cash flows are reported using the Indirect Method, whereby profit/loss before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financial cash flows. Cash flows from operating, investing and financial activities of the Company are segregated based on the available information for the purpose of cash flow statement, Cash and cash equivalents comprise cash at banks and on hand and short-term deposits with an unexpired maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding

DENTAX (INDIA) LIMITED
CIN: L51109WBI984PLC037960

bank overdrafts, if any, Bank overdraft are disclosed within borrowings in current liabilities in the Balance Sheet.

2. Property, Plant & Equipment

Reconciliation of Carrying Amount

(Amount in Rs.)

Description	Gross Carrying Amount				Depreciation				Carrying Amount(Net)	
	As at 01.04.2022	Addition	Disposals	As at 31.03.2023	As at 01.04.2022	For the Year	Disposals	Upto 31.03.2023	As at 31.03.2023	As at 31.03.2022
Tangible Assets										
Furniture & Fixtures	207.33	-	-	207.33	175.71	15.81	-	191.52	15.81	31.63
Computer & Printer	316.47	-	-	316.47	316.47	-	-	316.47	-	-
CCTV	15.19	-	-	15.19	15.19	-	-	15.19	-	-
Total	538.99	-	-	538.99	507.37	15.81	-	523.18	15.81	31.63

Description	Gross Carrying Amount				Depreciation				Carrying Amount(Net)	
	As at 01.04.2021	Addition	Disposals	As at 31.03.2022	As at 01.04.2021	For the Year	Disposals	Upto 31.03.2022	As at 31.03.2022	As at 31.03.2021
Tangible Assets										
Furniture & Fixtures	207	-	-	207	160	16	-	176	32	47
Computer & Printer	316	-	-	316	316	-	-	316	-	-
CCTV	15	-	-	15	12	3	-	15	-	3
Total	539	-	-	539	489	19	-	507	32	50

Dentax (India) Limited		
NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2023		
	(Amount in Rs. .000)	
	As at 31.03.2023	As at 31.03.2022
3. Loans - Non Current		
<i>Unsecured, Considered good</i>		
Loan to Corporate Bodies	32,106.48	21,206.48
Total	32,106.48	21,206.48
4. Inventories		
Stock in trade	-	-
Total	-	-
Detail of Inventories of Traded Goods		
Textile	-	-
	-	-
5. Trade Receivables		
Unsecured, Considered good	1,404.89	1,728.34
Total	1,404.89	1,728.34
Ageing		
Debts over 6 Months		
Other debts	1,404.89	1,728.34
	-	-
6. Cash & Cash Equivalents		
Cash on Hand	4.32	10.57
Balance with Bank	540.49	110.66
Total	544.81	121.24
8. Loans - Current		
<i>Unsecured, Considered good</i>		
Loan to Corporate Bodies	-	-
Total	-	-
<p>8.01 Pursuance to the full & final settlement of claim of recovery of money given to Kassa Finvest Pvt. Ltd (the defaulter/expelled member of National Stock Exchange -NSE), the company has received Rs.15 lakhs against the due amount of Rs. 26.51.000. Balance amount being not receivable is written off to the account.</p>		
9. Other Financial Assets		
Advances other than Capital Advances	-	-
Total	-	-
10. Other Current Assets		
Security Deposits	185.84	185.84
Other Advances	-	300.00
Balance with Revenue Authorities	198.28	360.14
Total	384.12	845.98

DENTAX (INDIA) LIMITED
CIN: L51109WB1984PLC037960

11. Equity Share Capital

Authorised Share Capital

22,50,000 Equity shares of Rs 10/- each

22,500.00

22,500.00

Issued, Subscribed and Fully paid up

19,78,320 Equity shares of Rs 10 each fully paid up

19,783.20

19,783.20

Total

19,783.20

19,783.20

7. Investments

Particulars	Face Value	As at March 31,2023		As at March 31,2022	
		Nos/Unit	Amount in Rs .000	Nos/Unit	Amount in Rs .000
Current Investments					
Investments measured at FVTOCI					
<i>Investment in Equity Instrumenst(Fully Paid Up)</i>					
Others					
Quoted - At FVTOCI					
Aditya Birla Capital Limited	-	-	-	2,900	277.93
Bank of Baroda	-	-	-	2,400	137.07
Bharat Heavy Electrical Limited	-	-	-	1,100	71.45
Bright Solar Limited	-	-	-	24,000	130.16
BSE Limited	-	-	-	-	-
Cadsys India Limited	-	-	-	4,000	116.68
Central Bank	-	-	-	600	12.13
Coal India Limited	-	-	-	4,700	651.67
CESCVENT	-	-	-	-	-
Destiny logistics & Infra Limited	10	30,000	321.32	30,000	415.59
Dish TV	-	-	-	400	14.28
Energy Development	-	-	-	3,500	84.88
Engineers India Limited	-	-	-	73	4.96
Federal Bank	-	-	-	200	8.64
Fortis Healthcare Limited	-	-	-	-	-
Global Offshore Services Limited	-	-	-	-	-
GreteX Corporate Services Limited	-	-	-	6,400	1,196.76
The Hindustan Aluminum Corporation Limited	-	-	-	-	-
Idea Cellular Limited	-	-	-	8,000	72.39
IDFC Limited	-	-	-	600	21.83
IDFC Bank Limited	-	-	-	4,500	233.59
IFCI Limited	-	-	-	3,800	79.39
Indian Hotels Company Limited	-	-	-	100	10.43
Indian Oil Corporation	-	-	-	10,250	969.07
ITC Limited	-	-	-	5,000	1,073.11
Jay Sree Tea	-	-	-	-	-
J.J. Finance Corporation Limited	10	1,825	20.48	1,825	14.91
JISLJALEQS	-	-	-	1,600	52.35
Karda Constructions Limited	10	200	0.47	200	4.67
LakshVillas	10	400	-	400	19.46
Mcleodrus	-	-	-	300	22.71
M-CLOUD	-	-	-	-	-
Mahindra & Mahindra Limited	-	-	-	600	386.13
Moil Limited	-	-	-	-	-
MTNL	-	-	-	300	8.30
Nationalum	-	-	-	100	9.48

DENTAX (INDIA) LIMITED
CIN: L51109WBI984PLC037960

Nawratan Arts Limited	10	50,000	536.58	50,000	536.58
NBCC	-	-	-	700	21.99
NHPC Limited	-	-	-	1,400	40.70
Om Infra Limited	-	-	-	200	73.37
Om Metals Infraprojects Limited	-	-	-	-	-
Oil & Natural Gas Corporation Limited	-	-	-	2,200	245.43
One Point	-	-	-	-	-
P.B.Films	10	50,000	465.79	50,000	534.04
Punjab National Bank	-	-	-	3,400	151.20
Precision Camshafts Limited	-	-	-	-	-
Rashtriya Chemicals & Fertilizers Limited	-	-	-	6,000	295.93
Reliance Communications Limited	-	-	-	100	2.97
Rattan India Power Limited	-	-	-	600	4.29
SEL	-	-	-	2,000	39.49
Shubhlaxmi Jewel Art Limited	-	-	-	3,000	43.32
Simplex (India) Limited	10.00	-	1,453.50	30,000	1,552.46
Skipper	-	-	-	1,000	48.75
Solex Energy Limited	-	-	-	2,000	102.58
South Bank	-	-	-	300	3.49
Spencer	-	-	-	-	-
SREI Infrastructure Finance Limited	-	-	-	6,100	70.99
State Bank Of India Limited	-	-	-	100	24.24
Stampede	1.00	-	1.64	2,000	15.83
Star Cement	-	-	-	363	37.07
Suzlon Energy Limited	-	-	-	2,300	14.15
Tata Motors Limited	-	-	-	600	196.95
TATAMTRDVR	-	-	-	250	18.59
Texmaco Rail & Engineering Limited	-	-	-	2,800	92.56
TV18 Broadcast Limited	-	-	-	1,500	87.13
Thomas Cook	-	-	-	-	-
VEDL	-	-	-	-	-
Viceroy	10.00	700	1.55	700	10.56
Yes Bank Limited	2.00	2,275	2.39	2,275	90.18
ZEELEARN	-	-	-	10,000	185.01
TOTAL			2,804.72		10,640.88
Fixed Deposits			-		2,332.37
			<u>2,804.72</u>		<u>12,972.24</u>
Aggregate Carrying value of Unquoted Investments			-		-
Aggregate Market value of Quoted Investments			2,805		10,641

DENTAX (INDIA) LIMITED
CIN: L51109WB1984PLC037960

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2023		
	(Amount in Rs. .000)	
	Year Ended 31.03.2023	Year Ended 31.03.2022
18. Revenue From Operations		
Sale of Traded Goods	-	476
	-	476.00
<u>Details of sale of Traded Goods</u>		
Textile	-	476.00
19. Other Income		
Interest Received	22.69	367.01
Dividend Received	15.54	288.50
Profit from Mutual Funds	-	-
Speculative Profit	-	20.97
Other Income	28.11	-
Profit/(Loss) from Equity Shares	2,357.50	2,512.94
Total	2,423.84	3,189.42
20. Purchases of Stock in Trade		
Stock-in-Trade	-	425.00
Total	-	425.00
<u>Details Of Purchase</u>		
Textile	-	425.00
21. Changes in Inventories of Stock in Trade		
Closing Stock	-	-
Opening Stock	-	-
	-	-
<u>Details of Closing Stock of Traded Goods</u>		
Shares & Securities	-	-
Textile goods	-	-
22. Employee Benefits Expense		
Salaries and allowanance	314.50	778.00
Total	314.50	778.00
23. Other Expenses		
Advertisement	19.87	18.82
Accounting charges	30.00	30.00
Filing fees	7.20	4.20
Legal & Professional Expenses	39.15	62.82
Stock Exchange Related Expenses	336.74	-
Miscellaneous Expenses	30.59	22.75
Postage and telegram	16.59	16.17
Printing & Stationery	30.02	30.80
Rent Expenses	60.00	60.00
Share Related Charges	17.46	17.92
Website Maintenance	-	8.00
Telephone & Internet Expenses	4.79	4.79
Travelling & Conveyance	7.42	6.61
Auditors Remuneration:		
For Statutory Audit	15.00	15.00
Total	614.83	297.86
24. Other Comprehensive Income/(Expense)(Net of Taxes)		
Fair Value of Equity Investments- Designated at OCI	96.84	2,729.63
Total	96.84	2,729.63
25. Earnings Per Share (EPS)		
Earnings after tax as per Statement of Profit & Loss attributable to Equity Shareholders (Rs.)	1,380.79	2,145.93
Weighted Average Number of equity shares used as denominator for calculating EPS	1,978.32	1,978.32
Basic/Diluted Earnings per share(Rs.)	0.70	1.08
Face Value per equity shares (Rs.)	10.00	10.00

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2023

26. Contingent Liabilities not Provided for : Nil (Pr. Year Nil)

27. Segmental Information:

Based on the nature of activities, risk and rewards and organization structure, the operating segment of the company has been identified to be "Trading and Textiles". The Chief operating decision maker (CODM) reviews business performance at an overall company level as one segment.

Geographic Segments:

The Company operates predominantly with the geographical limits of India. `

28. Balances of trade receivables, trade payables, advances, advances from customers are subject to confirmation.

29. Related parties disclosure as identified by the management in accordance with the Accounting Standard-18 on Related Party notified under the Companies

A. Relationship

1)	Key Management Personnel	2022-23	2021-22
	Kailash Dhanuka Pankaj Dhanuka Ashish Goenka Nita Agarwal Pratima Goyal Surya Prakash Maheshwari Sweety Jhunjhunwala	Director Director Director Whole Time Director Chief Financial Officer Company Secretary	Director Director Director Whole Time Director Chief Financial Officer Company Secretary

2) Parties where key management personnel or their relatives have significant influence

	2022-23	2021-22
	Swadeshi Merchants P. Ltd. Somnath Dealers Pvt. Ltd. AVS Stock Broking P Ltd. Kalilash Dhanuka (HUF) Sargam Tardecom P. Ltd. Infosyst Adcon Services LLP CFT Adcon Services LLP Persist Merchants P. Ltd. Pankaj Dhanuka (HUF)	Swadeshi Merchants P. Ltd. Somnath Dealers Pvt. Ltd. AVS Stock Broking P Ltd. Kalilash Dhanuka (HUF) Sargam Tardecom P. Ltd. Infosyst Adcon Services LLP CFT Adcon Services LLP Persist Merchants P. Ltd. Pankaj Dhanuka (HUF)

3) Relatives of Key Management Personnel with whom transactions have been entered

	2022-23	2021-22
	NIL	NIL

B. The following transactions were carried out with the related parties in the ordinary course of business:

Transactions	2022-23			2021-22		
	In relation to item			In relation to item		
	A(1)	A(2)	A(3)	A(1)	A(2)	A(3)
	NIL			NIL		

30. Income & Expenditure in foreign currencies :

Nil (Pr. Year Nil)

31. Previous year figures have been reclassified / regrouped/rearranged wherever considered necessary.

For Bijan Ghosh & Associates

Chartered Accountants

Firm's Registration No.323214E

S/d

CA. Bijan Ghosh

Membership No. 009491

Date: 30th day of May, 2023

UDIN:23009491BGQTJL8333

For and on behalf of the Board of Directors.

S/d

Nita Agarwal
Whole Time Director
DIN : 07092762

S/d

Kailash Dhanuka
Director
DIN : 00983370

DENTAX (INDIA) LIMITED

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

NOTICE OF THIRTY NINETH ANNUAL GENERAL MEETING

To the Members,

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **Dentax (India) Limited** will be held at **MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata -700001** on **Friday, the 29th day of September, 2023, at 13:00 P.M.** to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2023 and the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Auditors and Directors thereon and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Directors’ Report and the Audited Balance Sheet as on year ended 31st March, 2023 and the Profit and Loss Accounts for the Year ended as on 31st March, 2023 along with the Auditors’ Report thereon are hereby considered, approved and adopted.”

2. To appoint a Director in place of Mr. Kailash Dhanuka, (DIN: 00983370), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, Mr. Kailash Dhanuka, (DIN: 00983370), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

3. **Rotation of Auditor & Compulsory Retirement**

Rotation of Bijan Ghosh & Associates, as independent auditor of the Company, in accordance with Rule 5 (Audit and Auditor rules, 2014) and Section 139 of the Companies act 2013.

“**RESOLVED THAT**, Bijan Ghosh & Associates, a proprietary audit firm having FRN: 323214E, and owned by C.A. Mr. Bijan Ghosh, (Membership No. 009491), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof), being not eligible for re-appointment, be and is hereby retired as Statutory Auditor.”

4. Appointment of Auditor towards Rotation of earlier Auditor.

To appoint Statutory Auditors towards rotation of earlier Auditor, from the conclusion of this Annual General Meeting until the conclusion of the Sixth consecutive Annual General Meeting:

“RESOLVED THAT, pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Manish Mahavir & Co., Chartered Accountants (Firm Registration No. 324355E), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company on such remuneration as may be mutually agreed upon between directors of the Company and the auditor.

Dated: The 30th day of May, 2023
Registered Office
MMS Chambers,
4A, Council House Street
1st Floor, Room No. D1
Kolkata -700001

For, Dentax (India) Limited

Nita Agarwal
DIN: 07092762
Whole-time Director

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 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.
3. 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 Annual General Meeting.
4. 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.
5. Members/Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Registers of the Company will remain closed from 23rd day of September, 2023 to 29th day of September, 2023 (both days inclusive).
7. A copy of the documents referred to in the Notice and accompanying Explanatory 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 AGM without any fee.

8. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting and are requested to bring attendance slip along with their copy of Annual report in the AGM.
9. 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.
10. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information may be readily available at the meeting.
11. 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.
12. 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.
13. Members holding shares in physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, ABS Consultant Private Limited "Stephen House", Room No. 99, 6th Floor, B.B.D. Bag, Kolkata- 700001.
14. The Register of Directors and Key managerial personnel and their shareholding as maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
15. Members are requested to intimate immediately change of Address, if any, to the Registrar of the Company, ABS Consultant Pvt. Ltd. or the Company.
16. 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.
17. Members are hereby informed that Securities and Exchange Board of India (SEBI) in terms of circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 has made it mandatory for all Listed Companies to make Cash Payments through Electronic modes to the investors.
18. 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 ABS Consultant Private Limited, "Stephen House", Room no. 99, 6th Floor, B.B.D. Bag, Kolkata- 700001.
19. Pursuant to the provisions of the Companies Act, 2013 and SS-2: Secretarial Standard on General Meetings, the company wishes to inform that no distribution of gift will be made by the company in connection with the 38th Annual General Meeting.
20. 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 Annual Report and other correspondences 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 dentaxindia ltd@gmail.com.

21. Members may also note that the notice of the Annual General Meeting to be held on 29th September, 2023 & Annual Report for the 2022-2023 will also be available on the Company's website www.dentaxindialimited.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.
22. The information as required to be provided in terms of the Listing Agreement with the Stock Exchange regarding the Directors who are proposed to be re-appointed is as follows.

Brief profile of the Directors being re-appointed

Name of Director	Kailash Dhanuka
Date of Birth & Age	29/06/1976 & 47
Date of Appointment	30/08/2018
Qualification	Graduate
Nature of Expertise	Textile Business
No. of other Listed Companies in which he holds Directorship	None
Chairman/Member of the Committee in which he is a director apart from this company	None
No. of Shares held	Nil

23. **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 Annual General Meeting (AGM) 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 AGM ("remote e-voting") will be provided by Central Depository Services (India) limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the Annual General Meeting (AGM) 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 Annual General Meeting (AGM) may also attend the Annual General Meeting (AGM) 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 9th, 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	(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. (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

	<p>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 able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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 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 “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>
<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. 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</p>

	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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., 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 **September 26th, 2023** (09.00 a.m. IST) and ends on **September 28th, 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 September 22nd, 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)	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. • 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.
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- 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.

- XVI. 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.
24. 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 28th September, 2023 upto 17:00 P.M. without which the vote shall not be treated as valid.
 25. 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 22nd September 2023.
 26. The notice of Annual General Meeting (AGM) will be sent to the members, whose name appear in the register of members/ depositories as at closing hours of business on 25th day of August, 2023.
 27. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd September, 2023. The facility of e-voting shall be provided once for every folio/client id, irrespective of the number of joint holders.
 28. 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 22nd September, 2023 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 29. Notice of the AGM 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.
 30. Any person who acquired shares and became Member after dispatch of Notice of Annual General Meeting and holds shares as of the cut-off date i.e., 22nd September, 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.
 31. 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 favour 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.
 32. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dentaxindialimited.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.

33. **Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013.**

Item no. 3 & 4:

This statement is provided for reference. M/s. Bijan Ghosh & Associates, Chartered Accountants has been the Statutory Auditors of the Company since last five years. Section 139 of Companies Act, 2013 was made effective from April 1, 2014 which stipulated the appointment of the statutory auditor for five financial years. In order to follow the said provisions of new Companies Act, 2013, the Company appointed Manish Mahavir & Co., Chartered Accountants in rotation for five financial years in the annual general meeting of financial year 2022-23.

Registered Office
MMS Chambers,
4A, Council House Street
1st Floor, Room No. D1
Kolkata -700001
Dated: The 30th day of May, 2023

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

S/d

Nita Agarwal
Whole-time Director
DIN: 07092762

DENTAX (INDIA) LIMITED

CIN: L51109WB1984PLC037960

Registered Office: MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata -700001

Tel: 033 4044 5753, E-mail: dentaxindia ltd@gmail.com Website: www.dentaxindialimited.com

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..... Shares of Dentax (India) Limited, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature :
or failing him / her
2. Name :
Address :
E-mail Id :
Signature :
or failing him / her
3. Name :
Address :
E-mail Id :
Signature :
or failing him / her

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 29th September, 2023 at 13:00 P.M. at MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata -700001, and at any adjournment thereof in respect of such resolutions as are indicated below: -

Resolution No.

1. Adoption of Financial statements, reports of the Board of Directors' and Auditors'
2. Re-appointment of Ms. Nita Agarwal, Director, retiring by rotation
3. Rotation of Auditor & Compulsory Retirement
4. Appointment of Auditor towards Rotation of earlier Auditor.

Signed thisday of..... 2023.

Signature of Proxy holder(s):

Affix
Revenue
Stamp

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: L51109WB1984PLC037960

Registered Office: MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata -700001

Tel: 033 4044 5753, E-mail: dentaxindialtd@gmail.com Website: www.dentaxindialimited.com

ATTENDANCE SLIP

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

ANNUAL GENERAL MEETING ON FRIDAY, 29TH SEPTEMBER, 2023 at 13:00 P.M.

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 Annual General Meeting of the Company to be held on Friday, 29th September, 2023 at 13.00 P.M. at MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata - 700001.

I, certify that I am a registered Shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General meeting of the Company at MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata -700001 on Friday, 29th September, 2023 at 13:00 P.M.

.....

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: L51109WB1984PLC037960

Registered Office: MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata -700001

Tel: 033 4044 5753, E-mail: dentaxindia ltd@gmail.com Website: www.dentaxindialimited.com

1. Name & Registered address of the Sole/ First Named Shareholder :
2. Name of the Joint Holder(s) if any :
3. Registered Folio No./ DP ID & Client ID :
4. 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 Annual General Meeting (“AGM”) to be held on 22nd September, 2022 at 13.00 P.M. at MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata -700001 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.
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The e-voting facility will be available during the following voting period:

Remote e-Voting starts on	Remote e-Voting ends on
26 th September, 2023 (09:00 AM)	28 th September, 2023 (17:00 PM)

Registered Office
MMS Chambers,
4A, Council House Street
1st Floor, Room No. D1
Kolkata -700001
Dated: The 30th day of May, 2023

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

S/d

Nita Agarwal
Whole-time Director
DIN:07092762

DENTAX (INDIA) LIMITED

CIN: L51109WB1984PLC037960

Registered Office: MMS Chambers, 4A, Council House Street, 1st Floor, Room No. D1, Kolkata -700001

Tel: 033 4044 5753 E-mail: dentaxindia ltd@gmail.com, Website: www.dentaxindialimited.com

Sl. No.	Events	Date	Remarks
1.	Date of Annual General Meeting (AGM)	29.09.2023	13:00 P.M.
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	05.09.2023	
3.	1ST..... Cut-off date for sending AGM Notice	25.08.2023	
4.	2NDCut-off date for e-voting (Data file)	22.09.2023	
5.	E Voting start date	26.09.2023	09:00 A.M
6.	E voting End Date at	28.09.2023	17:00 P.M
7.	Date of Book Closure	23.09.2023 to 29.09.2023	
8.	Name of Scrutinizer with ID.... (As registered with CDSL)	Manisha Lath scrutinizermanishacs@gmail.com	
9.	Company published an advertisement in two Newspaper (English & Bengali) at least 21 days before the date of AGM.	05.09.2023	
10.	Scrutinizer within a period of 2 (Two) days from the date of conclusion of AGM make Scrutinizer report and submit to the Chairman.	30.09.2023	
11.	Date of declaration of results along with Scrutinizer Report	30.09.2023	
12.	Submit Proceedings of the AGM to stock Exchange	30.09.2023	
13.	File u/s 44B of the Listing Regulations to Stock Exchange within 48 hours of AGM	30.09.2023	
14.	Place on the website of the company and on the website of Agency immediately after the result is declared by the chairman.		
15.	ISIN Number of the company.	INE797T01013	

Registered Office
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Kolkata -700001
Dated: The 30th day of May, 2023

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

S/d

Nita Agarwal
Whole-time Director
DIN: 07092762