



VASA DENTICITY LIMITED
CIN: L74999DL2016PLC305052

Registered Office: Khasra No. 714, Village P.O. Chattarpur, South Delhi, New Delhi, Delhi, India, 110074

Email: cs@dentalkart.com **Website:** www.dentalkart.com **Contact:** +91-85-27360456

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **Vasa Denticity Limited (Company)** will be held on Monday, August 25, 2025 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business(es):

SPECIAL BUSINESSES:

I. ISSUANCE OF EQUITY SHARES TO THE NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS.:

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

“**RESOLVED THAT** pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 12,34,185 (Twelve Lacs Thirty Four Thousand One Hundred Eighty Five) Equity Shares of Rs. 10/- (Rupees Ten Only) at a price of Rs. 632/- (Rupees Six Hundred Thirty Two Only) per Equity Share on a preferential basis (“Preferential Allotment Price”), aggregating to not exceeding Rs. 78,00,04,920/- (Rupees Seventy Eight Crores Four Thousand Nine Hundred Twenty Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 15,538 Equity Shares representing 31.08% shareholding of the IDS Denmed Private Limited (“IDS Denmed” or “Target Company”) on a preferential basis (“Preferential Allotment”), to the Non-Promoter categories of persons, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 12,34,185 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in IDS Denmed.

Details of the Proposed Allottees

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in IDS Denmed	No. of Equity Shares to Issue and Allot of Vasa Denticity Limited against swapping	Current Status / Category	Proposed Status / Category
1.	Anju Malhotra	1243	98731	Non-Promoter	Non-Promoter
2.	Dimple Malhotra	1243	98731	Non-Promoter	Non-Promoter
3.	Parveen Malhotra	5983	475231	Non-Promoter	Non-Promoter
4.	Sanjay Malhotra	5982	475152	Non-Promoter	Non-Promoter
5.	Santosh Malhotra	1087	86340	Non-Promoter	Non-Promoter
	Total	15,538	12,34,185		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is July 25, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The Equity Shares shall be subject to a lock-in period in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and as specified in Shareholders' Agreement (“SHA”) as it's stated that the up to 10% of allotment will be lock in for One (1) year and remaining 90% of allotment will be for Five (5) years (for more details refer explanatory statement point '14') and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- (iii) The Board approved a strategic Acquisition in IDS Denmed Private Limited, India's leading offline dental distribution company, as follows:
 - a. Acquisition of 19.92% equity stake through cash consideration of up to Rs. 50,00,92,400/- by acquiring 9,962 equity shares at a price of Rs. 50,200 per share (including premium).
 - b. Further acquisition of up to 31.08% equity stake in IDS Denmed by way of preferential allotment of up to 12,34,185 equity shares of the Company at a price of Rs. 632/- per share (face value Rs. 10/- and premium Rs. 622/- on a share swap basis.)
 Upon completion of both tranches, the Company will hold a controlling stake of 51% in IDS Denmed Private Limited, making it a subsidiary of Vasa Denticity Limited
- (iv) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (v) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (vi) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on NSE, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

**By order of the Board of Directors
For Vasa Denticity Limited**

**Sd/-
Nidhi**

Company Secretary & Compliance Officer

**Place: Delhi
Date: August 01, 2025**

Registered Office:
Khasra No. 714, Village P.O.
Chattarpur, South Delhi,
New Delhi, Delhi, India, 110074
CIN: L74999DL2016PLC305052

NOTES:

1. Pursuant to the applicable provisions of the, Companies Act, 2013 (the “Act”) and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 3/ 2022 dated May 5, 2022, 11/2022 dated December 28, 2022, Circular No: 09/2023 dated September 25, 2023 and Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (‘SEBI’) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (‘SEBI Circulars’) have permitted the holding of EGM by companies through VC / OAVM upto September 30, 2025, without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Act, SEBI Listing Regulation and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 06, 2023 and October 03, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.dentalkart.com the Notice can also be accessed from the website of the Stock Exchange i.e. NSE Emerge at www.nseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com.
7. The Deemed Venue of the EGM of the Company shall be its Registered Office at Khasra No. 714, Village P.O. Chattarpur, South Delhi, New Delhi, Delhi, India, 110074.
8. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.





9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 (3) of the SEBI Listing Regulations, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
10. The Company has appointed Mr. Loveneet Handa (FCS Membership No. 9055, COP No. 10753), Proprietor of M/s Loveneet Handa & Associates, Practicing Company Secretaries, holding peer review certificate number 5316/2023, as scrutinizer of the Company to scrutinize the voting process.
11. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
12. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
13. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company’s registered office on all working days of the company, between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
14. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, August 22, 2025 at 9.00 a.m. and will end on Sunday, August 24, 2025 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 18, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 18, 2025.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to harish.cs1983@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@dentalkart.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@dentalkart.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Members are hereby informed that the Board in its meeting held on August 01, 2025, has approved the Strategic acquisition of 51% shareholding of IDS Denmed Private Limited (“IDS Denmed” or “Target Company”) India’s leading offline dental distribution Company.

Acquisition of 19.92% equity stake through cash consideration of up to Rs. 50,00,92,400/- by acquiring 9,962 equity shares at a price of Rs. 50,200/- per share (including premium) and Further acquisition of up to 31.08% equity stake in IDS Denmed by way of preferential allotment of up to 12,34,185 equity shares of the Company at a price of Rs. 632/- per share (face value Rs. 10 and premium Rs. 622/- on a share swap basis.) the combination of Cash and Swap shares. Upon completion of both tranches, the Company will hold a controlling stake of 51% in IDS Denmed Private Limited, making it a subsidiary of Vasa Denticity Limited.

Strategic Expansion Through Acquisition: Vasa Denticity Limited to Acquire IDS Denmed Private Limited.

Vasa Denticity Limited, a leading Indian dental-tech company specializing in dental products through its online platform Dentalkart.com, is taking a significant step towards expansion. The company offers an extensive range of dental supplies from numerous reputed brands and also boasts a growing portfolio of proprietary products, manufactured under strict quality specifications.

In alignment with its strategic objective to strengthen its market position and broaden its national footprint in the dental supplies industry, Vasa Denticity Limited is set to acquire IDS Denmed Private Limited.

This acquisition will serve as a catalyst for organic growth, enabling synergies in manufacturing, distribution, and innovation. The combined entity will be better positioned to offer a more comprehensive product portfolio, enhance operational efficiencies, and reach a wider customer base across global markets.

The integration of IDS Denmed’s capabilities and infrastructure with Vasa Denticity’s established digital platform and brand recognition, margin expansion will create significant value for all stakeholders—including customers, partners, employees, and shareholders at large.

This strategic move underscores Vasa Denticity's commitment to long-term growth and leadership in the global dental products market.

The transaction is in line with the Company’s strategic roadmap to build India’s most integrated dental supply ecosystem. The proposed preferential issue is subject to approval of shareholders and requisite regulatory approvals.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated August 01, 2025, has approved the issue of up to 12,34,185 (Twelve Lacs Thirty Four Thousand One Hundred Eighty Five) Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 632/- (Rupees Six Hundred Thirty Two Only) per share (face value Rs. 10 and premium Rs. 622/-) on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) on a preferential basis.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations”) are as follows:

1. Objects of the Preferential Issue:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 15,538 Shares constituting 31.08% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution

at Item Number 1 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 12,34,185 (Twelve Lacs Thirty Four Thousand One Hundred Eighty Five) Equity Shares of Rs. 10/- (Rupees Ten only) at a price of Rs. 632/- (Rupees Six Hundred Thirty Two Only) per Equity Share on a preferential basis.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on NSE. The Equity shares of the Company is frequently traded, the price is determined pursuant to Regulation 164 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is July 25, 2025. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 632/- (Rupees Six Hundred Thirty Two Only) per Equity Share (face value Rs. 10 and premium Rs. 622/-) which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.dentalkart.com.

4. Name and Address of Valuer who performed Valuation:

Bhavesh M Rathod Chartered Accountants Registered Valuer IBBI Reg. No.: IBBI/RV/06/2019/10708 Address: SFA 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 Email: Info.cabhavesh@gmail.com Mobile: +91 9769113490 As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.dentalkart.com.

5. Amount which the Company intends to raise by way of issue of Equity Shares:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

6. Principal terms of Assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 632/- (Rupees Six Thirty Two Only) per Equity Share (at premium of Rs. 622/- each) total aggregating to not exceeding Rs. 78,00,04,920/- (Rupees Seventy Eight Crores Four Thousand Nine Hundred Twenty Only) towards

the full payment of total consideration payable by the Company for the acquisition of the 31.08% Shares of the Target Company.

The Equity Shares being issued shall be *pari-passu* with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sr. No.	Category	Pre-issue		Post Issue (without Warrants consider)		Post Issue (with Warrants Consider)*	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters Holding						
1	Indian						
	Individuals	1,09,64,750	65.97	1,09,64,750	61.41	1,09,64,750	58.57
	Bodies Corporate	0	0.00	0	0.00	0	0.00
	Sub Total	1,09,64,750	65.97	1,09,64,750	61.41	1,09,64,750	58.57
2	Foreign Promoters	0	0.00	0	0.00	0	0.00
	Sub Total (A)	1,09,64,750	65.97	1,09,64,750	61.41	1,09,64,750	58.57
B	Non-promoters' holding						
1	Institutional investors						
	Mutual Funds	51,904	0.31	51,904	0.29	51,904	0.28
	Alternate Investment Funds	2,42,000	1.46	2,42,000	1.36	2,42,000	1.29
	Foreign Portfolio Investors Category I	5,62,884	3.39	5,62,884	3.15	14,27,936	7.63
	Foreign Portfolio Investors Category II	24,000	0.14	24,000	0.13	24,000	0.13
2	Non-institution						
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	22,69,096	13.65	22,69,096	12.71	22,69,096	12.12

Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	19,24,000	11.58	31,58,185	17.69	31,58,185	16.87
Non Resident Indians (NRIs)	2,33,599	1.41	2,33,599	1.31	2,33,599	1.25
Bodies Corporate	3,06,013	1.84	3,06,013	1.71	3,06,013	1.63
Directors and relatives	0	0.00	0	0.00	0	0.00
others (including HUF, Firm, etc.)	43,500	0.26	43,500	0.24	43,500	0.23
Sub Total (B)	56,56,996	34.03	68,91,181	38.59	77,56,233	41.43
Grand Total	1,66,21,746	100.00	1,78,55,931	100.00	1,87,20,983	100.00

**Note: The Company has allotted 8,65,052 warrants to Malabar India Fund Limited on November 27, 2024, which have not yet been converted into equity shares as of the date of this notice. However, for the purposes of the above post-issue shareholding with warrant consideration, it has been assumed that all such warrants are fully converted into equity shares. Consequently, the post-conversion share capital and shareholding percentages have been calculated on a fully diluted basis.*

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

The proposed preferential issue is not resulting change in control of the Company.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

12. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report dated August 01, 2025, received from by Mr. Bhavesh Rathod, a Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) having his office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai - 400 066 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations 2018 can also be accessed on the company website on the following link www.dentalkart.com.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 15,538 Shares constituting 31.08% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 1 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges.

14. Lock-in:

The Equity Shares shall be subject to a lock-in period in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and as specified under the Shareholders' Agreement ("SHA") executed on August 01, 2025. Pursuant to the SHA, up to 10% of the total allotment shall be subject to a lock-in for one (1) year, and the remaining 90% shall be subject to a lock-in for five (5) years from the Closing Date. The distribution of such shares among the shareholders of the purchaser company is as follows:

Sl. No	Name of Shareholders of the company	No. of shares having one (1) year lock-in period	No. of shares having five (5) year lock-in period	No. of shares to be issue
1.	Anju Malhotra	9,873	88,858	98,731
2.	Dimple Malhotra	9,873	88,858	98,731
3.	Parveen Malhotra	47,523	4,27,708	4,75,231
4.	Sanjay Malhotra	47,515	4,27,637	4,75,152
5.	Santosh Malhotra	8,634	77,706	86,340
	TOTAL	1,23,418	11,10,767	12,34,185

“Closing Date” shall mean the date of completion of the first tranche acquisition as on the date the Consideration is transferred by the Purchaser.

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from Mr. Loveneet Handa (FCS Membership No. 9055 & COP 10753), Proprietor of Loveneet Handa & Associates a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.dentalkart.com.

17. Undertakings:

The Company hereby undertakes that:

- Since the Company's equity shares are listed on NSE for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding (without Warrants Consider)		Post issue Shareholding (with Warrants Consider)*	Post issue Category
				No of share	%		No of share	% of the post Capital	% of the post Capital	
1.	Anju Malhotra	Non-Promoter	Not Applicable	0	0.00	98,731	98,731	0.55	0.53	Non-Promoter
2.	Dimple Malhotra	Non-Promoter	Not Applicable	0	0.00	98,731	98,731	0.55	0.53	Non-Promoter
3.	Parveen Malhotra	Non-Promoter	Not Applicable	0	0.00	4,75,231	4,75,231	2.66	2.54	Non-Promoter
4.	Sanjay Malhotra	Non-Promoter	Not Applicable	0	0.00	4,75,152	4,75,152	2.66	2.54	Non-Promoter
5.	Santosh Malhotra	Non-Promoter	Not Applicable	0	0.00	86,340	86,340	0.48	0.46	Non-Promoter
Total				0	0.00	12,34,185	12,34,185	6.91	6.59	

**Note: The Company has allotted 8,65,052 warrants to Malabar India Fund Limited on November 27, 2024, which have not yet been converted into equity shares as of the date of this notice. However, for the purposes of the above post-issue shareholding with warrant consideration, it has been assumed that all such warrants are fully converted into equity shares. Consequently, the post-conversion share capital and shareholding percentages have been calculated on a fully diluted basis*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 1 in the accompanying notice for approval by the Members.

**By order of the Board of Directors
For Vasa Denticity Limited**

Place: Delhi
Date: August 01, 2025

**Sd/-
Nidhi
Company Secretary & Compliance Officer**

Registered Office:
Khasra No. 714, Village P.O.
Chattarpur, South Delhi,
New Delhi, Delhi, India, 110074
CIN: L74999DL2016PLC305052