



September 1, 2026

To

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street Mumbai 400001

**Scrip Code – 543597**

To

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra (East),  
Mumbai 400 051

**Scrip Code - VOEPL**

**Subject — Notice of 02/2026-27 Extraordinary General Meeting**

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we wish to inform that the 02/2026-27 Extraordinary General Meeting ('EGM') of the Company will be held on Thursday September 24, 2026 at 11:00 a.m. IST. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statements, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Monday, September 21, 2026 at 09:00 a.m. and will end on Wednesday, September 23, 2026 at 05:00 p.m.

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. [www.voepl.com](http://www.voepl.com)

Request you to kindly take the same on records.

Thanking you,

Yours Faithfully,

For **Virtuoso Optoelectronics Limited**

**Prasad Zinjurde**

**Company Secretary and Compliance Officer**

**M No A54800**



**VIRTUOSO Optoelectronics Limited**

Office Address : 7 MIDC Area, Satpur, Trimbak Road, Nashik 422007

Email : [Info@voepl.com](mailto:Info@voepl.com) Website : [www.voepl.com](http://www.voepl.com)

Tel Number: +91253 2309016 / 2309017

Company CIN No: L74999MH2015PLC268355



## NOTICE

**NOTICE** is hereby given that an 02/2026-27 Extraordinary General Meeting (EGM) of the Members of Virtuoso Optoelectronics Limited (CIN: L74999MH2015PLC268355) ("The company"), will be held on Thursday, September 24, 2026 at 11:00 A.M. through video conferencing ('VC') / other audio visual means ('OAVM') for which purpose the Registered office of the 7, MIDC area, Satpur, Nashik 422007 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

### **SPECIAL BUSINESS:**

#### **Issuance of Equity Shares of the Company to certain identified persons/ entity on 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 Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchange where the shares of the Company are listed ("Stock Exchange"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 16,89,859 (Sixteen lakh Eighty Nine thousand Eight hundred and fifty nine) Equity Shares having a face value of Rs. 10 each at a price of Rs. 503/- per Equity Share (including a premium of Rs. 493/- per Equity Share), aggregating up to Rs. 84,99,99,077/- (Rupees Eighty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand and Seventy-Seven) to the proposed allottees (as mentioned below) on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members. ("Preferential Issue of Equity Shares").



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| Sr. No.      | Name of Proposed Allottee(s) of Equity Shares           | Category      | Up to No. of Equity Shares to be Allotted |
|--------------|---------------------------------------------------------|---------------|-------------------------------------------|
| 1.           | ICICI Prudential SmallCap Fund                          | Non- Promoter | 10,93,439                                 |
| 2.           | ICICI Prudential Retirement Fund-Hybrid Aggressive Plan | Non- Promoter | 2,98,210                                  |
| 3.           | Clarus Capital II                                       | Non- Promoter | 2,98,210                                  |
| <b>Total</b> |                                                         |               | <b>16,89,859</b>                          |

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as Tuesday, August 25, 2026, being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, September 24, 2026.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the following terms and conditions:

- I. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
- II. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) 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.
- III. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- IV. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- V. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- VI. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby 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.



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**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(s) as appropriate and utilization 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 or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors  
For **Virtuoso Optoelectronics Limited**

Sd/-  
**Prasad Zinjurde**  
**Company Secretary & Compliance Officer**  
**M No A 54800**

**Date:** August 29, 2026

**Place:** Nashik

**Registered Office:**  
P. No. 7 MIDC Satpur, Nashik 422007  
CIN: L74999MH2015PLC268355



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**Notes:**

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the General Meeting through VC/OAVM. In terms of the said circulars, the Extra Ordinary General Meeting ("EGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes.
2. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that Notice has been uploaded on the website of the Company at [www.voepl.com](http://www.voepl.com). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., [www.evotingindia.com](http://www.evotingindia.com).
3. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
4. Pursuant to the aforesaid MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. 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.
6. The Members can join the EGM through 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 for 1,000 members on a 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.



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7. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-Voting system as well as e-Voting during the EGM will be provided by CDSL.
8. 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 dated April 15, 2020 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. Institutional/Corporate Shareholders intending to authorize their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorizing their representatives to attend and vote on their behalf at email IDs: [cs@voepl.com](mailto:cs@voepl.com) and [investor@voepl.com](mailto:investor@voepl.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**ELECTRONIC DISPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF EMAIL IDS FOR OBTAINING COPY OF NOTICE OF EGM:**

10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice is being sent to the Members and all other persons so entitled in electronic mode only, whose email IDs are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website [www.voep.com](http://www.voep.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
11. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Thursday, September 17, 2026, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
12. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Thursday, September 17, 2026, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or venue voting system on the date of the EGM by following the procedure mentioned in this part.
13. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant, Requests can be emailed to [cs@voepl.com](mailto:cs@voepl.com) or [investor@voepl.com](mailto:investor@voepl.com). We urge members to support this Green Initiative effort of the Company and get their email IDs registered.



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14. The remote e-voting will commence on Monday, September 21, 2026 at 09:00 a.m. and will end on Wednesday, September 23, 2026 at 05:00 p.m. during this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., September 17, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
15. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
16. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. September 17, 2026.

**DECLARATION OF RESULT:**

17. The Board of Directors have appointed Mr. Vishal Thawani of M/s. VTSN & Associates LLP, Practicing Company Secretary (Membership No. ACS: 43938; CP No: 17377), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.
18. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, [www.voepl.com](http://www.voepl.com).
19. SEBI has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN and Bank Account details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Account details along with a self-certified copy of PAN and a cancelled cheque/passbook copy to the Registrar and Share Transfer Agent/ Company.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED:**

- a) For physical shareholders- Please provide necessary details like 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 RTA email id: [unit10@cameo.com](mailto:unit10@cameo.com)
- b) For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

The e-voting period begins on Monday, September 21, 2026 at 09:00 a.m. and will end on Wednesday, September 23, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, September 17, 2026 may cast their vote electronically.



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The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- I. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders                                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are 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.</p> |



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|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                               | <p>3) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting pages by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Individual Shareholders Holding securities in demat mode with NSDL Depository | <p>1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 the 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on 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 the NSDL Depository site wherein you can see the 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 &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting</p> |



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|                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                             | 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.                                                                                                                                                                                                                                                                                                                                                                                                |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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 options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000                   |

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.



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5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) 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                                                                                       | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>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.</li></ul> |
| 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. <ul style="list-style-type: none"><li>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.</li></ul>                  |

- III. After entering these details appropriately, click on the “SUBMIT” tab.
- IV. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘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.
- V. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- VI. Click on the EVSN for Virtuoso Optoelectronics Limited.
- VII. 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.
- VIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- IX. 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.
- X. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XI. You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
- XII. 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.
- XIII. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.



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**XIV. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@voepl.com](mailto:cs@voepl.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meetings & e-Voting on the day of the EGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow cameras and use the Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at-least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@voepl.com](mailto:cs@voepl.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@voepl.com](mailto:cs@voepl.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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9. Only those shareholders, who are present in the EGM through VC/OAV facility and have not casted their vote on the Resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- 1) For Physical shareholders- please provide necessary details like 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
- 2) For Demat shareholders -Please update your email id & mobile no. With your respective Depository Participant (DP).
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through the Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

### Item No. 1: Issuance of Equity Shares of the Company on a Preferential Basis

The Board has explored various options and proposed to raise funds by way of issue of Equity Shares on preferential basis, for the purpose as detailed below. The board of directors of the Company ("Board") in their meeting held on Saturday, August 29, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 16,89,859 (Sixteen lakh Eighty-Nine thousand Eight hundred and fifty-nine) Equity Shares having a face value of Rs. 10 each at a price of Rs. 503/- per Equity Share (including a premium of Rs. 493/- per Equity Share), aggregating up to Rs. 84,99,99,077/- (Rupees Eighty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand and Seventy-Seven) to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

| Sr. No.      | Name of Proposed Allottee(s) of Equity Shares           | Category      | Up to No. of Equity Shares to be Allotted |
|--------------|---------------------------------------------------------|---------------|-------------------------------------------|
| 1.           | ICICI Prudential SmallCap Fund                          | Non- Promoter | 10,93,439                                 |
| 2.           | ICICI Prudential Retirement Fund-Hybrid Aggressive Plan | Non- Promoter | 2,98,210                                  |
| 3.           | Clarus Capital II                                       | Non- Promoter | 2,98,210                                  |
| <b>Total</b> |                                                         |               | <b>16,89,859</b>                          |

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members for the resolutions as set out in the notice, by way of a special resolution.

The issue and allotment of Equity Shares shall be on the terms and conditions, as mentioned below:

- 1) 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.
- 2) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) 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.
- 3) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- 4) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.



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- 5) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the respective Investor.
- 6) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

**The objects of the preferential issue:**

**i. The objects of the preferential issue:**

The proceeds of the preferential issue will be utilized for the following purposes:

- a) Funding the long-term working capital requirements of the Company,
- b) Purchase of plant and machinery,
- c) General corporate purposes, including, inter alia, issue expenses, business development, marketing and branding, and meeting administrative and operational expenses of our Company.

It is clarified that not more than 25% (twenty-five percent) of the issue proceeds will be utilized for general corporate purposes, which includes, inter alia issue expenses, business development, marketing and branding, and meeting administrative and operational expenses of our Company, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

**ii. Utilization of Issue Proceeds**

Given that the funds to be received against equity shares which will be fully paid up and the quantum of funds required on different dates may vary, therefore, the broad range of receipt of funds and intended use of the issue proceeds for the above objects is set out herein below:

| Sr. No. | Particulars                                                                                                                                                                                                                              | Amount (Rs. in crores)                                                                               | Timeline for receipt of Fund |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|------------------------------|
| 1       | On allotment of 16,89,859 (Sixteen lakh Eighty-Nine thousand Eight hundred and fifty-nine) Equity Shares having a face value of Rs. 10 each at a price of Rs. 503/- per Equity Share (including a premium of Rs. 493/- per Equity Share) | Rs.84,99,99,077/- (Rupees Eighty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand and Seventy-seven) | On Allotment                 |



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**Schedule of implementation:**

| Sr. no       | Particulars                                        | Tentative Timeline within which such proceeds shall be utilized** | Total amount (Rs. in crores) * |
|--------------|----------------------------------------------------|-------------------------------------------------------------------|--------------------------------|
| 1.           | Funding the long-term Working Capital Requirements | 3 months                                                          | 46.00                          |
| 2.           | Purchase of plant and machinery                    | 6 months                                                          | 17.97                          |
| 3.           | General Corporate Purpose                          | 12 months                                                         | 21.02                          |
| <b>Total</b> |                                                    |                                                                   | 84.99                          |

\*Rounded off upto 2 digits

Note: the company proposes to purchase / procure plant and machinery from China, which will increase the capacity of deep freezer unit from 1,50,000 units per annum to 2,50,000 units per annum. this expansion will be carried out at manufacturing facility located at Plant 7 at Gat No. 38,39 & 40, Janori-Mohadi Road, Village- Mohadi, Tal Dindori, Dist Nashik 422206.

\*\* The timeline of proposed utilization commences from the date of receipt of listing and trading approval for equity shares allotted pursuant to the proposed preferential issue and receipt of fund against issuance of Equity.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors subject to compliance with applicable laws. Further the timeline may get extended based as determined by the Board of Directors in compliance with Applicable Law.

Also note that the above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on the current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management, however the same will be done in compliance with applicable laws.

**iii. Interim Use of issue proceeds: -**

Our Company, in accordance with the policies formulated by our Management Committee of the Board of Directors of the Company from time to time, will have flexibility to deploy the Issue Proceeds in accordance with applicable laws. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue investments deposits in scheduled commercial banks, securities issued by government of India, or any other investment as permitted under applicable laws.

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**iv. Monitoring of utilization of funds**

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint the monitoring agency to monitor the use of proceeds of preferential issue.

**v. The total number of shares or other securities to be issued:**

The Board, pursuant to its resolution dated Saturday, August 29, 2026 has approved the proposed preferential issue of up to 16,89,859 (Sixteen lakh Eighty-Nine thousand Eight hundred and fifty nine) Equity Shares having a face value of Rs. 10 each at a price of Rs. 503/- per Equity Share (including a premium of Rs. 493/- per Equity Share), aggregating up to Rs. 84,99,99,077/- (Rupees Eighty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand and seventy-seven)

**vi. Date of Board Resolution:** August 29, 2026

**vii. Amount which the company intends to raise by way of such securities:**

Amount to be raised by issue of Equity Shares is up to 16,89,859 (Sixteen lakh Eighty-Nine thousand Eight hundred and fifty-nine) Equity Shares having a face value of Rs. 10 each at a price of Rs. 503/- per Equity Share (including a premium of Rs. 493/- per Equity Share), aggregating up to Rs. 84,99,99,077/- (Rupees Eighty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand and seventy-seven)

**viii. The price or price band at which the allotment is proposed:**

Issue Price is fixed at Rs. 10 each at a price of Rs. 503/- per Equity Share (including a premium of Rs. 493/- per Equity Share).

**ix. Basis on which the price has been arrived at:**

The equity shares of the Company are listed on BSE Limited and NSE and are frequently traded in accordance with the SEBI (ICDR) Regulations. Therefore, trading volume of the Equity Shares on the NSE, during the preceding 90 trading days prior to the Relevant Date has been considered to determine the issue price.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- i. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or



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- ii. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

We also confirm that the Articles of Association doesn't contain any article which provides for a particular method for determination of price in case of preferential issue.

The proposed Preferential Issue is not expected to result in a change in control, and further the proposed Preferential Issue does not envisage the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to any Proposed Allottees.

Therefore, the Company is not required to obtain a valuation report from an independent registered valuer for determining price, in terms of the Regulation 166A of the SEBI ICDR Regulations.

In view of the above, the Board of the Company has fixed the Equity Share price of Rs. 503/- (Rupees Five Hundred and Three only) which is above the floor price as determined in compliance with the requirements of the ICDR Regulations.

**x. The relevant date on the basis of which price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is **Tuesday, August 25, 2026** being the 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, September 24, 2026.

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

The Preferential issue of Equity Shares is proposed to be made to non-promoter entities.

**xii. Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**

None of the other Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

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

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permission by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.



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**xiv. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:**

| Name of Investor                                        | Category       | Pre Preferential Issue Holding as on August 24, 2026 |          | Up to No. of Equity Shares to be Allotted | Post Allotment of Equity Shares pursuant to the Preferential allotment (assuming full conversion of Warrants) |             |
|---------------------------------------------------------|----------------|------------------------------------------------------|----------|-------------------------------------------|---------------------------------------------------------------------------------------------------------------|-------------|
|                                                         |                | No. of Equity Shares held                            | % held   |                                           | No. of Equity Shares held                                                                                     | % held      |
| ICICI Prudential SmallCap Fund                          | Non - promoter | 0                                                    | 0        | 10,93,439                                 | 10,93,439                                                                                                     | 2.98        |
| ICICI Prudential Retirement Fund-Hybrid Aggressive Plan | Non - promoter | 0                                                    | 0        | 298210                                    | 298210                                                                                                        | 0.81        |
| Clarus Capital II                                       | Non - promoter | 0                                                    | 0        | 298210                                    | 298210                                                                                                        | 0.81        |
| <b>Total</b>                                            |                | <b>0</b>                                             | <b>0</b> | <b>16,89,859</b>                          | <b>16,89,859</b>                                                                                              | <b>4.61</b> |

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares of the Company.

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

Save and otherwise provided below the Company has not made any preferential issue or allotment of securities on preferential basis during the financial year 2026-27.

| Number of Persons | Nature of transactions             | Number of Equity shares | Number of Warrants | Price |
|-------------------|------------------------------------|-------------------------|--------------------|-------|
| 2                 | Equity allotment                   | 16,85,392               | -                  | 356   |
| 3                 | Warrants allotment                 | -                       | 7,02,246           | 356   |
| 1                 | Conversion of warrants into equity | 7,32,600                | -                  | 455   |

**xvi. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

**xvii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:**



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| Sr. No. | Category                                             | Pre Issue as on August 24, 2026 |         | Post Issue*<br>(Assuming conversion of all Warrants to Equity Shares) |         |
|---------|------------------------------------------------------|---------------------------------|---------|-----------------------------------------------------------------------|---------|
| A.      | Promoter Holding                                     |                                 |         |                                                                       |         |
| 1       | Indian                                               |                                 |         |                                                                       |         |
|         | Individual                                           | 1,58,32,236                     | 46.22%  | 1,65,34,482                                                           | 45.12%  |
|         | Bodies corporate                                     | NIL                             | NIL     | NIL                                                                   | NIL     |
|         | Sub Total                                            | 1,58,32,236                     | 46.22%  | 1,65,34,482                                                           | 45.12%  |
| 2       | Foreign Promoters                                    | NIL                             | NIL     | NIL                                                                   | NIL     |
|         | Subtotal (A)                                         | 1,58,32,236                     | 46.22%  | 1,65,34,482                                                           | 45.12%  |
| B.      | Non promoters' holding                               |                                 |         |                                                                       |         |
| 1.      | Institutional Investors                              |                                 |         |                                                                       |         |
|         | Alternate Investment Funds                           | 3,52,002                        | 1.03%   | 6,50,212                                                              | 1.77%   |
|         | Foreign Portfolio Investors                          | 60,46,472                       | 17.65%  | 60,46,472                                                             | 16.50%  |
| 2.      | Non-Institution                                      |                                 |         |                                                                       |         |
|         | NRI                                                  | 3,77,134                        | 1.10%   | 3,77,134                                                              | 1.03%   |
|         | Bodies Corporate (Include LLP)                       | 16,10,915                       | 4.70%   | 16,10,915                                                             | 4.40%   |
|         | Public (Including Any Other – Firm, HUF, Trust etc.) | 1,00,32,312                     | 29.29%  | 1,14,23,961                                                           | 31.18%  |
|         | Subtotal (B)                                         | 1,84,18,835                     | 53.78%  | 2,01,08,694                                                           | 54.88%  |
|         | Grand Total                                          | 3,42,51,071                     | 100.00% | 3,66,43,176                                                           | 100.00% |

*\* In the Extraordinary Meeting held on July 12, 2026, members of the Company have approved issuance of 7,02,246 warrants convertible into equity shares to Mr. Sukrit Bharati, Ms. Nikitha Poddatur and Sukrit Bharati HUF. Further Board of Directors of the Company vide Board resolution by circulation approved on August 13, 2026, allotted 7,02,246 warrants pursuant to the receipt of 25% of fund. All warrants are currently pending for conversion.*

**xviii. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter**

| Name of proposed allottee | Current status of proposed allottee namely Promoter or Non-Promoter | Proposed status of allottee (Post the Preferential Issue, namely Promoter or Non-Promoter) |
|---------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
|                           |                                                                     |                                                                                            |



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|                                                         |                |                |
|---------------------------------------------------------|----------------|----------------|
| ICICI Prudential SmallCap Fund                          | Non - promoter | Non - promoter |
| ICICI Prudential Retirement Fund-Hybrid Aggressive Plan | Non - promoter | Non - promoter |
| Clarus Capital II                                       | Non - promoter | Non - promoter |

**xix. Lock-In Period:**

The Equity Shares to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations. The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

**xx. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:**

| Name of Investor                                        | Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued | Pre Issue     |   | Post Issue<br>(Assuming conversion of all Warrants to Equity Shares) |      |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------|---------------|---|----------------------------------------------------------------------|------|
|                                                         |                                                                                                      | No. of Shares | % | No. of Shares                                                        | %    |
| ICICI Prudential SmallCap Fund                          | Not Applicable*                                                                                      | 0             | 0 | 10,93,439                                                            | 3.04 |
| ICICI Prudential Retirement Fund-Hybrid Aggressive Plan | Not Applicable*                                                                                      | 0             | 0 | 298210                                                               | 0.82 |
| Clarus Capital II                                       | Mr. Soumendra Lahiri<br>(Partner and CIO)                                                            | 0             | 0 | 298210                                                               | 0.82 |

*\*As the proposed allottee(s) is SEBI-registered Mutual Fund, Regulation 163(f) of the SEBI (ICDR) Regulations, 2018 is not applicable.*

**xxi. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.



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

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**xxiii. 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, and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

**xxiv. Valuation report from a Registered valuer:**

The proposed Preferential Issue is not expected to result in a change in control, and further the proposed Preferential Issue does not envisages the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to any Proposed Allottee, Therefore the Company is not required to obtain a valuation report from an independent registered valuer for determining the price, in terms of the Regulation 166A of the SEBI ICDR Regulations.

**xxv. Practicing Company Secretary's Certificate:**

The certificate from M/s Prachi Bansal and Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website <https://www.voepl.com/notices-announcements> and will be accessible at link: <https://drive.google.com/file/d/1npeISHTTMqAkq4GD7iCXHtbpofFzdfWK/view?usp=sharing>

**xxvi. Principal terms of assets charged as securities:**

Not applicable

**xxvii. Monitoring of Utilization of Funds:**

As the issue size is less than Rs. 100 Crore, the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI (ICDR) Regulations.



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**xxviii. Other Disclosures/Undertaking:**

- a) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b) Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d) The Company is in compliance with the conditions for continuous listing;
- e) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders and proposed allottees of the Company.

By order of the Board of Directors

For **Virtuoso Optoelectronics Limited**

**Sd/-**  
**Prasad Zinjurde**  
**Company Secretary & Compliance Officer**  
**M No A 54800**

**Date:** August 29, 2026

**Place:** Nashik

**Registered Office:**

P. No. 7 MIDC Satpur, Nashik 422007

CIN: L74999MH2015PLC268355



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