November 18, 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 — Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the postal ballot notice along with the explanatory statement ("Postal Ballot Notice"), seeking approval of the Members of the Company by way of Ordinary / Special Resolution for the following business item:

1. Material Modification of earlier approved Material Related Party Transactions between the Company and Virtuoso Compressors Private Limited.

2. Appointment of Mr. J Vishnuvardhan (DIN: 10983248) as an Independent Director of the Company.

In accordance with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 9/2024 dated September 19, 2024, No. 03/2025 dated September 22, 2025 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the SEBI Listing Regulations, the Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, November 13, 2026 ("Cut-off Date") and whose e-mail addresses are registered with the Company/Depositories. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e mail addresses are requested to register the same by following the procedure set out in the Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-voting facility to the Members. The e-voting will commence on Thursday, November 19, 2026 from 9:00 a.m. (IST) and shall end on Friday, December 18, 2026 at 5:00 p.m. (IST). The results of the postal ballot will be declared by the Company on or before Sunday, December 20, 2026.

This intimation is being made available on the website of the Company at https: https://www.voepl.com/notices-announcements as well as on the stock exchnages.

Request you to kindly take the same on records.

Thanking you,
Yours Faithfully,
For **Virtuoso Optoelectronics Limited**

PRASAD D ZINJURDE
Digitally signed by PRASAD D ZINJURDE
Date: 2026.11.18 15:20:27 +05'30'

Prasad Zinjurde
Company Secretary and Compliance Officer
M No A54800

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to section 110 read with section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulation") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws and regulations, if any, including any statutory amendment(s), modification(s), variation(s) or reenactment(s) thereto, for the time being in force, that the ordinary / special resolutions appended below are proposed to be passed by way of postal ballot. The draft ordinary / special resolutions and the statement pursuant to section 102 of the Act setting out all the material facts and reasons for the proposal appended hereto for your consideration are proposed to be passed as an Ordinary / Special Resolutions by the Members of the Company through Postal Ballot by voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special/ordinary Resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company at its Meeting held on November 06, 2026 has approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolutions and the explanatory statement thereto are annexed herewith for your consideration and you are requested to record your assent or dissent by means of remote e-voting facility provided by the Company.

The Board of Directors has appointed: -

i. CS Vishal Thawani, Designated Partner of M/s. VTSN and Associates LLP as the Scrutinizer ("Scrutinizer") for conducting the postal ballot voting process in a fair and transparent manner and

ii. Central Depository Services (India) Limited (CDSL) to provide e-voting facility for the postal ballot.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, November 19, 2026, and ends at 5:00 p.m. (IST) on Friday, December 18 2026. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on Sunday, December 20, 2026. The instructions for e-Voting are annexed to this notice. The voting results will be communicated to the depositories, registrar and share transfer agents and shall also be displayed on the Company's website, www.voepl.com and will be intimated to the Stock Exchange where the shares of the Company are listed i.e. BSE Limited (Scrip Code 543597) and National Stock Exchange of India Limited (Symbol VOEPL) in accordance with the provisions of SEBI Listing Regulations.

The Members shall take a note that the Postal Ballot notice is being sent through E-mail to all the shareholders as on the cut-off date i.e. Friday, November 13, 2026 who has registered their email id with their depository.

SPECIAL BUSINESS:

Item No. 1: **Material Modification of earlier approved Material Related Party Transactions between the Company and Virtuoso Compressors Private Limited**

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

"RESOLVED THAT in partial modification of the earlier Resolution No. 3 passed on May 21, 2026 by members of the Company through Postal Ballot, pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 188 of the Companies Act, 2013 read with applicable rules, any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Policy on Related Party Transactions of the Company, as amended, subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and pursuant to the approval/recommendation of the Audit Committee and the Board of Directors of the Company on November 06, 2026, approval of the Members of the Company be and is hereby accorded for entering into and / or continuing with the existing Material Related transactions / arrangements / contracts / agreements (whether individual transaction or transactions taken together or series of transactions or otherwise), with Virtuoso Compressors Private Limited ("VCPL"), being a subsidiary and a related party of the Company, based on the revised monetary limit for the

transactions as mentioned below and as mentioned in the explanatory statement, for the period commencing from the date of approval of this resolution by the Members and ending on May 20, 2027, on the material terms and as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the Company and VCPL, provided that the said contract(s)/arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

Sr. No.	Nature of Transaction	Earlier approved limit* (Rs. in Cr.)	Proposed approval limit (Rs. in Cr.)	Increase by (Rs. in Cr.)
1	Sale of goods, Materials, Scrap, Tools, Dies, Fixtures etc.	100	125	25
2	Sale of Fixed Assets	30	100	70
3	Purchase of Fixed Assets	2	25	23

RESOLVED FURTHER THAT except for the modifications relating to the revised transaction limits as specified above and detailed in the Explanatory Statement annexed to this Notice, all other terms and conditions of Resolution No. 3 approved by the Members of the Company through Postal Ballot on May 21, 2026, which are not specifically modified by this resolution, shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT upon incorporating the aforesaid incremental limits aggregating to Rs. 118 Crore into the existing aggregate approved limit of Rs. 541 Crore, the revised aggregate limit for Related Party Transactions with Virtuoso Compressors Private Limited shall stand enhanced to Rs. 659 Crore.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include Audit Committee of the Company or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and / or incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Director(s) and / or Key Managerial Personnel / officer(s) / employee(s) of the Company / any other person(s), to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard."

Item No. 2: **Appointment of Mr. J Vishnuvardhan (DIN: 10983248) as an Independent Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and 161(1), read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made thereunder, Regulation 16(1)(b), Regulation 17(1C), Regulation 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded by way of Special Resolution for the appointment of Mr. J Vishnuvardhan (DIN: 10983248), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors pursuant to Section 161(1) of the Act, with effect from December 01, 2026, and who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment as an Independent Director under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, being eligible, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from December 01, 2026 and ending on November 30, 2031 (both days inclusive), on such terms and conditions, including those relating to remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board or Key Managerial Personnel of the Company, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions."

By order of the Board of Directors
For **Virtuoso Optoelectronics Limited**
SD/-
Prasad Zinjurde
Company Secretary & Compliance Officer
M No. A54800

Place: Nashik
Date: November 06, 2026
Registered office: P. No. 7 MIDC Satpur, Nashik 422007

NOTES:

1. The Explanatory Statement pursuant to Section 102, 110 of the Companies Act, 2013 and the Rules thereto, giving reasons for the proposed 2 (Two) Resolutions stating out material facts is annexed hereto.

2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories / Cameo Corporate Services Private Limited, the Company's Registrar and Transfer Agents ("RTA") as on Friday, November 13, 2026 ("Cut-off date") and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants ("DP") or who will register their email address in accordance with the process outlined in this Notice.

3. In compliance with Sections 110 and 108 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-voting facility provided by Central Depository Services (India) Limited ('CDSL'). The instructions for e-voting are annexed to this Notice.

4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.

5. The remote e-voting period commences at 9.00 a.m. (IST) on Thursday, November 19, 2026, and ends at 5:00 p.m. (IST) on Friday, December 18 2026, ('remote e-voting period'), thereafter remote e-voting module will be disabled, and e-voting shall not be allowed beyond the said time. During this remote e-voting period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically. Once a member cast their vote on the resolution, they will not be allowed to change it subsequently.

6. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as under:

    - Members holding shares in demat form can update their e-mail address with their Depository Participant(s).

- Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by e-mail at investor1@cameoindia.com followed by mandatorily sending the physical copy of the same through post to the Registered Office of the Company;

7. The draft copies if any w.r.t. above mentioned resolutions and other documents will be available for inspection without any fee by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to the closure of remote e-voting period i.e., Friday, December 18, 2026.

8. Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialize form. To avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.

9. The results declared along with the scrutinizer's report will be uploaded on the website of the Company at www.voepl.com in the 'Investors' section and on the CDSL website at www.evotingindia.com. The results will also be disclosed on the websites of the Stock Exchanges and displayed on the notice board at the registered office of the Company

10. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Friday, December 18, 2026.

11. **The instructions for remote e-voting are as under:**

    a) The voting period commences at 9.00 a.m. (IST) on Thursday, November 19, 2026, and ends at 5:00 p.m. (IST) on Friday, December 18 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday November 13, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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 facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

d) 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.**

a. 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 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**	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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. 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. 3) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) 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, 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.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to the e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to 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. 4) For OTP based login you can click on https://eservices.nsdl.com / SecureWeb / evoting / evotinglogin.jsp. 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 page. Click on the company **name or e-Voting service provider name** and you will be re-directed to the e-Voting **service provider website** for casting your vote during the remote e-Voting period.
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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
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

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

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

I. The shareholders should log on to the e-voting website www.evotingindia.com.
II. Click on "Shareholders" module.
III. 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.
IV. Next enter the Image Verification as displayed and Click on Login.
V. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
VI. 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) Shareholders who have not updated their PAN with the Company/Depository Participants are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Company Details **OR** Date of Birth (DOB)	Enter the Dividend Company Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Company details field.

VII. After entering these details appropriately, click on the "SUBMIT" tab.

VIII. 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.

IX. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

X. Click on the EVSN for the Virtuoso Optoelectronics Limited

XI. 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.

XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XIII. 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.

XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XV. You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.

XVI. 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.

XVII. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.

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

a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c) 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.

d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

e) 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.

f) 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 **Company/RTA email id**.

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to 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, AVP, (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 or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("**Act**")

The following Explanatory Statement sets out the relevant information as required under Section 102 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As regards the material related party transactions, the explanatory statement also contains the disclosures required under Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("ISN") formulated by Industry Standard Forum in consultation with the Securities and Exchange Board of India ("SEBI"), issued on June 26, 2025 and effective from September 01, 2025.

Item No. 1 Material Modification of earlier approved Material Related Party Transactions between the Company and Virtuoso Compressors Private Limited

Virtuoso Compressors Private Limited ('VCPL') is a subsidiary company of The Virtuoso Optoelectronics Limited ('the Company') and consequently, a related party of the Company. VCPL is a compressor manufacturing Company. VCPL has state-of-the-art reciprocatory compressor manufacturing plants.

Regulation 23 of the Listing Regulations requires Members' prior approval by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business and on an arm's length basis.

As per the Regulation 23(1) of the Listing Regulations read with Schedule XII, for a listed entity whose annual consolidated turnover is upto Rs. 20,000 crores, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions with such related party during a financial year exceeds 10 % of the annual consolidated turnover of the listed entity. Since the annual consolidated turnover of Virtuoso Optoelectronics Limited for the financial year 2025-26 was Rs. 823.60 crores, any transaction(s) with related party will be considered material if the transaction(s) to be entered into individually or taken together with previous transactions with such related party during a financial year, exceeds Rs. 82.36 Cr. crore.

The Independent Directors of the Audit Committee of the Company at its meetings held on March 27, 2026 unanimously approved the transactions to be carried out with, inter-alia, the said subsidiary in FY 2026-27. The Audit Committee of the Company has reviewed the certificate provided by the

Managing Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with the said subsidiaries are in the interest of the Company.

The Audit Committee of the Company, at its meeting held on March 27, 2026, on the basis of relevant details provided by the management, as required by the applicable laws and in terms of the ISN, has reviewed and approved transactions up to an aggregate amount not exceeding Rs. 541 crore (Rupees Five Hundred Forty-One Crores only) for entering into and / or continuing Material Related Party transactions / arrangements / contracts / agreements (whether individual transaction or transactions taken together or series of transactions or otherwise) with VCPL during the financial year 2026-27, subject to the prior approval of the Members.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with VCPL, for an aggregate value upto Rs. 541 crores during FY27. The Audit Committee has noted that the said transactions with VCPL would be in the ordinary course of business of the Company and at an arm's length basis

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

Accordingly, Shareholders through postal ballot approved material related party transactions with Virtuoso Compressors Private Limited for an aggregate amount not exceeding Rs. 541 Crore for the period of 1 year from the date of passing this resolution i.e. on May 21, 2026.

Further It is proposed to consider and approve increase in the approved limits for the purpose of transaction relating to –

Sr. No.	Nature of Transaction	Earlier approved limit* (Rs. in Cr.)	Proposed approval limit (Rs. in Cr.)	Increase by (Rs. in Cr.)
1	Sale of goods, Materials, Scrap, Tools, Dies, Fixtures etc.	100	125	25
2	Sale of Fixed Assets	30	100	70
3	Purchase of Fixed Assets	2	25	23

* (as approved by Postal Ballot on May 21, 2026)

The Independent Directors of Audit Committee and the Board of Directors at their respective meetings held on November 06, 2026 have considered, approved and recommended the material Related Party Transactions with Virtuoso Compressors Private Limited, as mentioned in Item No. 1 of this notice, for approval of the members.

The proposed transactions with VCPL along with the relevant details are as follows:

A. **Minimum information of the proposed RPT**

PART A		
Sr. No.	**Particulars**	**Information provided by the management**
A1	**Basic details of the related party**	
1	Name of the related party	Virtuoso Compressors Pvt. Ltd.
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing
A2	**Relationship and ownership of the related party**	
1	Relationship between the listed entity and Related Party (subsidiary)	Virtuoso Compressors Pvt. Ltd. is Subsidiary of Virtuoso Optoelectronics Limited
2	Shareholding of the listed entity whether direct or indirect, in the related party	Direct, as on date of this notice Virtuoso Optoelectronics Limited holds 90% of the total equity share capital of the Company.
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL
A3	**Details of previous transactions with the related party**	
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	
	Nature of Transaction	**FY 2025-2026**
	Sale of Goods & Services	Rs. 39.86 Crore
	Investments in VCPL	NIL
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 240.3 Cr.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NO
A4	**Amount of the proposed transaction(s)**	

1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee	Rs. 118 Cr. (The proposed approval of ₹118 crore represents only the incremental enhancement over the previously approved respective transaction limits)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	14.32% Note: The percentage has been calculated based on the total amount of Rs. 118 Crore pertaining to the modification in material related party transaction proposed under Item No. 1 of this Notice.
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable. Listed entity is party to the transaction.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	280.75% Note: The percentage has been calculated based on the total amount of Rs. 118 Crore pertaining to the material related party transaction proposed under Item No. 1 of this Notice.
6	Financial performance of the related party for the immediately preceding financial year:	
	Particulars	**FY 2025-2026**
	Turnover	Rs. 42.03 Cr.
	PAT	Rs. 61.79 Lakh
	Networth	Rs. 96.79 Lakh
A 5	**Basic details of the proposed transaction**	
1	Specific type of the proposed transaction (e.g. sale of goods / services, purchase of goods / services, giving loan, borrowing etc.)	1. Sale of goods, Materials, Scrap, Tools, Dies, Fixtures etc. - Rs. 25 Cr. 2. Sale of Fixed Assets – upto Rs. 100 Cr.
2	Details of each type of the proposed transaction	3. Purchase of Fixed Assets – upto Rs. 25 Cr.

3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the date of approval of the resolution by the Members until May 20, 2027. *(May 20, 2027 i.e. 1 year from the date of approval given by Shareholders on May 21, 2026)*
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	Not exceeding Rs. 118 Cr. (The proposed approval of ₹118 crore represents only the incremental enhancement over the previously approved respective transaction limits)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Virtuoso Compressors Private Limited (VCPL) was incorporated in FY 2025–26 as a 90% subsidiary of the Company. The primary objective of this transaction is to enable VCPL to establish its operational framework and achieve self-sustainability. As VCPL ramps up its operations, its financial results will be consolidated with those of the Company, driving consolidated revenue growth and creating long-term value appreciation for the shareholders. Both entities belong to the Virtuoso Group; each operates independently with distinct commercial responsibilities. The transactions are designed to harness group synergies, ensure continuity and reliability in the supply of goods and services, and enhance operational efficiency, without compromising independence. Further, the proposed RPTs are undertaken in the ordinary course of business and on an arm's length basis.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	1. Virtuoso Optoelectronics Limited (Holding Company) hold 90% of paid-up share capital of the Virtuoso Compressors Private Limited 2. Mr. Sukrit Bharati hold 10% of paid-up share capital of the Virtuoso Compressors Private Limited Further Mr. Sukrit Bharati holds 42.45% of shares in Virtuoso Optoelectronics Limited (Holding Company). Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / shareholding in the Company and Related Party.

		3. Mr. Abhinav, Director of the Company is also Director in the Virtuoso Compressors Private Limited. 4. Mr. Sajid Shaikh, CFO of the Company, is Director in the Virtuoso Compressors Private Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not applicable
9	Other information relevant for decision making	All relevant information forms a part of this disclosure setting out requisite facts.

B. **Specific type of RPT is proposed to be undertaken and is in addition to Part A**

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
Sr. No.	**Particulars of the information**	**Information provided by the management**
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding process was undertaken. Both entities belong to the Virtuoso Group; each operates independently with distinct commercial responsibilities. The transactions are designed to harness group synergies, ensure continuity and reliability in the supply of goods and services, and enhance operational efficiency, without compromising independence. Company has followed alternative methods (for instance, cost-plus mark-up or comparable price, etc.) as advised by the independent consulting firm, shall be considered as arm's length pricing criteria. For the allied and other proposed transactions, transactions will be entered based on the market price of the relevant material and service. Where market price is not available, alternative methods (such as cost-plus mark-up, comparable price, etc.) shall be considered as arm's length price.
2	Basis of determination of price	
3	In case of trade advance (up to 365 days, or such period as per normal trade practice) proposed to be extended to the related party (a) amount, (b) tenure, (c) whether self-liquidating	NIL

Upon incorporating the aforesaid limits into the existing approved limit of Rs. 541 Crore, the revised aggregate limit for Related Party Transactions with Virtuoso Compressors Private Limited shall stand

enhanced to Rs. 659 Crore for the tenure approved by the shareholders via postal ballot on May 21, 2026.

None of the other Directors (except to the extent of the details mentioned in this explanatory statement), Key Managerial Personnel of the Company or their relatives, except for their directorship in the said subsidiary and / or to the extent of their shareholding in the said subsidiaries and / or the Company, are concerned / interested, financially or otherwise, in the Resolution Nos. 1

The Members may note that in terms of the provisions of the SEBI (LODR) Regulation 2015, related parties of the Company as defined thereunder {whether such related party(ies) is a party to the transactions mentioned herein below or not}, shall not vote to approve Resolution No. 1 subject to the applicable exemptions under the Listing Regulations.

Based on the review and approval of the Independent Directors of the Audit Committee, the Board hereby seeks approval from the Shareholders by way of ordinary resolution, as proposed in item No. 1 in the notice.

Item No. 2 Appointment of Mr. J Vishnuvardhan (DIN: 10983248) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on November 06, 2026, approved the appointment of Mr. J Vishnuvardhan (DIN: 10983248), as an Additional Director of the Company, with effect from December 01, 2026, Subject to Shareholders' approval, the Board has also approved the appointment of Mr. J Vishnuvardhan as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from December 01, 2026 and ending on November 30, 2031 in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

The Company has received all the statutory declarations/disclosures from Mr. J Vishnuvardhan including the following:

a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
b) confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
c) confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;

d) confirmation that he is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
e) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Mr. J Vishnuvardhan shall hold office until the date of next General Meeting. Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations 2015, Company shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. J Vishnuvardhan is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. J Vishnuvardhan's candidature as an Independent Director of the Company.

For appointment of Mr. J Vishnuvardhan on the Board, the Nomination and Remuneration Committee took into consideration his varied experience and expertise in strategic advisory, policy advisory and entrepreneurship. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mr. J Vishnuvardhan were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Mr. Vishnuvardhan is a former professional tennis player who represented India at the 2012 London Olympic Games, Davis Cup and various ATP Tour events, achieving career-best ATP rankings of World No. 262 in Singles and World No. 92 in Doubles. He is the Co-Founder of Sportslet, an integrated platform focused on strengthening India's racquet sports ecosystem by connecting players, coaches, academies, clubs and tournament organizers.

He leads the strategic direction, business development, partnerships, brand positioning and investor relations of Sportslet. He also serves as an Advisor to the Hyderabad Padel League and Secretary of the Telangana Pickleball Association, contributing to the development and promotion of racquet sports. Further, he is associated with PicklePro Academy as Brand Ambassador and Advisor, supporting grassroots participation and athlete development. His extensive international sporting experience, entrepreneurial exposure and leadership roles in the sports industry bring valuable insights into business development, strategic partnerships, community engagement and organizational growth. Mr. Vishnuvardhan holds a graduate degree in Commerce from the "Osmania University".

In the opinion of the Board, Mr. Vishnuvardhan fulfills the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the SEBI (LODR) Regulation 2015 and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, are provided on pages 22 and 23 to this Notice.

In terms of the Company's Policy, Mr. Vishnuvardhan will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board / Committee(s) meetings, reimbursement of expenses (if any) for participation in meetings, and such commission (if any) as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act.

The Board believes that Mr. Vishnuvardhan's experience as an international professional tennis player, coupled with his entrepreneurial exposure, strategic leadership and understanding of business development, partnerships and organizational growth, will bring valuable insights and contribute to strengthening the Company's overall business strategy and governance.

Mr. Vishnuvardhan, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers the appointment of Mr. Vishnuvardhan as an Independent Director to be in the interest of the Company and hereby seek approval from the Shareholders by way of Special resolution, as proposed in item No. 2 in the notice.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Particulars	Remarks
Name	J Vishnuvardhan
Director Identification Number (DIN)	10983248
Date of Appointment	December 01, 2026
Age	39 Years
Qualification	B Com – Computers
Experience	Mr. Vishnu Vardhan is a former professional tennis player who represented India at the 2012 London Olympic Games and Davis Cup, achieving career-best ATP rankings of World No. 262 in Singles and World No. 92 in Doubles. He is the Co-Founder of Sportslet, an integrated platform focused on developing India's

	racquet sports ecosystem, where he leads strategic planning, business development, partnerships and investor relations. He also serves as Advisor to the Hyderabad Padel League and Secretary of the Telangana Pickleball Association. His experience in entrepreneurship, strategic partnerships, sports industry development and leadership brings valuable business and strategic insights to the Board.
Nature of expertise in specific functional	1. Entrepreneurship & leadership 2. Strategic business planning 3. Business development and strategic partnerships 4. Brand positioning, 5. Investor Relations
Directorship in the Boards of other Indian listed entities	NIL
Directorship held in other unlisted entities	1. Pro Sports Outlets Private Limited 2. Telangana Pickleball Association
Inter-se relationships with Directors and Key Managerial Personnel	NIL
Shareholding in the Company	NIL
Key terms and conditions of appointment	Appointment as an Independent Director for a period of 5 (five) consecutive years effective from December 01, 2026 to November 30, 2031. For further details, refer Notice and Explanatory Statement.
Details of remuneration last drawn (FY 2025-26) & upto the date of this Notice	NIL
Remuneration proposed to be paid	In terms of the Company's Policy, Mr. Vishnuvardhan will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board / Committee(s) meetings, reimbursement of expenses (if any) for participation in meetings, and such commission (if any) as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act. Details of remuneration to Independent Directors shall be disclosed as part of the Annual Report.
Directorships in other Companies (excluding foreign companies)	2
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	NIL

Listed entities from which the Director has resigned in last 3 (three) years	NIL
No. of Board Meetings attended during FY 2026-27 (upto the date of this Notice)	NIL
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	NIL
No. of shares held (as on the date of this Notice):	NIL

By order of the Board of Directors
For **Virtuoso Optoelectronics Limited**
SD/-
Prasad Zinjurde
Company Secretary & Compliance Officer
M No. A54800
Place: Nashik
Date: November 06, 2026
Registered office:
P. No. 7 MIDC Satpur, Nashik 422007