



May 22, 2026

To

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai 400001

**Scrip Code** – 543597

**Subject:** - Postal Ballot voting results

Dear Sir/Madam,

Pursuant to regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our intimation dated April 21, 2026, regarding notice of Postal Ballot, please find enclosed herewith

1. Voting results along with scrutinizer's report for resolution as set out in the Postal Ballot notice dated April 20, 2026.
2. Report of Scrutinizer dated May 22, 2026
3. Proceedings of the Postal Ballot The resolutions as set out in the postal ballot notice have been duly passed by the shareholders through remote e-voting process with requisite majority.

The voting results along with the scrutinizer's report will also be made available on the Company's website at <https://www.voepl.com/notices-announcements> This is for your information and records.

Yours faithfully,

For **Virtuoso Optoelectronics Limited**

Prasad Zinjurde

Company Secretary and Compliance Officer

M No. A 54800



**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



VOTING RESULTS	
Name of the Company	Virtuoso Optoelectronics Limited
Type of Meeting	Postal Ballot
Date of the AGM/EGM/Postal Ballot (Deemed approval date)	21/05/2026
Record date	17/04/2026
Total number of shareholders on record date	3900
No. of resolution passed in the meeting	3



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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve an amendment in the clauses of the Scheme document for 'VOEPL Employee Stock Option Plan 2023 (Plan)'				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15832236	15832236	100.0000	15832236	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>15832236</b>	<b>15832236</b>	<b>100.0000</b>	<b>15832236</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3794073	3665823	96.6197	3665823	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3794073</b>	<b>3665823</b>	<b>96.6197</b>	<b>3665823</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	12206770	2730640	22.3699	2719890	10750	99.6063	0.3937
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12206770</b>	<b>2730640</b>	<b>22.3699</b>	<b>2719890</b>	<b>10750</b>	<b>99.6063</b>
<b>Total</b>		<b>31833079</b>	<b>22228699</b>	<b>69.8289</b>	<b>22217949</b>	<b>10750</b>	<b>99.9516</b>	<b>0.0484</b>
<b>Whether resolution is Pass or Not.</b>							Yes	



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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve advancement of any loan / financial assistance / giving or guarantee / providing of security in respect of entities/persons in which the directors of the Company ("Directors") are interested under Section 185 of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15832236	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		15832236	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	3794073	3665823	96.6197	3665823	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		3794073	3665823	96.6197	3665823	0	100.0000
Public- Non Institutions	E-Voting	12206770	2730640	22.3699	2719890	10750	99.6063	0.3937
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12206770	2730640	22.3699	2719890	10750	99.6063
<b>Total</b>		31833079	6396463	20.0938	6385713	10750	99.8319	0.1681
<b>Whether resolution is Pass or Not.</b>							Yes	



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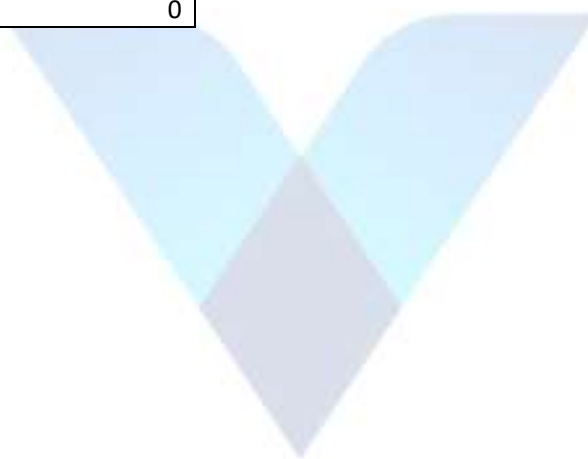
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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	15832236
Public Institutions	0
Public - non-institutions	0



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve Material Related Party Transactions with Virtuoso Compressors Private Limited.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15832236	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		15832236	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	3794073	3665823	96.6197	3665823	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		3794073	3665823	96.6197	3665823	0	100.0000
Public- Non Institutions	E-Voting	12206770	2730640	22.3699	2729890	750	99.9725	0.0275
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		12206770	2730640	22.3699	2729890	750	99.9725
<b>Total</b>		31833079	6396463	20.0938	6395713	750	99.9883	0.0117
<b>Whether resolution is Pass or Not.</b>							Yes	



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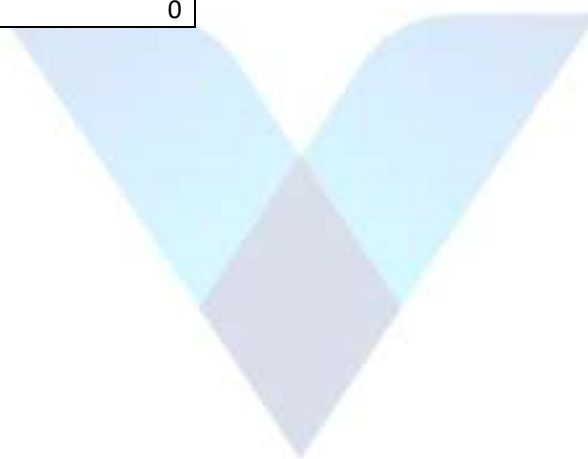
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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	15832236
Public Institutions	0
Public - non-institutions	0



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## Scrutinizer's Report

To,  
**The Chairman,**  
**Virtuoso Optoelectronics Limited**  
P. No. 7 MIDC Satpur, Nashik 422007

Dear Sir,

### **Sub: Scrutinizer's Report on Postal Ballot through E-Voting Facility.**

1. I, Vishal Thawani, proprietor of M/s. Vishal Thawani & Associates, Practicing Company Secretaries, Ahmedabad, appointed as a scrutinizer by the Board of Directors of Virtuoso Optoelectronics Limited ("the Company") pursuant to the applicable provisions of the Companies Act, 2013 read with rules framed thereunder for the purpose of scrutinizing the Postal ballot process through E-voting facility and for ascertaining the majority on the Postal Ballot through E-voting facility carried out as per the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 on resolutions as contained in the Notice of the Postal Ballot dated April 20, 2026 circulated by the Company to the Equity shareholders of the Company in the prescribed manner.
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolution set out in Postal Ballot Notice. My responsibility as a Scrutinizer for the voting process is restricted to ensure that the process of Postal Ballot through E-voting facility is conducted in a fair and transparent manner and make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated below, based on scrutiny of the postal ballots (through e-voting) received from the members and on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, appointed by the Company.
3. In view of relevant MCA Circulars and SEBI Circulars, the resolutions are proposed to be passed as an Ordinary / Special Resolution by the Members of Virtuoso Optoelectronics Limited ("Company") through Postal Ballot only by voting through electronic means ("Postal Ballot with e-voting").
4. The Company has, through its service provider, on April 21, 2026, completed the dispatch/sending of Notice of postal ballot together with explanatory statements setting out material facts etc. to the equity shareholders whose Email IDs were available. Further, the Company has informed that it has given opportunity to all its members to register their E-mail ID with the Company/RTA/DP so as to participate in Postal Ballot through E-voting.
5. Further to the above, I submit my report as under:
  - a) I assumed the office as Scrutinizer w.e.f. April 21, 2026.



# Vishal Thawani & Associates

Company Secretaries

Peer Reviewed Firm

- b) The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-voting facility to the Members.
  - c) It has also been intimated that the Company has published the public notice under Rule 22 (3) of the Companies (Management & Administration) Rules, 2014 by way of an advertisement published on April 22, 2026 in the "Active Times" (in English Language) and "Dainik Loknama" (in Marathi Language).
  - d) The E-voting and Postal Ballot period remained open from Wednesday, April 22, 2026 from 9:00 a.m. (IST) and ended on Thursday, May 21, 2026 at 5:00 p.m. (IST)
  - e) The Members of the Company as on "cut off" date i.e. Friday, April 17, 2026 were entitled to vote on the resolutions stated in the Notice of Postal Ballot.
  - f) During the period from April 22, 2026 to May 21, 2026 (i.e. total duration of at least 30 days), 28 Equity shareholders/account holders in respect of 2,22,28,699 Equity Shares exercised their voting right through E-voting platform of Central Depository Services (India) Limited.
  - g) There was no Postal Ballot Form required to be received physically in view of the MCA & SEBI circulars referred to in the Postal Ballot Notice.
  - h) The votes casted on e-voting were subsequently unblocked by me on May 21, 2026 (after end of voting period) in the presence of two witnesses, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.
  - i) All the Electronic Ballot Forms received upto the close of working hours i.e. 5.00 p.m. on Tuesday, May 21, 2026; being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
  - j) The electronic ballots (e-voting) were reconciled with the records maintained by the Company / Registrar and Transfer Agents and the authorization lodged by the respective Equity Shareholders.
  - k) As contained in the Postal Ballot notice, votes given by the Equity shareholder through E-voting were considered final and binding.
  - l) Thereafter, the details of members, who have voted "For", "Against" the resolution proposed for Postal Ballot, were prepared based on report generated from the E-voting website of Central Depository Services (India) Limited and the scrutiny of the electronic ballots received from the equity shareholders.
6. Based on the scrutiny of the Ballots through e-voting, the result of the on the Resolutions is as under:



## SPECIAL BUSINESS

### 1. TO APPROVE AN AMENDMENT IN THE CLAUSES OF THE SCHEME DOCUMENT FOR 'VOEPL EMPLOYEE STOCK OPTION PLAN 2023 (PLAN)'

Voted <b>in favor</b> of the resolution:				
Voting	Number of Members voted	Number of votes cast by them	Value of Shares voted	% of total number of valid votes casted
Through E-voting	25	2,22,17,949	22,21,79,490	99.95
Through Postal Ballot	-	-	-	-
<b>Total</b>	<b>25</b>	<b>2,22,17,949</b>	<b>22,21,79,490</b>	<b>99.95</b>

Voted <b>against</b> of the resolution:				
Voting	Number of Members voted	Number of votes cast by them	Value of Shares voted	% of total number of valid votes casted
Through E-voting	3	10,750	1,07,500	0.05
Through Postal Ballot	-	-	-	-
<b>Total</b>	<b>3</b>	<b>10,750</b>	<b>1,07,500</b>	<b>0.05</b>

Abstained /Invalid votes:		
Voting	Number of Members/ Ballots	Number of votes
Through E-voting	-	-
Through Postal Ballot	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Result:** As the number of votes cast in favor of the resolution were three times more than the number of votes cast against, we report that the special resolution with regard to Item No. 1 as set out in the notice of Postal Ballot is passed with requisite majority.

### 2. TO APPROVE ADVANCEMENT OF ANY LOAN / FINANCIAL ASSISTANCE / GIVING OF GUARANTEE / PROVIDING OF SECURITY IN RESPECT OF ENTITIES/PERSONS IN WHICH THE DIRECTORS OF THE COMPANY ("DIRECTORS") ARE INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.



# Vishal Thawani & Associates

Company Secretaries  
Peer Reviewed Firm

Voted <b>in favor</b> of the resolution:				
Voting	Number of Members voted	Number of votes cast by them	Value of Shares voted	% of total number of valid votes casted
Through E-voting	22	63,85,713	6,38,57,130	99.83
Through Postal Ballot	-	-	-	-
<b>Total</b>	<b>22</b>	<b>63,85,713</b>	<b>6,38,57,130</b>	<b>99.83</b>

Voted <b>against</b> of the resolution:				
Voting	Number of Members voted	Number of votes cast by them	Value of Shares voted	% of total number of valid votes casted
Through E-voting	3	10,750	1,07,500	0.17
Through Postal Ballot	-	-	-	-
<b>Total</b>	<b>3</b>	<b>10,750</b>	<b>1,07,500</b>	<b>0.17</b>

Abstained /Invalid votes:		
Voting	Number of Members/ Ballots	Number of votes
Through E-voting	3	1,58,32,236
Through Postal Ballot	-	-
<b>Total</b>	<b>3</b>	<b>1,58,32,236</b>

**Result:** As the number of votes cast in favor of the resolution were three times more than the number of votes cast against, we report that the special resolution with regard to Item No. 2 as set out in the notice of Postal Ballot is passed with requisite majority.

### 3. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH VIRTUOSO COMPRESSORS PRIVATE LIMITED.

Voted <b>in favor</b> of the resolution:				
Voting	Number of Members voted	Number of votes cast by them	Value of Shares voted	% of total number of valid votes casted
Through E-voting	23	63,95,713	6,39,57,130	99.99
Through Postal Ballot	-	-	-	-
<b>Total</b>	<b>23</b>	<b>63,95,713</b>	<b>6,39,57,130</b>	<b>99.99</b>



# Vishal Thawani & Associates

Company Secretaries  
Peer Reviewed Firm

Voted <b>against</b> of the resolution:				
Voting	Number of Members voted	Number of votes cast by them	Value of Shares voted	% of total number of valid votes casted
Through E-voting	2	750	7,500	0.01
Through Postal Ballot	-	-	-	-
<b>Total</b>	<b>2</b>	<b>750</b>	<b>7,500</b>	<b>0.01</b>

Abstained /Invalid votes:		
Voting	Number of Members/ Ballots	Number of votes
Through E-voting	3	1,58,32,236
Through Postal Ballot	-	-
<b>Total</b>	<b>3</b>	<b>1,58,32,236</b>

**Result:** As the number of votes cast in favor of the resolution were more than the number of votes cast against, we report that the ordinary resolution with regard to Item No. 3 as set out in the notice of Postal Ballot is passed with requisite majority.

The relevant records were sealed and handed over to the Company Secretary for safe keeping.

**For, Vishal Thawani & Associates  
Practicing Company Secretaries**

**CS Vishal Thawani**  
**Designated Partner**  
**M. No. - A43938**  
**COP No. - 17377**  
**Date:** May 22, 2026

**Place:** Ahmedabad  
**UDIN:** A043938H000444569

**Countersigned by:**

**Name:** Prasad Zinjurde  
**Designation:** Company Secretary and Compliance Officer (M. No A54800)  
**Date:** May 22, 2026



**PROCEEDINGS OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING CONCLUDED ON MAY 21, 2026**

The Board of Directors vide Circular resolutions approved on April 20, 2026, approved the postal ballot notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Sr. No.	Particulars
1	To approve an amendment in the clauses of the Scheme document for 'VOEPL Employee Stock Option Plan 2023 (Plan)'
2	To approve advancement of any loan / financial assistance / giving of guarantee / providing of security in respect of entities/persons in which the directors of the Company ("Directors") are interested under Section 185 of the Companies Act, 2013
3	To approve Material Related Party Transactions with Virtuoso Compressors Private Limited

- a) The Company had engaged the services of CDSL for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b) The Board had appointed Vishal Thawani & Associates, Practicing Company Secretaries, (CP: 17377) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded 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 April 17, 2026, seeking approval as set out in the postal ballot notice.
- d) The total number of shareholders as on the cut-off date was 3,900.
- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on April 21, 2026.
- f) A Public advertisement was published on April 22, 2026 in Active Times in English and Loknama in Marathi
- g) The e-voting commenced on April 22, 2026 (9.00 AM IST) and closed on May 21, 2026 (5.00 PM IST).
- h) The Scrutinizer unblocked the votes casted under e-voting and downloaded on May 21, 2026, from CDSL portal in the presence of two witnesses.



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- i) The Scrutinizer then rendered his report.
- j) The Scrutinizer's report was circulated to the Board. The Board noted that the resolutions set out in the postal ballot notice dated April 20, 2026, have been duly passed with requisite majority.
- k) The text of resolution as set out in the postal ballot notice dated April 20, 2026, that was passed by the shareholders is as follows:

**Item No. 1: To approve an amendment in the clauses of the Scheme document for 'VOEPL Employee Stock Option Plan 2023 (Plan)'.**

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

**RESOLVED THAT** pursuant to Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, and subject to such conditions or modifications as may be prescribed, imposed or suggested while granting such approvals, permissions or sanctions which may be agreed to, by the Board (hereinafter the term 'Board', shall be deemed to encompass any existing Committee(s) formed by the Board, or those constituted by the Board subsequently, and any individual authorized by the Board), consent of the Members be and is hereby accorded for substitution of clauses as follows:

Sr.No.	Amended clause
1.	Minimum vesting period of 1 year from the date of grant and maximum vesting period of 7 years from the date of grant. NRC shall decide actual vesting period based on above at the time of each grant.
2.	In the event an Option Holder(s) ceases to be an Employee, by reason of resignation or termination (other than on account of Cause), the Unvested Options shall lapse forthwith. Vested Options can be exercised, within (i) upto the last day of working with the Company; or (ii) prior to the lapse of the Exercise Period; whichever is earlier.
3.	In case of death of an employee, all Options vest immediately as on the date of death of the employee. The legal heir / nominee can exercise the Options within a period of 180 days from the date of death or expiry of exercise period, whichever is earlier.
4.	In case of permanent disability of an employee, all Options vest immediately as on the date of permanent disability of the employee. The employee can exercise the Options within a period of 180 days from the date of permanent disability or expiry of exercise period, whichever is earlier.
5.	In the event of retirement of an employee, vested Options can be exercised anytime within exercise period. All unvested Options shall continue to vest as per the Vesting Schedule and can be exercised anytime within 6 months of retirement or discontinuation of active



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	service.
6.	In case of employee Absconding, all vested and unvested Options shall stand cancelled with immediate effect.
7.	In case of employee going on a Long Leave or Sabbatical, Vested Options can be exercised on resuming service with the company. W.r.t. the unvested options, period of long leave or sabbatical shall be not considered for the purpose of calculation of vesting period.

Certain definitions have been deleted like Acceptance Form, Administrator etc. and few definitions have been inserted like Absconding, Associate company etc. The overall other clauses have been regrouped / rearranged / reworded for better understanding.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein-above as it may in absolute discretion deem fit, to one or more of the existing Committee(s) of the Board or to any of one of the director or Company Secretary, in order to give effect to the aforesaid resolution, and to do such other acts, deeds and things as may be required to give effect to this resolution and to accept and make any alterations, modifications to the terms and conditions as they may deem necessary, concerning amendment to aforesaid plan(s) and related matters, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally.

**Item No.2: To approve advancement of any loan / financial assistance / giving of guarantee / providing of security in respect of entities/persons in which the directors of the Company ("Directors") are interested under Section 185 of the Companies Act, 2013.**

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 Section 185 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors (which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan or financial assistance taken/to be taken/availed/to be availed by any entity, which is a subsidiary or associate or joint venture or group entity of the Company or any other entity/person specified under section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, for an aggregate amount not exceeding INR 500 Cr. (Rupees Five Hundred Crores Only)."

**RESOLVED FURTHER THAT** the abovementioned Loan and/or financial assistance and/or guarantee(s) and/or security(ies) shall only be utilized by such entity/person for the purpose of its



**VIRTUOSO Optoelectronics Limited**

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Company CIN No: L74999MH2015PLC268355



principal business activities."

**RESOLVED FURTHER THAT** the Board be and is/are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings, as may be necessary, expedient or incidental for giving effect to the above Resolution."

**Item No.3: To approve Material Related Party Transactions with 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** 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 reenactment thereof, the Policy on Related Party Transactions of Virtuoso Compressors Limited (the "Virtuoso"), as amended, and pursuant to the approval of the Audit Committee of the Company, approval of the Members of the Company be and is hereby accorded for entering into and / or continuing with arrangements / contracts / agreements / transactions (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 Virtuoso, up to an aggregate amount not exceeding Rs. 541 crore (Rupees Five Hundred and Forty One Crore only) during the financial year 2026-27, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder, even though all such transactions, whether individually and/or in the aggregate with other transactions with VCPL, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable under any law / regulations from time to time:

Sr. No.	Proposed Transactions	Amount (Rs. in crore)
<b>Transactions involving sale / purchase or supply of service or any other similar business transaction</b>		
1	Sale/supply of goods, Materials, Scrap, Tools, Dies, Fixtures etc.	100
2	Purchase of goods, Materials, Scrap, Tools, Dies, Fixtures etc.	100
3	Sale/supply of services	5
4	Purchase of services	5
5	Buying, Leasing of Property of any kind	2



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6	Warranty Expenses	1
7	Sale of Fixed Assets	30
8	Purchase of Fixed Assets	2
<b>Transactions involving loans and advances or inter-corporate deposits by the Virtuoso</b>		
9	Any transaction in the nature of ICD from time to time on such terms relating to Interest / Charges thereon including rollover / extension of maturity from time to time.	10
10	Any transaction in the nature of Advance from time to time on such terms relating to Interest / Charges thereon including rollover / extension of maturity from time to time.	10
<b>Transactions in the nature of Guarantee or security by the Virtuoso</b>		
11	Providing Guarantee from time to time on such terms relating to Interest / Charges thereon including rollover / extension of maturity from time to time.	For an aggregate principal amount of upto Rs. 250 crores along with the applicable coupon.  It is hereby clarified that above mentioned amount is exclusive of any default rate or other charges payable under the guarantee.
12	Providing Security from time to time on such terms relating to Interest / Charges thereon including rollover / extension of maturity from time to time.	
<b>Transactions involving investment by the Virtuoso</b>		
13	Investment in securities and the interest received thereon	25
<b>Other transactions</b>		
14	Any other transactions including Reimbursement of Expenses etc.	0.5
15	Any other transactions / arrangements subject to the approval of the Audit Committee from time to time	0.5



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**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.”

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.



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