August 29, 2026

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Scrip Code: 543597

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra (East),
Mumbai 400 051
Scrip Code - VOEPL

Subject: **Outcome of Board Meeting**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Board of Directors of the Company, at its meeting held today i.e. on August 29, 2026, has inter alia considered and approved the following:

A. Subject to approval of the shareholders of the Company and such other regulatory/governmental approvals may be required, the Board has approved to offer, issue and allot on preferential basis, the following securities to the proposed allottee:

1. To create, issue, offer and allot, from time to time, in one or more tranches, upto 16,89,859 (Sixteen lakh Eighty-Nine thousand Eight hundred and fifty-nine) Equity Shares having face value of Rs. 10/- 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) for cash consideration to certain identified persons/ entity (Proposed Allottee) as mentioned below by way of preferential issue in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (LODR) Regulations, 2015 and such other acts / rules / regulations as may be applicable and subject to necessary approval of the members of the Company and other regulatory authorities, as maybe applicable ("Preferential Issue of Equity Shares").

Sr. No.	Name of Proposed Allottee(s) of Equity Shares	Category	Maximum number of Equity Shares to be issued	Maximum Consideration* (Rs. in Crores)
1	ICICI Prudential SmallCap Fund	Non- Promoter	10,93,439	55.00
2	ICICI Prudential Retirement Fund-Hybrid Aggressive Plan	Non- Promoter	2,98,210	15.00
3	Clarus Capital II	Non- Promoter	2,98,210	15.00
	Total		**16,89,859**	**85.00**

*Rounded off upto 2 digits

The information as required under Regulation 30 of the SEBI Listing Regulations read with read with SEBI Master circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 with respect to the aforesaid Preferential Issue is enclosed as Annexure I.

B. To hold an Extraordinary General Meeting ("EGM") of the members of the Company on Thursday, September 24, 2026, at 11:00 AM (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to seek the approval of the shareholders of the Company inter alia in relation to the above issue of equity shares. The Board of Directors has approved the draft notice of the EGM and matters related thereto. The notice of the said EGM will be sent separately to the Stock Exchange(s) and to the Members of the Company and will also be available on the Company's website at www.voepl.com and on the website of the stock exchanges.

   The Company has fixed September 17, 2026 as the "Cut-off-Date" for the purpose of determining the eligibility of the members entitled to vote by remote e-voting. Those shareholders holding shares either in dematerialized form or in physical form, as on the close of business hours on September 17, 2026 will be entitled to avail the facility of remote e-voting as well as voting at the EGM.

C. Appointment of scrutinizer for the purpose of e-voting

   The Board of Directors have appointed CS Vishal Thawani partner M/s. VTSN Associates LLP, Practicing Company Secretary (Membership No. ACS: 43938; CP No: 17377), Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of EGM of the Company.

The Board meeting was commenced at 11:10 a.m. and concluded at 11:25 p.m.

You are requested to take the same on your record.

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

PRASAD D ZINJURDE
Digitally signed by PRASAD D ZINJURDE
Date: 2026.08.29 11:32:04 +05'30'

Prasad Zinjurde
Company Secretary and Compliance Officer
M No A54800

Annexure I

Disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026;

Sr. No.	Particulars	Information
1	Type of Security	Equity Shares
2	Type of Issuance	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	16,89,859 (Sixteen lakh Eighty-Nine thousand Eight hundred and fifty-nine) Equity Shares having face value of Rs. 10/- 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)
4	In case of preferential issue, the listed entity shall disclose the following additional details	
5	Name of the Investors	Refer Annexure A
6	post allotment of securities – outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Outcome of the subscription- Refer Annexure B Issue Price per Equity Share is Rs. 503/-, which is not lower than the floor price. Number of Investors: 3
7	in case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable
8	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Annexure A
Name of Investor(s) of Equity Shares

Sr. No.	Name of Proposed Allottee(s) of Equity Shares	Category	Maximum number of Equity Shares to be issued	Maximum Consideration* (Rs. in Crores)
1	ICICI Prudential SmallCap Fund	Non- Promoter	10,93,439	55.00
2	ICICI Prudential Retirement Fund- Hybrid Aggressive Plan	Non- Promoter	2,98,210	15.00
3	Clarus Capital II	Non- Promoter	2,98,210	15.00

* Rounded off upto 2 digits

Annexure B

Details

Category	Pre- Preferential Issue as on 24.09.2026		Post Allotment of Equity Shares pursuant to the Preferential Allotment		Post Allotment of Equity Shares pursuant to the Preferential Allotment	
	No. of Equity Shares held	% held	No. of Equity Shares held	% held	No. of Equity Shares held	% held
Promoter and Promoter group	1,58,32,236	46.22	1,58,32,236	44.05	1,65,34,482*	45.13
Public	1,84,18,835	53.78	2,01,08,694	55.95	2,01,08,694	54.87
Total	3,42,51,071	100	3,59,40,930	100	3,66,43,176**	100

** 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 the 7,02,246 warrants are pending for conversion.*

***The post-issue shareholding has been arrived assuming that the entire outstanding warrants shall be converted into equity shares on exercise of options by the Malabar India Fund Limited as well as Proposed Allotees in this preferential allotment*