



Date: April 02, 2024

To,
The Manager,
BSE SME Platform
Corporate Relationship Department 25th Floor,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001

BSE Scrip Code: 543597

Subject: Outcome of Board Meeting held today i.e on Tuesday, April 02, 2024 Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015

Dear Sir/Madam,

With respect to the captioned subject, this is inform you that the meeting of Board of Directors of Company held Today i.e. on Tuesday, April 02, 2024, at the registered office of the company inter-alia, discussed and approved the items;

1. Migration of the Company from BSE SME platform to the Main Board of BSE Limited.
2. Notice of Postal Ballot to seek approval for such Migration.
3. Appointment of Scrutinizer to conduct Postal Ballot and E- voting process.

The Meeting of the Board of Directors commenced at 10.00 AM and concluded at 11.00 AM.

This is for your information and record.

Thanking you,

Yours Faithfully,

For Virtuoso Optoelectronics Limited

VIBHUTI

RAHUL

KULKARNI

Vibhuti Kulkarni

Company Secretary & Compliance Officer

Mem. No. ACS 68263

Digitally signed by VIBHUTI RAHUL KULKARNI
DN: cn=VIBHUTI RAHUL KULKARNI,
2.5.4.20=33a2781f8e46a2e3a650a3248da89a375a
2972898b3068049c3709a1c0a4c0e42207c,
street=710, postalCode=422007,
postalCode=422007, postalCode=422007,
serialNumber=17946a3c775d483372a5c4443846,
emailAddress=cs@voepl.com, o=Virtuoso
Optoelectronics Limited,
Date: 2024.04.02 10:57:49 +05'30'



VIRTUOSO Optoelectronics Limited

Office Address : 7 MIDC Area, Satpur, Trimbak Road, Nasik - 422007

Email : Info@voepl.com

Website : www.voepl.com

Tel Number: +91253 2309016 / 2309017

Company CIN No: U74999MH2015PLC268355



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]

To ,
All Members,
Virtuoso Optoelectronics Limited

NOTICE is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), read with the General Circular No. 14/2020 dated 8 April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, General Circular No. 20/2020 dated 05.05.2022, Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India ("SS -2"), and any other applicable laws and regulations, that the special resolutions appended below is proposed to be passed by way of postal ballot. The draft special resolution and the statement pursuant to section 102 of the Act setting out all the material facts and reasons for the proposal appended hereto is being sent to you for your consideration.

In the event draft resolutions as set out in notice are assented to by the requisite majority by means of Postal Ballot/E-voting, they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons for proposing the same is annexed hereto along with the Postal Ballot Form ("the Form") for your consideration and approval.

The Board of Directors has appointed: -

- i. M/s. Vishal Thawani & Associates, Practicing Company Secretaries 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.



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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 March 29, 2024 who has registered their email id with their depository and simultaneously physical postal ballot form is being sent to those members whose email id is not registered.

In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e- voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

The company has engaged the services of CDSL (Central Depository Services (India) Limited) to provide e-Voting facility. The instructions for e-Voting are annexed to this notice. The Scrutinizer will submit his report to the chairman of the Company (the "Chairman") or any other duly authorized person of the Company after completion of Postal Ballot/E-voting period. The result of the Postal Ballot shall be declared by the Chairman or any other duly authorized person of the Company on or before May 06, 2024. The voting results will be communicated to the stock exchanges, 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. Bombay Stock Exchange of India Limited (SME Segment) in accordance with the provisions of SEBI Listing Regulations.

You are requested to peruse the proposed resolution along with Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS: Item No. 1 –Migration of Equity Shares of the Company from BSE SME (SME platform of BSE) to the Main Board of BSE. 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 Regulation 280 and other relevant provisions laid down in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules framed thereunder, including any amendment, modification, variation or re-enactment thereof and subject to the applicable Laws and by-laws and rules and regulations of BSE Limited (BSE) and subject to the approval of any statutory authorities, the consent of the members of the Company be and is hereby accorded for migration of equity shares of the Company which are currently listed on BSE SME Platform from SME Platform of BSE Limited to the Main Board of the BSE Limited (BSE);



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RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer or the Company Secretary & Compliance Officer of the Company, be and are hereby jointly and/or severally authorized to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to BSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from BSE SME (SME platform of BSE) to the Main Board of BSE .

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer or the Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

By order of the Board of Directors

For **Virtuoso Optoelectronics Limited**

Vibhuti Kulkarni
Company Secretary & Compliance Officer
Mem. No. ACS68263

Place: **Nashik**

Date: **April 02, 2024**

Registered office:
P. No. 7 MIDC Satpur, Nashik 422007

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. The Board has appointed Vishal Thawani & Associates, Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed in electronic form for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on March 29, 2024 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of



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Corporate Affairs, Government of India's General Circular No. 17/2020, General Circular No. 19/2021 and General Circular No. 20/2021 and that a person who is not a member as on the cut-off date should treat this notice for information purposes only.

4. Resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.

5. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08th December 2021 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on March 29, 2024 being the cut-off date, to exercise their right to vote electronically on the above resolution.

6. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on March 29, 2024.

7. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person duly authorized, on or before May 06, 2024 and will also be displayed on the Company website i.e. www.voepl.com and will be intimated to the Stock Exchange where the shares of the Company are listed i.e. Bombay Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.

8. This Postal Ballot Notice is also placed on the website of the Company at www.voepl.com and is also available on the website of the stock exchange i.e. BSE Limited at www.bseindia.com.

9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

10. Resolution, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. May 04, 2024 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.



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11. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper having a wide circulation in Nashik (in English language) and one regional daily newspaper circulating in Nashik, Maharashtra (in Marathi language).

13. In compliance with Sections 108 and 110 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 all resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited (hereinafter referred to as "CDSL"). The instructions for electronic voting are given in this Notice. E-Voting will commence on April 05, 2024 at 9:00 a.m. and will end on May 04, 2024 at 5:00 p.m. E-Voting shall not be allowed beyond the said time and date. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization

A. VOTING THROUGH ELECTRONIC MEANS

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating e-voting for Postal Ballot process. The instructions to Members for voting electronically are as under:

The voting period (including e-voting) begins on April 05, 2024 at 9:00 a.m. and will end on May 04, 2024 at 5:00 p.m. During this period, Members of the Company, holding shares as on the cut-off date (record date) of March 29, 2024 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/logi or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/Evoting Login. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the eServices website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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</p>





	<p>see e-Voting services. Click on “Access to eVoting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or eVoting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by

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	sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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B. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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 Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with

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	the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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C. After entering these details appropriately, click on “SUBMIT” tab.

D. Shareholders holding shares in demat form will now reach ‘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.

E. Click on the EVSN for the relevant Virtuoso Optoelectronics Limited on which you choose to vote.

F. 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.

G. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

H. 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.

I. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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

K. 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.

L. Facility for Non – Individual Shareholders and Custodians –Remote Voting.

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

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. Alternatively Non Individual shareholders are required 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; info@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 Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



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EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 –Migration of equity shares of the Company from BSE SME (SME platform of BSE) to the Main Board of BSE .

Your Company is presently listed on the BSE SME Platform since September 15, 2022 and has a market capitalization of more than Rs. 25 crores. The Paid-up Equity Share Capital of the Company is Rs. 26,33,87,560 comprising of 2,63,38,756 equity shares of face value of Rs. 10/- each. Thus, the Company is required to migrate to the Main Board of BSE, subject to fulfillment of other criteria as stipulated by BSE.

Listing on the Main Board of the BSE Limited will provide the Company into an enhanced recognition and increased participation by the retail investors. Hence, the Board of Directors of the Company in their meeting held on April 02, 2024 has decided to migrate from BSE SME (SME platform of BSE) to the Main Board of BSE.

The Members are therefore requested to accord their approval for the purpose of Migration of the Company from BSE SME (SME platform of BSE) to the Main Board of BSE as set out in the Notice.

If at any time, it is observed by the Board that fulfillment of Migration Criteria of any Stock exchange by the company is not possible in a certain time period, then, the Board shall apply for the migration process from BSE SME to the Main board of any one stock exchange whose migration criteria is being fulfilled by the Company

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution except to the extent of their respective shareholding in the Company in line with other shareholders of the Company.

Pursuant to provisions of Regulation 280 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of BSE and hence Board recommends the passing of said resolution and seeks your approval.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as a Special Resolution by the Members through Postal Ballot.



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None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

By order of the Board of Directors

For **Virtuoso Optoelectronics Limited**

Vibhuti Kulkarni
Company Secretary & Compliance Officer
Mem. No. ACS68263

Place: **Nashik**

Date: **April 02, 2024**

Registered office:
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