



Yudiz Solutions Limited

(CIN: L72900GJ2011PLC067088)

Regd. Office: 13th Floor, Bsquare 2, Iscon-Ambli Road, Ahmedabad-380054, Gujarat, India

Email-ID: secretarial@yudiz.com **Website:** www.yudiz.com

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014

To,

**The Member(s),
Yudiz Solutions Limited**

NOTICE is hereby given to the members of **Yudiz Solutions Limited** (the “Company”) pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the “Act”, which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchange on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of special resolution for matters as considered in the Resolution(s) appended below through postal ballot (“**Postal Ballot**”) by way of e-voting only.

The explanatory statement pertaining to the said resolution setting out the material facts and the rationale thereof is annexed hereto for your consideration and forms an integral part of this Postal Ballot Notice.

This Postal Ballot Notice is being sent in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, December 05, 2025 (**‘Record Date’**) as received from MAS Services Limited, the Registrar and Share Transfer Agent (“**RTA**”) of the Company and whose e-mail addresses are registered with the Depositories (in case of electronic shareholding). In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (**hereinafter referred to as “CDSL”**) for facilitating e-voting. The Company has made necessary arrangements with RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. Parth Shah, Practicing Company Secretary, (CP No. 18640/ Membership No.: FCS 11871), Ahmedabad as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The votes can be cast during the following voting period:

REMOTE E-VOTING STARTS	REMOTE E-VOTING ENDS ON
Thursday, December 11, 2025 at 9:00 AM (IST)	Friday, January 09, 2026 at 5:00 PM (IST).

The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced on or before January 12, 2026.

The results of the postal ballot (including voting through electronic means) along with the Scrutinizer’s report will be made available on the website of the Company at www.yudiz.com and intimated to the stock exchange, where the shares of the Company are listed, on or before January 12, 2026.

The last date of e-voting, i.e. January 09, 2026, shall be the date on which the resolutions would be deemed to have been passed, if passed by the requisite majority.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. January 09, 2026.

SPECIAL BUSINESS:

1. ALTERATION IN THE OBJECTS OF THE INITIAL PUBLIC OFFER (“OFFER”) FOR WHICH AMOUNT WAS RAISED

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

“RESOLVED THAT pursuant to the provisions of Section 13(8) and Section 27 of the Companies Act, 2013 read with the rules made thereunder, including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 32 of Companies (Incorporation Rules), 2014 and other applicable provisions of the Companies Act, 2013, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and all other necessary applicable provisions under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended from time to time and subject to the necessary approvals, if any required, the consent of the Members be and is hereby accorded for the variation in the Objects for which the money was raised through prospectus dated 11 August, 2023 (“**Prospectus**”) filed by the Company with the Registrar of Companies, Ahmedabad, at Ahmedabad (“**ROC**”) and Securities And Exchange Board of India (“**SEBI**”) for the purpose of raising funds through the Offer, be and is hereby altered by adding the following objects for the issue of shares through prospectus:

“To utilise the proceeds of the Public Issue of shares, presently held as fixed deposits and other interim deposits with Bank(s) and/or placed with other bodies corporate, solely for the purpose of making investments, up to an aggregate amount not exceeding ₹2924.59 Lakhs, in securities issued on a preferential allotment basis, including without limitation compulsory convertible debentures and such other permissible securities, of eligible and promising one or more entities engaged in the fields of software development, artificial intelligence and machine learning technologies, Internet of Things (IoT), augmented reality/virtual reality (AR/VR) and game development, user experience/user interface (UX/UI) design, and related technology sectors.”

RESOLVED FURTHER THAT ₹ 1559.45 Lakhs out of the total Offer proceeds of ₹ 4,484.04 Lakhs i.e. 34.78% of the total Offer proceeds, as specified in the Prospectus filed with the ROC and SEBI have been utilized as on December 04, 2025.

RESOLVED FURTHER THAT Mr. Bharat Shamjibhai Patel, Chairman and Whole Time Director (DIN: 00243783) and/or Mr. Pratik Bhaskarbhairam Patel, Managing Director (DIN: 05262863) and/or Mr. Chirag Rajendrakumar Leuva, CEO and Executive Director (DIN: 03612154) of the Company (including any Committee thereof authorised by the Board) be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 27 and Section 13(8) of the Companies Act, 2013, read with the rules made thereunder including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and all other necessary applicable provisions under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended from time to time, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to object, as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies for the purpose of giving effect to this resolution.”

2. TO SET UP LIMIT FOR LOANS / INVESTMENTS / GUARANTEES / SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded to the Company to make investments, grant loans, give guarantees and provide securities, whether in one or more tranches, to any one or more Body Corporate(s) and/or person(s), in excess of the limits prescribed under Section 186(2) of the Act, up to an aggregate amount not exceeding ₹ **5000.00 Lakhs** on such terms and conditions as may be decided by the Board, subject to such further approvals as may be necessary in this regard.

RESOLVED FURTHER THAT Mr. Bharat Shamjibhai Patel, Chairman and Whole Time Director (DIN: 00243783) and/or Mr. Pratik Bhaskarbhai Patel, Managing Director (DIN: 05262863) and/or Mr. Chirag Rajendrakumar Leuva, CEO and Executive Director (DIN: 03612154) of the Company (including any Committee thereof authorised by the Board) be and is hereby empowered severally to take all such steps, execute all deeds, documents and writings and do all such acts, matters and things as may be deemed necessary, desirable or expedient to give effect to this Resolution, including without limitation determining the timing, amount, nature and terms of such investments, loans, guarantees or securities.”

**By Order of the Board of Directors
For Yudiz Solutions Limited**

Sd/-

**Bharat Shamjibhai Patel
Whole Time Director
DIN: 00243783**

Date: 04th December, 2025

Place: Ahmedabad

Registered Office:

**13th Floor, Bsquare 2, Iscon-Ambli Road,
Ahmedabad-380054, Gujarat, India**

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration and forms part of this Notice.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide e-Voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) provide e-voting facilities to its members. The instructions for e-voting are annexed to this Notice.
3. The Notice is being sent to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, December 05, 2025, as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services Limited (“**CDSL**”) (collectively referred to as “**Depositories**”). In compliance with the MCA Circulars, the Notice is being sent to Members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the Members for this Postal Ballot. Therefore, those Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given in the e-voting instructions.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through e-Voting only. The Company has engaged the services of CDSL for providing e-Voting facility to its members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at www.yudiz.com, website of the stock exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of our e-Voting agency i.e. CDSL.
6. All relevant documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to secretarial@yudiz.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, December 05, 2025. Only those members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the e-Voting process. Any person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
9. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on a Postal Ballot.
10. The e-Voting details are as under:

Commencement of e-voting:	Thursday, December 11, 2025 at 9:00 a.m. (IST)
End of e-voting:	Friday, January 09, 2026 at 05:00 p.m. (IST) (both days inclusive)

During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

11. Members are requested to cast their vote through the e-Voting process not later than 5:00 p.m. IST on January 09, 2026, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
12. The Board of Directors of the Company has appointed Mr. Parth Shah, Practicing Company Secretary, (CP No. 18640/ Membership No.: FCS 11871), Ahmedabad as the Scrutinizer to scrutinize the Postal Ballot through e-Voting process in a fair and transparent manner. He has communicated his willingness for such an appointment and will be available for the same.
13. The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized, upon completion of scrutiny of the votes received through the e-voting platform, not later than January 12, 2026. The Chairman or any person so authorized by him, shall announce the results of the Postal Ballot on or before 05:00 p.m. (IST) January 12, 2026 in accordance with the regulatory provisions.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.yudiz.com and on the website of RTA immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed.
15. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on January 09, 2026 i.e., the last date specified for receipt of votes through the e-Voting process.

PROCEDURE FOR E-VOTING:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Thursday, December 11, 2025 and ends on Friday, January 09, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, December 05, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

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.

- (iv) 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	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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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, 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open 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 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. 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 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see 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. 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 NSDL Depository site wherein you can 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.

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 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 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. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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.

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

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

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.
- 1) Next enter the Image Verification as displayed and Click on Login.

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.

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 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 the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@yudiz.com (designated email address by company), 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**.

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- 2 For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through 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 toll free no. 1800 21 09911

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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1:

ALTERATION IN THE OBJECTS OF THE INITIAL PUBLIC OFFER (“OFFER”) FOR WHICH AMOUNT WAS RAISED:

The Company had undertaken an initial public offer in the financial year 2023-24 which consisted of a fresh issue of equity shares by the Company amounting up to ₹ 4,484.04 Lakhs (“**Fresh Issue**”) from the public through a prospectus dated **11th August, 2023**. The Company had set out the following items as the objects towards which the IPO Proceeds would be utilised in the section “Objects of the Offer” in the prospectus prepared in connection with the Offer:

1. Unidentified Acquisition (In India & Abroad)
2. Development of New Product & Technology
3. Networking & cabling
4. Branding & Marketing Expenses
5. Capital Expenditure
6. Working Capital Requirement
7. General Corporate Purposes
8. Issue Expenses

The Company now intends to alter the terms of utilisation of the IPO Proceeds. As on December 04, 2025, an amount of ₹ 2924.59 Lakhs out of the funds so raised i.e. ₹ 4484.05 Lakhs remains unutilized primarily attributable to slow down of business under prevailing market conditions. The said unutilised funds are presently lying as fixed deposits and other interim deposits with bank(s) and other bodies corporate.

The Board of Directors, after due consideration, proposes to change the objects for utilization of the unutilized funds to invest in promising companies in technology space to adapt to changing market demands and ensure better returns for shareholders. This change is in the best interest of the Company and its stakeholders.

Further, the relevant and material information as per Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 32 of Companies (Incorporation) Rules, 2014 is set out below:

(a) The original purpose or object of the issue

(b) Total money raised

(c) Money utilized for the objects of the company as stated in the prospectus

(d) The unutilised amount out of the money so raised through prospectus:

(Amount in Lakhs)

Sr. No.	Particulars	Planned as per Prospectus	Utilised	Unutilised Amount
1.	Unidentified Acquisition (In India & Abroad)	615.54	614.47	1.07
2.	Development of New Product & Technology	615.54	166.29	449.25
3.	Networking & cabling	123.10	-	123.10
4.	Branding & Marketing Expenses	487.00	-	487.00
5.	Capital Expenditure	173.46	-	173.46
6.	Working Capital Requirement	1,057.61	152.37	905.24
7.	General Corporate Purposes	727.75	100.00	627.75
8.	Issue Expenses	684.04	526.32	157.72
	Total	4,484.04	1,559.45	2,924.59

(e) the particulars of the proposed alteration or change in the objects;

The Company proposes to make strategic investments, up to an aggregate amount not exceeding ₹ 2924.59 Lakhs, in one or more emerging and high-growth technology-driven entities with a view to strengthening its long-term business preparedness, broadening its technological capabilities, and enhancing value creation for its shareholders.

Such investments shall be made by way of investing into securities issued on a preferential allotment basis, including, without limitation, Compulsory Convertible Debentures (CCDs), equity shares, preference shares, or any other securities, instruments or hybrid securities permissible under applicable laws and regulations.

The target investee entity(ies) shall be those engaged in, or contributing to, the development of advanced and innovative technologies, including but not limited to:

1. Software Development, Digital Platforms and Enterprise Technology Solutions;
2. Artificial Intelligence (AI), Machine Learning (ML) and Data-Driven Analytical Technologies;
3. Internet of Things (IoT), Connected Devices and Smart Technology Ecosystems;
4. Augmented Reality (AR), Virtual Reality (VR), Mixed Reality (MR) and other immersive digital technologies;
5. Game Development, Gaming Infrastructure, Interactive Media and Digital Entertainment Technologies;
6. User Experience (UX) and User Interface (UI) Design, Digital Experience Engineering and Product-Design Technologies; and
7. Other allied, ancillary or emerging technology sectors that are synergistic with the Company's strategic roadmap and digital transformation initiatives.

This alteration is intended to enable the Company to deploy a portion of the unutilised IPO proceeds towards high-potential investment opportunities that align with evolving market trends, support innovation-led expansion, diversify financial exposure, and provide the potential for superior returns compared to conventional treasury avenues, while ensuring prudent risk management and compliance with applicable corporate governance standards."

(f) the justification for the alteration or change in the objects;

As on the date of this Notice, the Company has not fully utilised the IPO proceeds as originally envisaged and disclosed in the Prospectus dated 11th August 2023. An amount of approximately ₹2924.59 Lakhs continues to remain unutilised due to a combination of internal and external business factors. In accordance with the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, such unutilised funds have been temporarily parked in fixed deposits with Scheduled Commercial Banks and other permitted treasury instruments, strictly in compliance with the approved objects and applicable regulatory requirements.

The primary reason for the delay in deployment of the IPO proceeds is the slowdown in capital expenditure activities arising from evolving industry conditions, shifting customer preferences, regulatory changes and the Company's reassessment of its earlier expansion plans in light of prevailing market challenges. These circumstances necessitated a cautious approach to large-scale capital commitments until there was greater clarity on long-term sectoral demand patterns and business sustainability.

After detailed deliberations, review of financial forecasts, evaluation of prevailing technological trends, and taking into account the responsibility to ensure optimal utilisation of shareholder funds, the Board of Directors has proposed to modify the existing object to permit deployment of a portion of the unutilised IPO proceeds towards strategic investments in promising technology-driven companies. This proposed change is considered justified on the following grounds:

1. Alignment with Emerging Market Dynamics:

The technology sector—including artificial intelligence, machine learning, IoT, AR/VR and digital product development—is undergoing accelerated growth, offering significant long-term value creation opportunities. Strategic participation in these sectors will enable the Company to remain competitive and relevant in a rapidly transforming business environment.

2. **Optimisation of Idle Funds:**

Continuing to maintain large unutilised funds in fixed deposits provides only limited returns. Deploying the funds into carefully selected, high-potential technology entities can generate **superior financial outcomes**, thereby enhancing return on capital employed and overall shareholder value.

3. **Support for the Company's Long-Term Digital and Innovation Agenda:**

Investments in technology-oriented entities will complement the Company's strategic objectives of digital transformation, capability enhancement and future-ready operational frameworks. The proposed alteration enables the Company to integrate emerging technological advancements into its long-term growth model.

4. **Prudent and Responsible Financial Management:**

The change in objects ensures efficient utilisation of IPO proceeds in a regulated, transparent and shareholder-approved manner, consistent with good corporate governance practices and ensuring that funds are deployed in sectors with measurable growth potential and acceptable risk profiles.

5. **Stakeholder Value Maximisation:**

The proposed object modification is expected to deliver sustainable value to shareholders and other stakeholders by diversifying income streams, mitigating concentration risks, and enabling access to innovation-driven business opportunities.

In view of the above, the Board is of the considered opinion that the proposed alteration of the IPO object is in the best interests of the Company, its shareholders, lenders and all other stakeholders, and is necessary to ensure optimal utilisation of the unutilised IPO proceeds in line with the Company's long-term strategic vision.

(g) **the amount proposed to be utilised for the new objects;**

The Company proposes to utilise a sum **not exceeding ₹2924.59 Lakhs** out of the unutilised IPO proceeds for the revised objects. This amount shall be deployed towards making strategic investments in eligible technology-focused entities, in accordance with the parameters and investment framework approved by the Board of Directors and subject to compliance with applicable laws, regulations and governance standards.

(h) **the estimated financial impact of the proposed alteration on the earnings and cash flow of the company;**

The Company's proposal to deploy a portion of the unutilised IPO proceeds into strategic investments in high-potential technology-driven entities is expected to support long-term value creation and enhance opportunities for superior returns vis-à-vis traditional treasury placements. However, the **precise financial impact** of such investments on the Company's **earnings, profitability metrics, and future cash flows** cannot be reliably quantified at this stage, as the returns will depend on multiple external and investee-specific factors including market performance, sectoral trends, business scalability and financial outcomes of the respective investee companies.

Accordingly, while the proposed alteration is intended to strengthen the Company's strategic position and potentially improve shareholder value over time, the **estimated financial impact on earnings and cash flows is presently not determinable**.

(i) **The proposed time limit within which the proposed varied objects would be achieved:**

The Company proposes to deploy the unutilised IPO proceeds towards strategic investments in high-potential, technology-driven entities, aimed at fostering long-term value creation and enabling superior risk-adjusted returns as compared to conventional treasury placements. Given the inherent evaluation parameters, due diligence requirements and selection criteria involved in identifying suitable investee companies, it is not feasible to provide an exact timeline for completion of the deployment. However, the Company currently expects that the proposed utilisation of such unutilised funds shall be substantially achieved by December 2029.

(j) **The risk factors pertaining the new objects:**

The proposed deployment of unutilised IPO proceeds into technology-focused investee entities entails inherent risks, including market volatility, technological obsolescence, regulatory changes, operational performance of the target companies and potential delays in execution of investment opportunities. Further, the risk-return profile of

such strategic investments may differ from traditional treasury instruments, and there can be no assurance of achieving the expected returns. The Company will, however, undertake appropriate due diligence and adopt a prudent evaluation framework to mitigate these risks to the extent feasible.

(k) the other relevant information which is necessary for the members to take an informed decision on the proposed resolution;

No additional information is considered necessary beyond what has already been provided in this Explanatory Statement.

The aforesaid alteration the objects of the issue, if dissented by 10% or more of the present and voting shareholders, the Company and the promoters will comply with the provisions pertaining to exit opportunity to dissenting shareholders under Schedule XX read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(l) the place from where any interested person may obtain a copy of the notice of resolution to be passed:

Any interested person may obtain a copy of the notice of the resolution from the registered office of the Company during business hours or may access it from the Company's website www.yudiz.com.

The Board believes that the proposed enabling authorisation will provide the necessary flexibility to the management to seize attractive investment opportunities in promising technology companies as and when they arise, thereby enhancing shareholder value.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 01 of the accompanying Notice for approval of the Members.

Item No. 2:

TO SET UP LIMIT FOR LOANS / INVESTMENTS / GUARANTEES / SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

In terms of Section 186(2) of the Companies Act, 2013 (the "Act") provides that no company shall, directly or indirectly: (a) give any loan to any person or other body corporate, (b) give any guarantee or provide security in connection with a loan to any other body corporate or person, and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding **60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account**, whichever is higher.

As per Section 186(3), where the aggregate of loans, guarantees, securities and investments already made together with the proposed transactions exceeds the aforesaid limits, prior approval by means of a **Special Resolution** in general meeting is required.

The Company is a technology-focused/group company and, in the normal course of its business and to support its growth strategy, periodically evaluates opportunities to:

- Invest in equity, preference shares, compulsorily convertible instruments, etc. of promising technology companies,
- Extend inter-corporate loans or guarantees to subsidiaries, joint ventures, associates and other strategic technology entities,
- Provide corporate guarantees or security for borrowings availed by group or investee companies.

In order to enable the Board to act swiftly and seize attractive opportunities in the fast-moving technology sector without the need to convene a separate general meeting each time, the Board seeks an enabling approval from members to permit the Company to give loans, make investments, provide guarantees or security to any one or more person(s) or body corporate(s) up to an aggregate outstanding amount not exceeding ₹ **5000.00 Lakhs** at any point of time, over and above the limits specified in Section 186(2) of the Act.

Key particulars of the proposal:

Particulars	Details
Maximum aggregate amount	₹ 5000.00 Lakhs (outstanding at any point of time)
Nature of transactions	Loans, investments, guarantees, or provision of security
Beneficiaries	Any body corporate(s) and/or person(s) (Indian or foreign)
Purpose	Strategic investments, funding of subsidiaries/associates/JVs, support to group entities, and other business purposes
Pricing & terms	To be decided on arm's length basis by the Board/Committee
Applicability of Section 186(2) limits	The approval is over and above the statutory limits prescribed therein

All such investments, loans, guarantees and securities will be made in compliance with the applicable provisions of the Companies Act, 2013, SEBI Regulations and other laws.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company and/or directorship/shareholding in the body corporates that may receive such loans, investments, guarantees or securities from the Company in future.

The Board accordingly recommends the Special Resolution set out at Item No. 02 of the accompanying Notice for approval of the Members.

**By Order of the Board of Directors
For Yudiz Solutions Limited**

Sd/-

Date: 04th December, 2025

Place: Ahmedabad

Registered Office:

**13th Floor, Bsquare 2, Iscon-Ambli Road,
Ahmedabad-380054, Gujarat, India**

**Bharat Shamjibhai Patel
Whole Time Director
DIN: 00243783**