* THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

*MEMORANDUM OF ASSOCIATION

OF

KETO MOTORS LIMITED

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

I. The name of the company is *"**KETO MOTORS LIMITED**"

II. The registered office of the company shall be situated in the state of Telangana.

III.

(a.) The objects to be pursued by the company on its incorporation are:

*To engage in the business of designing, developing, manufacturing, producing, assembling, selling, buying, distributing, exporting, importing re-selling, exchanging, altering, improving, assembling, dealing in marketing, procuring, sourcing and acting as buying and selling agents, commission agents, merchants, distributors, repairers, warehousers, traders in, brokers, research and development in the area of product development, for automotive vehicles including but not limited to electric vehicles including autos, buses, omni buses, trucks, lorries, motor cars, scooters, motor-scooters, engines, locomotives of every description and also of various parts, components and accessories thereof including but not limited to chassis, batteries, chargers, motors, controllers, tools, aggregates, implements, materials of all or any of the above mentioned motor vehicles used for the transport or conveyance of passengers, merchandise and goods of every description whether propelled or used by electricity, steam, oil vapour, gas, petroleum, diesel oil or any other motive or mechanical power, in India or elsewhere and to render all or any services in relation or in connection with any or all of the aforesaid activities such as but not limited to, supply chain management services, after sales support and services for such automotive vehicles.

***Pursuant to the Resolution plan along with the scheme of arrangement between Taaza International Limited (Transferee Company)and Keto Motors Private Limited (Transferor Company) approved by Hon'ble NCLT, Hyderabad Bench Vice Orders dated 12.06.2025 the name of the company and the main object clause is changed.**

(b.) ****Matters which are necessary for furtherance of objects specified in clause (3) (a) are:**

1. To purchase, take on lease, or tenancy or license or in exchange hire take options over or otherwise acquire for any estate or interest in any property whether movable or immovable and any right or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company in particular any land (free-hold, leasehold or other tenure), building easements, machinery, plant, implements, provisions, hardware and stock- in-trade and on any such lands to build, construct, maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, furnaces, sheds, godowns, shops, roads, ways, bridges or other structures for the purpose of the company and also for the residence and amenity of its employees staff and other workmen and to erect and install machinery and plants and other equipments deemed necessary or convenient or profitable for the purpose of the Company.

2. To purchase or otherwise acquire and hold on, invest, trade, deal in, mortgage, pledge, assign, sell, transfer or otherwise dispose of any goods, wares, merchandise and all movable property for carrying out business of the Company.

3. To purchase or otherwise, acquire, assemble, install, construct, alter, equip, repair, remodel, maintain enlarge, operate, work, manage, control, hold, own, rent, charter, mortgage, sell, convey or otherwise dispose of any buildings and structures, telephones and other communication facilities, data processing system and facilities, machinery, apparatus, instruments, fixtures and appliances in so far as the same may appear to or be useful in the conduct of the business of the Company.

4. To purchase, charter, hire, build or otherwise acquire any vehicles, vessels or craft of every description and to hold, own or work such vehicles, vessels or crafts for business of the Company.

5. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by allotment shares, debentures or securities of the Company Credited as paid-up in full or in part or otherwise.

6. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patent rights, brevets-de invention, trade marks, designs, licenses, concessions and the like, conferring any exclusive or non exclusive or limited rights to their use, or any secret or other information as to any invention or research which may seem capable of being used for any of the purpose of the Company or calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, right or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights and without prejudice to the generality of the above, any contracts, monopolies or concessions for or in relation to the supply and sale of any minerals, metals, products or other substances, materials, articles or things or for in relation to the construction, execution, carrying out improvement, management, administration or control of any works and conveniences required for the purpose of carrying out any of the aforesaid business and to undertake, execute, carry out, dispose of or otherwise turn to account such contracts monopolies or concessions.

7. To acquire from any person, firm or institution or body corporate, whether in India or elsewhere technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints, useful for the design, erection and operation of plants and machinery required for any of the business of the Company and to acquire any grant or licence and other rights and benefits.

8. To enter into any arrangements with any Government or any authority, supreme, municipal, local otherwise that may seem beneficial to any of the Company's objects and to apply for, promote and obtain by any act or any legislature, charter, rights, powers, privileges, concessions, grants, decrees, provisional orders, licences or authorisations of government-Central or State, or any relevant authorities (local or otherwise) or any private party for enabling the Company to carry and of its objects into effect or for any purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated to prejudice the interests of the Company.

9. To enter into arrangement with companies, firms and person for promoting and increasing manufacture, sale, purchase and maintenance of goods, articles or commodities of all and every kinds and descriptions, either by buying, selling, or easy payments systems or by assisting such other companies, firms or persons to do all or any of such last mentioned acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of these purposes to enter into agreements, give guarantee or security or otherwise finance of assist all or such purpose on such terms and in such manner as may be desirable.

10. To advance, deposit or lend money, securities and property with or without security as may be thought proper, to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to release to discharge any debt or obligation owing to the Company.

11. Subject to the provision of the companies Act, 2013, to receive money on loan and borrow any money in such manner and with or without allowance or interest thereupon as the Company shall deem fit and in particular by the issue of debenture-stock (perpetual or otherwise and convertible into share of this or any other company or not) and to secure the repayment of any money borrowed, raised received or owing by mortgage, pledge, charge or lien upon all or any of the property or assets of the Company (both present and future and also by similar mortgage, charge, pledge or lien or secure and guarantee the performance by the Company or any other person, Company, firm or body corporate or any obligation undertaken by the Company or any other person, Company, firm or body corporate as the case may be and to give the lenders or creditors the power of sale and other powers as may seem expedient, provided however, that the Company shall not do any banking business as defined in Banking Regulations Act, 1949 and shall not carry on chit fund business.

12. To draw, make accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, cheques, hundies, bills of lading, shipping documents, warrants, debentures and other negotiable or transferable instruments.

13. To guarantee the performance of any contact or payment of money secured by or payable under or in respect of bonds, any debentures, debenture-stock, contracts, mortgages, charges, obligations and other securities of any company or any authority, Central State, Municipal, local

or otherwise or of any person, whosoever, whether incorporated or not and generally to transact all kinds of guarantee business and to further transact all kinds of trust and agency business for attainment of the objects of the Company.

14. To invest any surplus money of the Company not for the time being required for any of the purposes of the Company in such manner as may be thought proper.

15. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

16. Subject to the provisions of the Companies Act 2013 to mortgage, pledge hypothecate, sell or otherwise dispose of the whole or any part of parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the company or any share or interest therein in such manner and for such consideration as the Company may think fit.

17. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the undertaking business, rights, liabilities and properties of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies and to subside or otherwise assist any such company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or form bankers, or otherwise.

18. To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

19. To take into consideration and to approve and confirm and/or carry out all acts deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.

20. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of or for the business of the Company and/or the issue of its capital or which the Company shall consider to be necessary including therein the cost of advertising, printing and stationery and commission for obtaining the underwriting of shares, debentures or other securities of the Company and expenses attendant upon the formation of agencies, branches and local boards.

21. To purchase, takeover or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorised to carry on, or possess any property or rights suitable for any of the purpose of the Company, or which can be carried on in shares, stocks, debenture-stocks of any such person, firm or company, and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.

22. To procure the incorporation, registration or other recognition of the Company in any country, state or place.

23. To establish and regulate branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places through the world for the purpose of enabling the Company to carry on its business more efficiently and to discontinue and reconstitute any such branches or agencies.

24. To apply for membership or become a member of any Stock Exchange, Bullion Exchange, Commodities Exchange, Company, Chamber of Commerce, Association, Fabrication, Society or Body Corporate having any objects similar or indentical with those of the Company or likely to promote the interest of the Company.

25. In accordance with the law for the time being in force, to reserve or to distribute as bonus shares to the members or otherwise to apply as the company deemed fit any money received by way of premium on any shares, stocks or debenture-stock of the company and moneys arising from the issue by the Company or forfeited shares.

26. To grant pension, allowances, gratuities, benefits, emoluments and bonuses and provident funds to employees, managers and directors of the Company and the widows, children and other dependants of such person and to construct or contribute to the construction of houses, dwelling units or quarters for the employees of the Company and of other concerns which are or may have contractual relationship of the rendering any services to the Company and to join with any other person, firm or company in doing any of these things.

27. To appoint attorneys for and on behalf of the Company and to execute necessary powers in favour of the said attorneys to act for and in the name of and on behalf of the Company and to revoke all or any such powers and appointments as may be deemed expedient.

28. To establish industrial estates including setting up of housing colonies, recreation facilities, medical relief facilities, water and electricity plants, ancillary and/or auxiliary units required for furtherance of the business of the Company.

29. To help, assist, support, aid, establish, acquire or set up and run schools, colleges, training and professional institutions, hospitals, dispensaries, music and dances centres or other similar institutions for the welfare of the employees of the Company.

30. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary Company or not, and for that purpose to enter into any arrangement that the Company may think fit.

31. To train or pay for training in India or abroad of any of the Company's employees or any other person in the interest of or for furtherance of the Company's objects.

32. To establish and maintain procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the

giving of donations, gratuities, pensions, allowances or emoluments, to any person who is or was at any time in the employment or service of the company, or who are or were at any time Directors or officer of the company and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any Institutions, associations, clubs or funds calculated to the benefit of or to advance the interest and well-being of the company or of any such other company as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other Company.

33. To receive any gifts of immovable or movable property and offerings or voluntary donations or bequest and legacies either from the shareholder, directors or from any other person for all/or any of the objects of the Company.

34. To support, donate, contribute, subscribe, advance with or without interest or all concessional rate of interest or otherwise to assist or to guarantee moneys to any charitable, benevolent, religious, scientific, educational, national, public or other institutions, trust, club, societies, organisations or individuals or body or individuals on such terms and conditions as may seem expedient or for any exhibitions or towards the funds of any other organisations subject to the provisions of the Companies Act, 2013.

35. a) To undertake, carry out, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the public in any rural area and to incur any expenditure or any programme of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promotion of the social and economic welfare of or the upliftment of the public, in any rural area to promote & assist rural development, or any other act relating to rural development for the time being in force and in order to implement any of the above mentioned objects or purposes transfer without any consideration or at fair or concessional value and divest the ownership of any property of the company to or in favour of any Public or Local Body or Authority/Central/State Government/Public Institution/Trust/Fund/Organisation/ person.

    b.)To undertake carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging social and moral responsibilities of the company to the public or any section of the public as also any activity to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means without prejudice to the generality of the foregoing to undertake, carry out, promote and sponsor any activity for publication of any books literature or newspapers, organising lecturers or seminars likely to advance these objects or for giving merit awards, or for giving scholarships, loans or any assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust having any one of the aforesaid objects for going donation or otherwise in any other manner and in order to implement any of the aforementioned objects or purposes transfer without consideration or at fair or concessional value and divert the ownership of any property of the Company to or in favour or any public of Local Body or Authority/Central or State Government/Public Institution/Trust/Fund/ Organisation/Person.

c.)Subject to provision of Companies Act, 2013, to give donations and to advance money to any person, institution, organisation, trust fund for benevolent causes on such terms and conditions and with or without interest as may seem expedient.

36. To adopt such means of making known the business or products or interests of the company as may seem expedient and in particular by advertising in the press, by circulars on radio, television, video, tapes, and any such communication channels, by exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

37. Subject to the provision of the Companies Act, 2013 to amalgamate, enter into partnership or into any arrangement for sharing profits, union or interest, co-operation, joint venture or reciprocal concession with any person, firm, corporation or company in India or outside carrying on or engaged in any business or transaction which the Company is authorised or engaged in or which can be carried on in conjunction therewith or which capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contracts with any person, association or body corporate whether in India or outside, for such other purposes that may seem calculated beneficial and conductive to the objects of the company.

38. To experiment and to incur expenses necessary for the purpose and with a view to improve the present method and process of working the business which the company is authorised to carry on and to carry on research for improving, developing or effecting economy and greater efficiency in business of the company or in the process of production, manufacture and working of or trading or dealing in the various substances, materials and articles and things or with any of the business for which the company is established.

39. To establish, maintain or subsidise and conduct, organise, sponsor and/or assist research in any field that may seem calculated to promote any of the business which the company is authorised to carry on.

40. To act as agents or brokers and as trustee for any person or company having similar objects and to undertake and perform subcontracts and to do all or any of the above things in any part of the world and as principals, agents, contracts, trustees or otherwise and by or through agents, sub-contracts or trustees or otherwise and either alone or jointly with others.

41. Upon any issue of shares, debentures or their securities of the Company, to employ brokers, underwriter, registers, commission agents, manager and other agents and to provide for the remuneration of such person for their services by payment of cash or by the issue of shares, debentures or other securities of the Company or by granting of options to take the same or in any other manner allowed by law.

42. To open and keep a register or registers in any country or countries where it may be deemed advisable so and to allocate any member of shares in the Company to such register or registers.

43. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any or properties of the Company by way of Investment Allowance Reserve or any other

reserve or for redemption of debentures or redeemable preference shares or for any other purpose conductive to the interest of the Company.

44. To distribute, in the event of winding up in specie or otherwise as may be resolved, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures or other securities subject to the provisions of the Companies Act, 2013.

45. Subject to provisions of the Companies Act 2013, or any other enactment in force, to indemnify and keep indemnified officer, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done ordered to be done by them for and in the interest of the Company and for any loss, damage or misfortune whatever which shall occur in execution of the duties of their office or in relation thereto.

46. To do all such other things as may be deemed incidental or conducive to the attainment of the above or any of them.

IV. The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.

V. **#The Authorised Share Capital of the Company is 75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 7,50,00,000(Seven Crore Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each.**

#Increase in authorised capital from Rs. 10 crores to Rs. 25 crores vide Ordinary Resolution passed by the Shareholders in EGM held on 25.09.2025.

#Increase in authorised capital from Rs. 25 crores to Rs. 75 crore pursuant to resolution plan and the scheme of arrangement between Taaza International Limited (Transferee Company)and Keto Motors Private Limited (Transferor Company) approved by Hon'ble NCLT, Hyderabad Bench Vice Orders dated 12.06.2025

****The complete new set of the Memorandum of Association (MOA) of the Company in accordance with the provisions of the Companies Act, 2013, has been adopted pursuant to a Special Resolution passed by the members through postal Ballot held on 24/08/2026. The entire old Memorandum of Association, including its objects, has been replaced in its entirety with the newly approved Memorandum of Association.**

We the several person, whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names :

Names, Address, Signatures, Descriptions & Occupations of Subscribers	Number of Equity Shares taken by each Subscriber	Name, Addresses Description and Occupation of Witness
Sd/- Rewati Devi Agarwal W/o Late Ram Niwas Agarwal 51/1/1, 'L' Road, Belgachia Howrah - 711 108 Business	2,500 (Two Thousand Five hundred only)	The contents of the Memorandum of Association has been read over in hindi to Mrs. Rewati Devi Agarwal who understood the same and signed in Hindi in my presence. Sd/- Tanima Mazumdar (Power of Attorney holder)
Sd/- Shyam Sundar Dhanuka S/o Late Kunjalall Dhanuka 29 Ballygunge Park Road Calcutta 700 019 Business	9,000 (Nine Thousand only)	
Sd/- Sita Devi Dhanuka W/o Sri Shyam Sunder Dhanuka 29 Ballygunge Park Road Calcutta 700 019 Business	8,500 (Eight Thousand five hundred only)	Witness to all the signatories: Sd/- Krishna Kumar Chhaparia S/o Shri Om Prakash Chhaparia 8, Camac Street, 6th Floor Suite No.6 Calcutta 700 017 Chartered Accountant
Sd/- Usha Dhanuka W/o Late Arun Kumar Dhanuka 29 Ballygunge Park Road Calcutta 700 019 House-wife	7,500 (Seven Thousand Five hundred only)	
Sd/- Sanjay Dhanuka S/o Sri Shyam Sunder Dhanuka 29 Ballygunge Park Road Calcutta 700 019 Business	7,500 (Seven Thousand Five hundred only)	
Sd/- Asha Dhanuka W/o Sri Sanjay Dhanuka S/o Sri Shyam Sunder Dhanuka 29 Ballygunge Park Road Calcutta 700 019 Business	7,500 (Seven Thousand Five hundred only)	
Sd/- Suyash Dhanuka S/o Late Arun Kumar Dhanuka 29 Ballygunge Park Road Calcutta 700 019 Business	7,500 (Seven Thousand Five hundred only)	
TOTAL	50,000 (Fifty Thousand only)	

Date : 31st Day of January 2001
Place : Calcutta