

TAAZA INTERNATIONAL LIMITED
CIN: L51109TG2001PLC072561
REGISTERED OFFICE: 9-1-83 & 84 AMARCHAND SHARMA COMPLEX SAROJINI
DEVI ROAD, SECUNDERABAD, HYDERABAD, TELANGANA, 500003
EMAIL ID: CSTAAZA01@GMAIL.COM PH NO: 9154297389

To,

Date: 03.09.2025

1. BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400001
Dear Sir/Madam,

Sub: Submission of Notice of Extra Ordinary General Meeting

Unit: **Taaza International Limited BSE Scrip Code: 537392**

With reference to the subject cited, pursuant to Regulation 30 of SEBI (LODR) Regulations 2015, we are herewith enclosing the notice of EGM of the Company scheduled to be held on Thursday, 25th day of September, 2025 at 11:00 a.m. through video conferencing/OAVM.

This is for the information and records of the Exchange, please.

Thanking you.

Yours sincerely,

For and on behalf of the Board
Taaza International Limited

JHANSI
SANIVARAPU

Digitally signed by JHANSI
SANIVARAPU
Date: 2025.09.03 19:24:57
+05'30'

Jhansi Sanivarapu
Whole-time Director
DIN: 03271569

Encl: as above

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING FOR THE FY 2025-26 OF THE SHAREHOLDERS OF TAAZA INTERNATIONAL LIMITED WILL BE HELD ON THURSDAY, THE 25TH DAY OF SEPTEMBER 2025 AT 11:00 A.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

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

“RESOLVED THAT pursuant to the Resolution Plan approved by Hon’ble National Company Law Tribunal (NCLT) vide its Order dated 12th June, 2025, and to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in suppression of all other earlier resolutions passed in this regard, consent of the members of the company be and is hereby accorded for the appointment of M/s. Boppudi & Associates, Chartered Accountants (Firm Registration No. 00502S) for FY 2024-25 and FY 2025-26 as the Statutory Auditors of the Company w.e.f. 06.08.2025 until the conclusion of next Annual General Meeting of the Company to be held in the FY 2025-26, at such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in this behalf.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

2. APPOINTMENT OF MRS. JHANSI SANIVARAPU (DIN:03271569) AS WHOLE-TIME DIRECTOR OF COMPANY.

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

“RESOLVED THAT pursuant to approval of the Resolution Plan by Hon’ble NCLT vide Order dated 12.06.2025 and subject to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company and based on the recommendation of the Monitoring Committee, consent of the members be and is hereby accorded to the appointment of Mrs. Jhansi Sanivarapu, as Whole-time Director of the Company for a period of three years with effect from 11.07.2025 to 10.07.2028 initially without any remuneration and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.”

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“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

3. APPOINTMENT OF MR. VENKATESH CHALLA (DIN-08891249) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to approval of the Resolution Plan by Hon’ble NCLT vide Order dated 12.06.2025 and subject to the provisions of Sections 149, 152, read with other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Monitoring Committee, consent of the members be and is hereby accorded to the appointment of Mr. Venkatesh Challa (DIN-08891249), as Non-Executive Director of the Company with effect from 11.07.2025 and is liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

4. APPOINTMENT OF MR. RAJ KUMAR MEDIMI (DIN- 10106097) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to approval of the Resolution Plan by Hon’ble NCLT vide Order dated 12.06.2025 and subject to the provisions of Sections 149, 152, read with other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Monitoring Committee, consent of the members be and is hereby accorded to the appointment of Mr. Raj Kumar Medimi (DIN- 10106097), as Non-Executive Director of the Company with effect from 11.07.2025 and is liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to

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this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

5. APPOINTMENT OF MR. ANKUR SHARMA (DIN- 10260305) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SpecialResolution:**

“RESOLVED THAT pursuant to approval of the Resolution Plan by Hon’ble NCLT vide Order dated 12.06.2025 and subject to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Monitoring Committee, consent of the members be and is hereby accorded to the appointment of Mr. Ankur Sharma (DIN- 10260305), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, as an Independent Director of the Company, to hold office for a term of five consecutive years i.e., with effect from 11.07.2025 to 10.07.2030 and not be liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

6. APPOINTMENT OF MS. HIMANI BHOOTRA (DIN- 09811030) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SpecialResolution:**

“RESOLVED THAT pursuant to approval of the Resolution Plan by Hon’ble NCLT vide Order dated 12.06.2025 and subject to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Monitoring Committee, consent of the members be and is hereby accorded to the appointment of Ms. Himani Bhootra (DIN- 09811030), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the

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applicable provisions of Listing Regulations, as an Independent Director of the Company, to hold office for a term of five consecutive years i.e., from 11.07.2025 to 10.07.2030 and not be liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

7. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to Sections 13 and 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the authorized share capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:”

“V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

8. TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time, any sum or sums of monies, which together with the

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monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores Only) or the limits so prescribed under Section 180(1)(c) of the Act, whichever is higher."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard."

9. TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, bond holders, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary (ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed the value of limits approved by the members under Section 180(1)(c) of the Act."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

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10. TO APPROVE THE OVERALL LIMITS U/S 186 FOR LOANS/ GUARANTEES/ SECURITIES/ INVESTMENTS BY THE COMPANY.

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders and pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to (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, up to an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores), notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

11. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH TRINITY CLEANTECH PRIVATE LIMITED:

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

“RESOLVED THAT pursuant to the Section 188 (1) and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders in General Meeting be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned below, with M/s. Trinity Cleantech Private Limited, a related party of the Company.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. In Crores)
Lease	Trinity Cleantech Private Limited is the subsidiary of M/s. Trinity Infraventures Limited, which is the	5.00

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	main promoter of the Keto Motors Private Limited (Amalgamation proposed with Taaza International Limited as per the approved Resolution Plan). Mr. Raj Kumar Medimi is a Common Director in both Taaza International Limited and Trinity Cleantech Private Limited	
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“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

12. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH M/S. THUNDERPLUS SOLUTIONS PRIVATE LIMITED, RELATED PARTY:

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

“RESOLVED THAT pursuant to the Section 188 (1) and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders in General Meeting be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned below, with M/s. **THUNDERPLUS SOLUTIONS PRIVATE LIMITED**, a related party of the Company.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. In Crores)
Availing of Services	Mr. Raju Kumar Medimi is a Director in both Taaza International Limited and M/s Thunderplus Solutions Private Limited. He is also a 50% stakeholder of M/s. Thunderplus Solutions Private Limited	50.00

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

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13. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH M/S. ROQIT GREENFLEET DIGITAL SOLUTIONS PRIVATE LIMITED, RELATED PARTY:

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

“RESOLVED THAT pursuant to the Section 188 (1) and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders in General Meeting be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned below, with M/s. **ROQIT GREENFLEET DIGITAL SOLUTIONS PRIVATE LIMITED**, a related party of the Company.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. In Crores)
Availing of Services	M/s. RoqitGreenfleet Digital Solutions Private Limited is the Step-down subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (amalgamation proposed with Taaza International Limited as per the approved Resolution Plan). Mr. Raj Kumar Medimi is a Director of both Taaza International Limited and RoqitGreenfleet Digital Solutions Private Limited	50.00

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

14. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH M/S. SAERA KETO EV PRIVATE LIMITED, RELATED PARTY:

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

“RESOLVED THAT pursuant to the Section 188 (1) and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the

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Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders in General Meeting be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned below, with M/s. **SAERA KETO EV PRIVATE LIMITED**, a related party of the Company.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions (Rs. In Crores)
Availing of Services	M/s. Saera Keto EV Private Limited is a Joint Venture of M/s. Keto Motors Private Limited (Transferor Company as per the approved Resolution Plan) Mr. Venkatesh Challa, Director of the Company is a Director of both Taaza International Limited and Saera Keto EV Private Limited	50.00

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard."

15. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH M/S. ETO MOTORS PRIVATE LIMITED, RELATED PARTY:

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

"RESOLVED THAT pursuant to the Section 188 (1) and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the approval of the Board and Audit Committee, the consent of the Shareholders in General Meeting be and is hereby accorded, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) as mentioned below, with M/s. **ETO MOTORS PRIVATE LIMITED**, a related party of the Company.

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Nature of Transaction	of	Nature of Relationship	Proposed maximum amount of transactions (Rs. In Crores)
Availing Services	of	M/s. ETO Motors Private Limited is the Step-down subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (Amalgamation proposed with Taaza International Limited as per the approved Resolution Plan).	50.00

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard.”

For and on behalf of the Board
Taaza International Limited

Place: Secunderabad
Date: 02.09.2025

Jhansi Sanivarapu
Whole-Time Director
(DIN: 03271569)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND
REGULATIONS OF SEBI(LODR), REGULATIONS, 2015**

The Hon’ble National Company Law Tribunal (“NCLT”), Hyderabad Bench, vide Order dated 01.10.2024 (“Insolvency Commencement Order”) had initiated Corporate Insolvency Resolution Process (“CIRP”) against the Company, based on the petition filed by the Financial Creditor under Section 7 of the Insolvency and Bankruptcy Code, 2016 (“the Code”) and has approved the Resolution Plan vide its Order dated 12.06.2025.

Pursuant to the Resolution Plan approved by Hon’ble NCLT vide Order dated 12.06.2025, the Monitoring Committee in its meeting held on 11.07.2025 has appointed new Board of Directors to administer the affairs of the Company along with other items as discussed below.

Item no.1:

Pursuant to the Resolution Plan approved by Hon’ble National Company Law Tribunal (NCLT) vide Order dated 12th June, 2025 and the Board of Directors in its meeting held on 06.08.2025 appointed M/s. Boppudi & Associates, Chartered Accountants for FY 2024-25 and FY 2025-26, as the Company’s new Statutory Auditors w.e.f. 06.08.2025 till the conclusion of next Annual general meeting to be held in the FY 2025-26 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit.

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M/s. Boppudi & Associates, Chartered Accountants was established in 1989. It is a firm of Chartered Accountants, with over 35 years of presence. The firm is in the field of Audit, Assurance, Taxation and Financial Advisory Services. The firm is a leading Chartered Accountancy firm based in Hyderabad, Telangana. The firm is supported by a strong team comprising of 3 partners and 9+ staff members. Its operations are guided by the core values of Transparency, Accountability and Credibility.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

1. The remuneration proposed to be paid to statutory auditor shall be Rs. 50,000/- p.a. plus GST plus out of pocket expenses on actual basis.
2. Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change; Not Applicable as the Statutory Auditor is appointed pursuant to the Resolution Plan approved by Hon'ble NCLT.
3. The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Boppudi & Associates as the Statutory Auditors of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record for the firm and eligibility criteria prescribed under the Act.
4. Brief Profile of the Auditor: same as above

The Board of Directors of the Company recommends the passing of the resolution in item No. 1 of the notice as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolution.

Item no.2:

Pursuant to the approval of the Resolution Plan by Hon'ble NCLT vide Order dated 12.06.2025 and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company and subject to the approval of the members of the Company, consent of the Monitoring Committee was accorded to the appointment of Mrs. Jhansi Sanivarapu, as Whole-time Director of the Company for a period of three years with effect from 11.07.2025 to 10.07.2028 initially without any Remuneration and the Board of Directors have been authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time."

Mrs. Jhansi Sanivarapu is a Commerce Graduate and has done a Bachelor in Education. She has vast experience in Teaching and is and have been faculty in many leading schools and colleges in Hyderabad, particularly affiliated to Osmania University. She is one of the squad members appointed by the Osmania University for graduate and post graduate courses.

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Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 2 of the notice for appointment of Mrs. Jhansi Sanivarapu as Whole-time Director of Company.

Save and except Mrs. Jhansi Sanivarapu, Whole-time Director, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item no.3:

Pursuant to the approval of the Resolution Plan by Hon'ble NCLT vide Order dated 12.06.2025 and pursuant to the provisions of 149, 152, read with other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to the approval of the members of the Company, consent of the Monitoring Committee was accorded to the appointment of Mr. Venkatesh Challa as Non-Executive Director of the Company with effect from 11.07.2025 and is liable to retire by rotation.

Mr. Venkatesh holds a Bachelor's Degree in Business Management, from ICFAI University and Bachelor's Degree in Law from PRR, Osmania University and a Qualified Company Secretary of ICSI and has done his MBA – Finance and Marketing from ICFAI University, Hyderabad. Mr. Venkatesh has around 13 years of experience in translating governance theory into appropriate frameworks and processes. He has general understanding of strategic goals and plans of the organization as well as an ability to make sound judgments in cases of conflict for betterment of the organization. Having expertise in Structuring Cross-border investments and setting up companies in India, Singapore, Malaysia and Dubai.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 3 of the notice for appointment of Mr. Venkatesh Challa as Non-Executive director.

Save and except Mr. Venkatesh Challa, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item no.4:

Pursuant to the approval of the Resolution Plan by Hon'ble NCLT vide Order dated 12.06.2025 and pursuant to the provisions of 149, 152, read with other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to the approval of the members of the Company, consent of the Monitoring Committee was accorded to the appointment of Mr. Raj

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Kumar Medimi as Non-Executive Director of the Company with effect from 11.07.2025 and is liable to retire by rotation.

Mr. Raj Kumar Medimi is an engineering graduate (BE- Mechanical) from NIT, Rourkela. He has over 25 years of varied experience in the industry and business sectors in handling various operations and has rich experience in Electrical Goods Industry and extensive knowledge in Supply Chain Management.

Accordingly, the Board of Directors recommends the passing of the above resolution as Ordinary Resolution set out in the item no. 4 of the notice for appointment of Mr. Raj Kumar Medimi as Non-Executive director.

Save and except Mr. Raj Kumar Medimi, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item no.5:

Pursuant to the approval of the Resolution Plan by Hon'ble NCLT vide Order dated 12.06.2025 and pursuant to the provisions of 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to the approval of the members of the Company, consent of the Monitoring Committee was accorded to the appointment of Mr. Ankur Sharma as an Independent Director of the Company, to hold office for a term of five consecutive years i.e., from 11.07.2025 to 10.07.2030 and not be liable to retire by rotation.

Mr. Ankur Sharma has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations

Mr. Ankur Sharma is a member of the Institute of Company Secretaries of India and is also Commerce & Law Graduate. He possesses over 5 years of experience in the fields of Accounts, Audit and handling compliances under various Corporate Laws, Rights Issues, Bonus Issues, Preferential Allotments, Takeover of Listed & unlisted companies, Mergers & Demergers of Listed and Unlisted Companies, etc. Mr. Ankur Sharma is also Qualified Social Auditor, exam conducted by National Institute of Securities Markets (NISM).

Management is of the opinion that Mr. Ankur Sharma continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Ankur Sharma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

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Mr. Ankur Sharma has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Ankur Sharma fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management.

Accordingly, the Board of Directors recommends the passing of the above resolution as Special Resolution set out in the item no. 5 of the notice for appointment of Mr. Ankur Sharma as Non-Executive Independent director.

Save and except Mr. Ankur Sharma, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item no.6:

Pursuant to the approval of the Resolution Plan by Hon'ble NCLT vide Order dated 12.06.2025 and pursuant to the provisions of 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to the approval of the members of the Company, consent of the Monitoring Committee was accorded to the appointment of Ms. Himani Bhootra as an Independent Director of the Company, to hold office for a term of five consecutive years i.e., from 11.07.2025 to 10.07.2030 and not be liable to retire by rotation.

Ms. Himani Bhootra has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations

Ms. Himani Bhootra is an Associate member of The Institute of Company Secretaries of India. She holds master's degree in Business Administration and a Law graduate. She has over 2 years of experience at Tax Publishers (A Law and Accounting related books Publishing Co.) and more than 3.5 years of post qualification experience as a Company Secretary (Professional Consultant) at S B L and CO LLP (A Chartered Accountancy firm having vast practice in the field of Corporate and SEBI Law & Direct Taxation) in Jodhpur(Raj.). Currently working with N Malpani & Co. in Gwalior (M.P.)

Management is of the opinion that Ms. Himani Bhootra continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her association would be of immense benefit to the Company.

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In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Himani Bhootra has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Ms. Himani Bhootra has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Ms. Himani Bhootra fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that she is independent of the Management.

Accordingly, the Board of Directors recommends the passing of the above resolution as Special Resolution set out in the item no. 6 of the notice for appointment of Ms. Himani Bhootra as Non-Executive Independent director.

Save and except Ms. Himani Bhootra, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item No. 7:

Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company:

In order to accommodate the Equity shares to be allotted pursuant to the Resolution Plan approved by Hon'ble NCLT, Hyderabad Bench vide Order dated 12.06.2025 the Board of Directors at their meeting held on 02.09.2025 have decided to increase the existing Authorized Share Capital from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association.

The Board recommends the Ordinary Resolution as set out at Item No.7 of the Notice for approval of the shareholders for increase in authorized share capital.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolution.

Item Nos. 8 & 9: To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(C) of the Companies Act, 2013 and to seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of

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raising Foreign Currency Convertible Bonds and finance from Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the Members by a Special Resolution.

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 500 Crores (Rupees Five Hundred Crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 500 Crores (Rupees Five Hundred Crores).

It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

The Board recommends the Special Resolutions set out at Item Nos. 8&9 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the above said Resolutions set out in the Notice.

Item No.10:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of:

- i. Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or

ii. Hundred per cent of its free reserves and securities premium account, whichever is more,

if the special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiaries/ associate/group companies for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores). The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own /surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.11: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH M/S. TRINITY CLEANTECH PRIVATE LIMITED, RELATED PARTY

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, may exceeds ten percent of the annual consolidated turnover of the Company.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Trinity Cleantech Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 02.09.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Companies Act, 2013 and accordingly, the members' approval is sought for the same.

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Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions
Lease	Trinity Cleantech Private Limited is the subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (Amalgamation proposed with Taaza International Limited as per the approved Resolution Plan). Mr. Raj Kumar Medimi is a Common Director in both Taaza International Limited and Trinity Cleantech Private Limited	Rs. 5 crores

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	Trinity Cleantech Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Manufacturing and providing services w.r.t. Electrical equipment, General Purpose and Special purpose Machinery & equipment, Transport equipment	
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary and the related party.	Trinity Cleantech Private Limited is the subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (Amalgamation proposed with Taaza International Limited as per the approved Resolution Plan). Mr. Raj Kumar Medimi is a Common Director in both Taaza International Limited and Trinity Cleantech Private Limited	
5.	Shareholding of the listed entity whether direct or indirect, in the	Nil	

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	related party.				
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL			
A(3). Financial performance of the related party					
	Particulars	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	2021-22 (Rs. In Crores)	
7.	Standalone turnover of the related party for each of the last three financial years:	27.48	33.98	35.15	
8.	Standalone net worth of the related party for each of the last three financial years:	27.09	23.81	23.53	
9.	Standalone net profits of the related party for each of the last three financial years:	0.27	0.24	0.19	
A(4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil			
11.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the abovementioned transaction.			
12.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil			
A(5). Amount of the proposed transactions (All types of transactions taken together)					
13.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 5 Crores			
14.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these	Yes, the proposed transactions is material RPT.			

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	Standards?		
15.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Turnover for the immediately preceding Financial year is Nil	
16.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
17.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction is Rs. 5 Crores and is around 18.20% of Annual Standalone turnover for the immediately preceding financial year i.e. FY 2023-24.	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Lease of property	
20	Details of the proposed transaction	Lease – Rs. 5 Crores	
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months	
22	Whether omnibus approval is being sought?	No	
23	Value of the proposed transaction during a financial year	Aggregate Value of the proposed transaction during a financial year – Rs. 5 Crores	
24	Whether the RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who	Yes, RPTs proposed to be entered into are: a) not prejudicial to the interest of public shareholders, and b) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the

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	is not a related party		Board.
25	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders.	
26	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Trinity Cleantech Private Limited is the subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (Amalgamation proposed with Taaza International Limited as per the approved Resolution Plan). Mr. Raj Kumar Medimi, Director of the company is also a director in Trinity Cleantech Private Limited. So there is an indirectly interested in the transaction	
27	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
28	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

- a. The redaction of commercial secrets etc.:** Not Applicable
- b. Justification for the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT :** The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders.
- c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:**

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

- d. **Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO/MD/WTD and CFO of the Listed Entity as required under the RPT Industry Standards.**

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

- e. **Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Not Applicable

- f. **In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** The transaction of Lease is proposed for an aggregate sum of not exceeding Rs. 5 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.

- g. **Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.

- h. **Any other information that may be relevant:** Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 11 of the Notice.

Except Mr. Raj Kumar Medimi, Director, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

Item No.12: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH M/S. THUNDERPLUS SOLUTIONS PRIVATE LIMITED, RELATED PARTY

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company.

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The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Thunderplus Solutions Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 02.09.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Companies Act, 2013 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions
Availing of Services	Mr. Raju Kumar Medimi is a Director in both Taaza International Limited and ThunderplusSolutions Private Limited. He is also a 50% stakeholder of M/s. ThunderplusSolutions Private Limited	50 Crore

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	Thunderplus Solutions Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Services relating to EV Charging stations	
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary and the related party.	Mr. Raj Kumar Medimi is a Director in both Taaza International Limited and Thunderplus Solutions Private Limited. He is also a 50% stakeholder of M/s. Thunderplus Solutions Private Limited	
5.	Shareholding of the listed entity whether direct or indirect, in the related party.	Nil	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL	
A(3). Financial performance of the related party			
	Particulars	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)
			2021-22

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7.	Standalone turnover of the related party for each of the last three financial years:	NA	NA	NA
8.	Standalone net worth of the related party for each of the last three financial years:	NA	NA	NA
9.	Standalone net profits of the related party for each of the last three financial years:	NA	NA	NA
A(4). Details of previous transactions with the related party				
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil		
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil		
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above mentioned transaction		
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Nil		
A(5). Amount of the proposed transactions (All types of transactions taken together)				
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 50 Crore		
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions is material RPT.		
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the	The turnover for the immediately preceding year is Nil.		

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	immediately preceding financial year		
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Thunderplus Solutions Private Limited was incorporated on 03.06.2024.	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	availing or rendering of any services;	
20	Details of the proposed transaction	Availing of Services – 50 Crores	
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year	
22	Whether omnibus approval is being sought?	No	
23	Value of the proposed transaction during a financial year.	Aggregate Value of the proposed transaction during a financial year –50 crore	
24	Whether the RPTs proposed to be entered into are: c) not prejudicial to the interest of public shareholders, and d) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: c) not prejudicial to the interest of public shareholders, and d) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
25	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the	The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or	

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	best interests of the listed entity and its public shareholders.	public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders.	
26	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. c. Name of the director / KMP d. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Raj Kumar Medimi, Director of the company is also a director in Thunderplus Solutions Private Limited, so he is indirectly interested in the transaction Mr. Raj Kumar Medimi, Director of the company is holding 50% shareholding in Thunderplus solutions Private limited	
27	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
28	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
B (2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
29	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Availing of services is proposed for an aggregate sum of not exceeding Rs. 50 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.	
30	Basis of determination of price.	Not Applicable	

a. The redaction of commercial secrets etc.: Not Applicable

b. Justification for the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.

The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders

c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

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Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

- d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.**

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

- e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Not Applicable
- f. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** Availing of services is proposed for an aggregate sum of not exceeding Rs. 50 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.
- g. Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.
- h. Any other information that may be relevant:** Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 12 of the Notice.

Except Mr. Raj Kumar Medimi, Director of the company none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

Item No.13: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH M/S. ROQIT GREENFLEET DIGITAL SOLUTIONS PRIVATE LIMITED, RELATED PARTY

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party

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Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with RoqitGreenfleet Digital Solutions Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 02.09.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Companies Act, 2013 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions(in Rs.)
Availing of Services	M/s. RoqitGreenfleet Digital Solutions Private Limited is the Step-down subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (amalgamation proposed with Taaza International Limited as per the approved Resolution Plan) . Mr. Raj Kumar Medimi is a Director of both Taaza International Limited and RoqitGreenfleet Digital Solutions Private Limited	50 Crore

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	RoqitGreenfleet Digital Solutions Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	To research, develop, and deploy AI-driven SaaS solutions for the efficient and sustainable management of surface, ocean and air fleets, including asset tracking, predictive maintenance, route optimization, and driver management, in line with zero emission goals.	

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A(2). Relationship and ownership of the related party				
4.	Relationship between the listed entity/subsidiary and the related party.	M/s. RoqitGreenfleet Digital Solutions Private Limited is the Step-down subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (amalgamation proposed with Taaza International Limited as per the approved Resolution Plan). Mr. Raj Kumar Medimi is a Director of both Taaza International Limited and RoqitGreenfleet Digital Solutions Private Limited		
5.	Shareholding of the listed entity whether direct or indirect, in the related party.	Nil		
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL		
A(3). Financial performance of the related party				
	Particulars	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	2021-22 (Rs. In Crores)
7.	Standalone turnover of the related party for each of the last three financial years:	NA	NA	NA
8.	Standalone net worth of the related party for each of the last three financial years:	NA	NA	NA
9.	Standalone net profits of the related party for each of the last three financial years:	NA	NA	NA
A(4). Details of previous transactions with the related party				
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	Nil		
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit	Nil		

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	Committee / shareholders).		
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above mentioned transaction	
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Nil	
A(5). Amount of the proposed transactions (All types of transactions taken together)			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	50 Crore	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions is material RPT.	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Turnover for the preceding Financial Year is Nil.	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	RoqitGreenfleet Digital Solutions Private Limited was incorporated on 19.12.2024.(The figures for FY 2024-25 are yet to be audited)	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing of Services	

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20	Details of the proposed transaction	Availing of Services – 50 Crore	
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year	
22	Whether omnibus approval is being sought?	No	
23	Value of the proposed transaction during a financial year.	Aggregate Value of the proposed transaction during a financial year –50 Crore	
24	Whether the RPTs proposed to be entered into are: e) not prejudicial to the interest of public shareholders, and f) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: e) not prejudicial to the interest of public shareholders, and f) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
25	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders.	
26	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. e. Name of the director / KMP f. Shareholding of the director / KMP, whether direct or indirect, in the related party	M/s. Roqit Green fleet Digital Solutions Private Limited is the Step-down subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (amalgamation proposed with Taaza International Limited as per the approved Resolution Plan). Mr. Raj Kumar Medimi, Director of the company is also a director in Roqit Green fleet Solutions Private Limited. So there is an indirect interest in the transaction	
27	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
28	Other information relevant for	All important information forms part of	

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	decision making.	the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
B (2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
29	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Availing of services is proposed for an aggregate sum of not exceeding Rs. 50 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.	
30	Basis of determination of price.	Not Applicable	

a. The redaction of commercial secrets etc.: Not Applicable

b. Justification for the proposed transaction as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT

The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders

c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable

f. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: Availing of services is proposed for an aggregate sum of not exceeding Rs. 50 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.

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g. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.

h. Any other information that may be relevant: Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 13 of the Notice.

Except Mr. Rajkumar Medimi, Director of the company none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

Item No.14: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH M/S. SAERA KETO EV PRIVATE LIMITED, RELATED PARTY

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company.

However, as per Section 188 of the Companies Act, 2013, the transaction should not exceed 10% of the Turnover of the Company.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Trinity Cleantech Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 02.09.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Companies Act, 2013 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions
Availing of Services	M/s. Saera Keto EV Private Limited is a Joint Venture of M/s. Keto Motors Private Limited	50 Crore

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	(Transferor Company as per the approved Resolution Plan)	
	Mr. Venkatesh Challa, Director of the Company is a Director of both Taaza International Limited and Saera Keto EV Private Limited	

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The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management			Comments of the Audit Committee
A. Details of the related party and transactions with the related party					
A(1). Basic details of the related party					
1.	Name of the related party	Saera Keto EV Private Limited			
2.	Country of incorporation of the related party	India			
3.	Nature of business of the related party	Electric Motor vehicles, trailers, semi trailers and other Transport Vehicles			
A(2). Relationship and ownership of the related party					
4.	Relationship between the listed entity/subsidiary and the related party.	M/s. Saera Keto EV Private Limited is a Joint Venture of M/s. Keto Motors Private Limited (Transferor Company as per the approved Resolution Plan) Mr. Venkatesh Challa, Director of the Company is a Director of both Taaza International Limited and Saera Keto EV Private Limited			
5.	Shareholding of the listed entity whether direct or indirect, in the related party.	Nil			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL			
A(3). Financial performance of the related party					
	Particulars	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	2021-22	
7.	Standalone turnover of the related party for each of the last three financial years:	25.64	NA	NA	
8.	Standalone net worth of the related	0.18	NA	NA	

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	party for each of the last three financial years:			
9.	Standalone net profits of the related party for each of the last three financial years:	0.081	NA	NA
A(4). Details of previous transactions with the related party				
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last financial year	Nil		
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil		
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above mentioned transaction		
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Nil		
A(5). Amount of the proposed transactions (All types of transactions taken together)				
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	50 Crores		
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions is material RPT.		
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The turnover for the preceding year is Nil		
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the	Not Applicable		

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	immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)		
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction is Rs. 50 Crores and is around 195.31% of Saera Keto EV Private Limited Annual Standalone turnover for the immediately preceding financial year i.e. FY 2023-24. (The figures for FY 2024-25 are yet to be audited)	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing of Services	
20	Details of the proposed transaction	Availing of Services- 50 Crores	
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year	
22	Whether omnibus approval is being sought?	No	
23	Value of the proposed transaction during a financial year.	Aggregate Value of the proposed transaction during a financial year –50 Crore	
24	Whether the RPTs proposed to be entered into are: g) not prejudicial to the interest of public shareholders, and h) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: g) not prejudicial to the interest of public shareholders, and h) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
25	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public	The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are	

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	shareholders.	expected to positively impact the overall performance and returns to shareholders.	
26	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. g. Name of the director / KMP h. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr.Venkatesh Challa, Director of the company is also a director in Saera Keto EVPrivate Limited, so he is indirectly interested in the transaction	
27	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
28	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
B (2). <u>Additional details</u> for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
29	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Availing of services is proposed for an aggregate sum of not exceeding Rs. 50 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.	
30	Basis of determination of price.	Not Applicable	

*The figures for 2024-25 are yet to be audited

a. The redaction of commercial secrets etc.: Not Applicable

b. Justification for the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT

The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders

- c. **Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:**

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

- d. **Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.**

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

- e. **Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Not Applicable

- f. **In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** Availing of services is proposed for an aggregate sum of not exceeding Rs. 50 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.

- g. **Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.

- h. **Any other information that may be relevant:** Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 14 of the Notice.

Except Mr. Venkatesh Challa, Director of the company none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

ITEM NO.15: TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH M/S. ETO MOTORS PRIVATE LIMITED, RELATED PARTY

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed

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transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with ETO Motors Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 02.09.2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Companies Act, 2013 and accordingly, the members' approval is sought for the same.

Nature of Transaction	Nature of Relationship	Proposed maximum amount of transactions
Availing of Services	M/s. ETO Motors Private Limited is the Step-down subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (Amalgamation proposed with Taaza International Limited as per the approved Resolution Plan).	50 Crore

INFORMATION TO SHAREHOLDERS FOR CONSIDERATION OF RPT AS PER SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions:

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	ETO Motors Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Electric Motor vehicles, trailers, semi trailers and other Transport Vehicles	
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary and the related party.	M/s. ETO Motors Private Limited is the Step-down subsidiary of M/s. Trinity Infraventures Limited, which is the main promoter of the Keto Motors Private Limited (Amalgamation proposed with	

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		Taaza International Limited as per the approved Resolution Plan).			
5.	Shareholding of the listed entity whether direct or indirect, in the related party.	Nil			
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL			
A(3). Financial performance of the related party					
	Particulars	2023-24 (Rs. In Crores)	2022-23 (Rs. In Crores)	2021-22 (Rs. In Crores)	
7.	Standalone turnover of the related party for each of the last three financial years:	22.46	16.50	8.15	
8.	Standalone net worth of the related party for each of the last three financial years:	10.55	38.42	44.66	
9.	Standalone net profits of the related party for each of the last three financial years:	(28.04)	(32.25)	(16.93)	
A(4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	Nil			
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil			
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes, prior approval of Audit Committee has been taken for the above mentioned transaction			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Nil			

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A(5). Amount of the proposed transactions (All types of transactions taken together)			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 50 Crore	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transactions is material RPT.	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The turnover for the preceding year is Nil	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Value of the total Proposed Transaction is Rs. 50 Crores and is around 222.62% of ETO Motors Private Limited Annual Standalone turnover for the immediately preceding financial year i.e. FY 2023-24. (The figures for FY 2024-25 are yet to be audited)	
B. Details for specific transactions			
B (1). Basic details of the proposed transaction			
19	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing of Services	
20	Details of the proposed transaction	Availing of Services – 50 Crore	
21	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year	

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22	Whether omnibus approval is being sought?	No	
23	Value of the proposed transaction during a financial year.	Aggregate Value of the proposed transaction during a financial year – Rs. 50 crore	
24	Whether the RPTs proposed to be entered into are: i) not prejudicial to the interest of public shareholders, and j) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes, RPTs proposed to be entered into are: i) not prejudicial to the interest of public shareholders, and j) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from CFO and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards was placed before the Board.
25	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders.	
26	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. i. Name of the director / KMP j. Shareholding of the director / KMP, whether direct or indirect, in the related party	M/s. Trinity Infraventures Limited, promoter of Company, is a substantial shareholder of ETO Motors Private Limited M/s. Trinity Infraventures Limited, promoter of Company is holding 6.42% in ETO Motors Private Limited	
27	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
28	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

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B (2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
29	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Availing of services is proposed for an aggregate sum of not exceeding Rs. 50 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.	
30	Basis of determination of price.	Not Applicable	

*The figures for 2024-25 are yet to be audited

- a. The redaction of commercial secrets etc.:** Not Applicable
- b. Justification for the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.**

The RPT is being conducted at arm's length and does not in any way prejudice the interests of minority or public shareholders. In fact, the anticipated operational and financial benefits are expected to positively impact the overall performance and returns to shareholders

- c. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:**

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

- d. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.**

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

- e. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** Not Applicable

- f. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:**Availing of services is proposed for an aggregate sum of not exceeding Rs. 50 crores and the prices and other parameters are not yet considered. Hence, the bids are not invited so far.

- g. Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.

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h. Any other information that may be relevant: Nil

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

Your Board of Directors recommend to pass the resolution for approval of Material Related Party Transactions, as an Ordinary Resolution as set out at item no. 15 of the Notice.

None of the directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, directly or indirectly in the above said resolution.

For and on behalf of the Board
Taaza International Limited

Place: Secunderabad
Date: 02.09.2025

Jhansi Sanivarapu
Whole-Time Director
(DIN: 03271569)

Annexure (for item no. 2 to 6)

As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under

Name of the Director	Mrs. Jhansi Sanivarapu	Mr. Venkatesh Challa
Date of Birth and Age	03/09/1969 and 55 years	02/06/1989 and 36 years
Brief Resume including Qualification and Experience	Mrs. Sanivarapu Jhansi is a Commerce Graduate and has done a Bachelor in Education. She has vast experience in Teaching and is and have been faculty in many leading schools and colleges in Hyderabad, particularly affiliated to Osmania University. She is one of the squad members appointed by the Osmania University for graduate and post graduate courses. Qualification: Commerce Graduate	Mr. Venkatesh holds a Bachelor's Degree in Business Management, from ICFAI University and Bachelor's Degree in Law from PRR, Osmania University and a Qualified Company Secretary of ICSI and has done his MBA – Finance and Marketing from ICFAI University, Hyderabad. Mr. Venkatesh has around 13 years of experience in translating governance theory into appropriate frameworks and processes. He has general understanding of strategic goals and plans of the organization as well as an ability to make sound

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		judgments in cases of conflict for betterment of the organization. Having expertise in Structuring Cross-border investments and setting up companies in India, Singapore, Malaysia and Dubai. Qualification: Bachelor's Degree in Law from, Company Secretary and MBA – Finance and Marketing
Date of First Appointment in the Board	11.07.2025	11.07.2025
Expertise in specific functional areas	Teaching and Administration	Strategic Management
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Key Managerial Personnel	Nil	Nil
Directorship in other Companies	1	3
Membership / Chairmanship in committee of the other companies		
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil
skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

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Name of the Director	Mr. Ankur Sharma	Ms. Himani Bhootra
Date of Birth and Age	17/10/1993 and 31 years	12/12/1992 and 32 years
Brief Resume including Qualification and Experience	CS Ankur Sharma is a member of the Institute of Company Secretaries of India and is also Commerce & Law Graduate. He possesses over 5 years of experience in the fields of Accounts, Audit and handling compliances under various Corporate Laws, Rights Issues, Bonus Issues, Preferential Allotments, Takeover of Listed & unlisted companies, Mergers & Demergers of Listed and Unlisted Companies, etc. CS Ankur Sharma is also Qualified Social Auditor, exam conducted by National Institute of Securities Markets (NISM). Qualification: Commerce and Law Graduate, Company Secretary	She is an Associate member of The Institute of Company Secretaries of India. She holds master's degree in Business Administration and a Law graduate. She has over 2 years of experience at Tax Publishers (A Law and Accounting related books Publishing Co.) and more than 3.5 years of post-qualification experience as a Company Secretary (Professional Consultant) at S B L and CO LLP (A Chartered Accountancy firm having vast practice in the field of Corporate and SEBI Law & Direct Taxation) in Jodhpur(Raj.). Currently working with N Malpani & Co. in Gwalior (M.P.) Qualification: Law Graduate, Company Secretary and MBA
Date of First Appointment in the Board	11.07.2025	11.07.2025
Expertise in specific functional areas	Accounts, Audit, Corporate Compliances	Administration
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Key Managerial Personnel	Nil	Nil
Directorship in other Companies	2	5
Membership / Chairmanship in committee of the other companies	3	
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with	Details given as Annexure A	Details given as Annexure B

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listed entities from which the person has resigned in the past three years		
skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Director is having required Skills and capable of handling the role as Independent Director in the Company in view of his rich experience in Business.	The Director is having required Skills and capable of handling the role as Independent Director in the Company in view of her rich experience in Business.

Name of the Director	Mr. Raj Kumar Medimi
Date of Birth and Age	23/06/1968 and 57 years
Brief Resume including Qualification and Experience	He is an engineering graduate (BEMechanical) from NIT, Rourkela. He has over 25 years of varied experience in the industry and business sectors in handling various operations and has rich experience in Electrical Goods Industry and extensive knowledge Supply Chain Management Qualification: Engineering graduate (BEMechanical)
Date of First Appointment in the Board	11.07.2025
Expertise in specific functional areas	Administration
Shareholding in the Company	Nil
Relationship with other Directors, Key Managerial Personnel	Nil
Directorship in other Companies	4
Membership / Chairmanship in committee of the other companies	
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil
skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

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Annexure A

Mr. Ankur Sharma

Name of the Company	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Falcon Concepts Limited	Member	Chairperson	Member

Annexure B

Ms. Himani Bhootra

Name of the Company	Audit Committee	Nomination and Remuneration Committee	Stakeholder Relationship committee
Shivam Chemicals Limited	Chairperson	Chairperson	-
Pavna Industries Limited	-	-	-
Shreeshay Engineers Limited	Member	Member	Member

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

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3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.taazastores.com and can be also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
8. The Deemed Venue of the EGM of the Company shall be its Registered Office.
9. The company has appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 22.09.2025 at 9:00 A.M. and ends on 24.09.2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut- off date) i.e. 18.09.2025, may cast their vote electronically. The voting right of shareholders shall be in

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proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18.09.2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are 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

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EMAIL ID: CSTAAZA01@GMAIL.COM PH NO: 9154297389

	‘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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - 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 CDSL website www.cdslindia.com and click on login & New System Myeasi 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.

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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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is

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	IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
5. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 6.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to viveksurana24@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cstaaza01@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cstaaza01@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at

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step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cstaaza01@gmail.com. The same will be replied by the company suitably.
6. The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views by sending an e- mail at cstaaza01@gmail.com between 9.00 A.M. on 16.09.2025 to 5.00 P.M. on 22.09.2025. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.

For and on behalf of the Board
Taaza International Limited

Place: Secunderabad
Date: 02.09.2025

Jhansi Sanivarapu
Whole-Time Director
(DIN: 03271569)