

CONSENT LETTER TO ACT AS LEAD MANAGER

Date: November 19, 2024

To,
The Board of Directors
Victory Electric Vehicles International Limited
Plot no 6, Second Floor,
A-5 Maa Bhagwati Apartment,
Paschim Vihar,
New Delhi-110063

Re: Proposed initial public offering of equity shares of face value of ₹ 5 each (the “Equity Shares”) of Victory Electric Vehicles International Limited (the “Company”) comprising a fresh issue of the Equity Shares of the Company and such offering being the (“Fresh Issue”) being the (“Issue”).

Dear Sir/Madam,

We, Corpwis Advisors Private Limited, do hereby consent to act as a Lead Manager to the Issue and to our name and the details mentioned herein, being inserted as a Lead Manager to the Issue in the Draft prospectus (“DP”), and the prospectus (“Prospectus”) (collectively, the “Issue Documents”) intended to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), Registrar of Companies, at New Delhi (“RoC”), and the National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed (“Stock Exchange”) and any other documents in relation to the Issue.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchange, the Registrar of Companies, at New Delhi and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue:

Name: Corpwis Advisors Private Limited
Address: G-07, Ground Floor, The Summit Business Park,
Andheri Kurla Road, Andheri East,
Mumbai-400093, Maharashtra, India.
Telephone Number: +91 22 49729990
E-mail: ipo.victory@corpwis.com
Website: www.corpwis.com
Contact Person: Mr. Nikunj Kanodia
Investor Grievance e-mail: investors@corpwis.com
SEBI Registration Number: INM000012962
CIN: U74900MH2014PTC322723

We confirm that the information and confirmations set out in this certificate are true, correct, adequate, not misleading in any material respect and do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading.

Corpwis Advisors Private Limited
U74900MH2014PTC322723

G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Andheri East, Mumbai - 400 093
Tel.: +91 22 4972 9990/1 | Email: advisors@corpwis.com | Visit us: www.corpwis.com

We enclose a copy of our registration certificate regarding our registration with SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We further confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, and that neither we nor our associates hold any Equity Shares in the Company.

This consent letter, including any annexures hereto is for information and for inclusion (in part or full) in the draft Prospectus, the prospectus and other issuing materials (“**Issue Documents**”) or any other Issue-related material, and may be relied upon by the Company and the Legal Counsel appointed by the Company in relation to the Issue. We also consent to the inclusion of this consent letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Issue, which will be available to the public for inspection and uploaded on the website of the Company from the date of the Draft Prospectus until the Bid / Issue Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents.

Yours faithfully,

For and on behalf of Corpwis Advisors Private Limited


Nikunj Kanodia
Director
DIN: 06427863



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Annexure A

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Re: Proposed initial public offering of equity shares of face value of ₹ 5 each (the “Equity Shares”) of Victory Electric Vehicles International Limited (the “Company”) comprising a fresh issue of the Equity Shares of the Company and such offering being the (“Fresh Issue”) being the (“Issue”).

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a lead manager is true and correct:

1	Registration Number	INM000012962
2	Date of registration / Renewal of registration	31/01/2023
3	Date of expiry of registration	NA
4	If applied for renewal, date of application	NA
5	Any communication from SEBI prohibiting the entity from acting as the Underwriter to the issue:	NA
6	Any enquiry / investigation being conducted by SEBI	NA
7	Period up to which registration/ renewal fees has been paid:	NA
8	Details of penalty imposed by SEBI	NA

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