

CONSENT LETTER FROM NON INDEPENDENT DIRECTORS

Date: November 19, 2024

To,

The Board of Directors
Victory Electric Vehicles International Limited
Plot No. 6, Second Floor, Block A-5,
Maa Bhagwati Apartment, Paschim Vihar,
West Delhi, New Delhi, Delhi, India, 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 ("Fresh Issue")

Dear Sir/Madam,

I, Palak Poply, hereby declare that as on the date I am the Whole Time Director of the Company and I give my consent to include my name and other details mentioned herein being included as Director of the Company in the draft prospectus ("DP") and the prospectus ("Prospectus") (collectively, the "Issue Documents") to be filed with the Securities and Exchange Board of India ("SEBI"), and the Registrar of Companies, Delhi ("RoC") and the stock exchange where the Equity Shares are proposed to be listed ("Stock Exchange") and any other documents in relation to the Issue.

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the LM in connection with the Issue.

The following details with respect to me may be disclosed in the Issue Documents and any other documents in relation to the Issue:

Name: Palak Poply
DIN: 08607295
Designation: Whole Time Director
Address: A3/192, Second Floor,
Paschim Vihar, West Delhi,
Delhi-110063

Profile: I, Palak Poply, aged 25 years is the Whole Time Director of our Company, since November 11, 2019. She holds a bachelor's degree in Commerce from University of Delhi since 2020, Masters in Digital Marketing from Delhi school of Internet Marketing since 2019 and has also completed Post Graduate program in Management from IBS School, Gurgaon in the year 2023. She has over 8 years of experience in marketing and system management. Her proficiency in digital marketing ensures a contemporary and effective approach to market positioning, while her analytical skills contribute to informed decision-making. She is the daughter of our Managing Director and is a next generation entrepreneur who brings new age ideas and contribute to our company's success.

I further consent to provide all other details as may be required for the purpose of disclosure in the [draft prospectus ("DP") and the prospectus ("Prospectus")]

I 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.

I confirm that I will immediately communicate any changes in writing in the above information to the Lead Manager to the Issue (the "**Lead Manager**") until the date when the Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from me, Lead Manager and the Legal Counsel, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchange pursuant to the Issue.

I hereby consent to this certificate being disclosed by the Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This consent letter is for information and for inclusion (in part or full) in the draft prospectus and the prospectus and other issuing materials ("**Issue Documents**") or any other Offer-related material, and may be relied upon by the Company, the Lead Manager and the Legal Counsel, in relation to the Issue. I 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 Prospectus until the 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, as the case may be.

Yours faithfully,



Name: Palak Poply

CC:

Lead Manager

Corpwis Advisors Private Limited

G07, Ground, The Summit Business Bay (Omkar),
Business Park, Andheri - Kurla Rd,
Behind Guru Nanak Petrol Pump, Gundavali,
Andheri East, Mumbai, Maharashtra 400093

Legal Advisor to the Issue

Bridgehead Law Partners

Office Number 5, 2nd Floor,
Modern House – 15,
V. B. Gandhi Marg,
Kalaghoda,
Fort,
Mumbai-400001