

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, Sanjay Kumar Popli, hereby declare that as on the date I am the Managing Director of the Company and I give my consent to my name and other details mentioned herein being included as Managing 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: Sanjay Kumar Popli

DIN: 06984773

Designation: Managing Director and CFO

Address: GH-8, Flat No 2,
Paschim Vihar, Paschim Vihar S.O,
West Delhi, Delhi-110063

Profile: I, Sanjay Kumar Popli, aged 52 years has been part of our company since inception and is currently designated as Managing Director of our company with effect from June 20, 2024. He holds a Bachelor's degree in Commerce from Maharshi Dayanand University since 1995 and B. Ed from Kanpur University since 1996. Further, he holds Masters in Business Administration in Financial Management from Janardan Rai Nagar Rajasthan Vidyapeeth University from 2006. He, also, possess Diploma in Electrical Engineering from Janardan Rai Nagar Vidyapeeth University since 2013, underscoring his technical proficiency in the electrical domain. He holds 9 years of experience as Operations Head exhibiting leadership and managerial skills, effectively overseeing the entire production process, managing labour operations and ensuring the seamless functioning of the plant. He holds 3 years of experience as Marketing and Communications head in his own partnership firm demonstrating proficiency in leading marketing and communication strategies. His extensive background in both traditional manufacturing and the electric vehicle sector positions him as an individual capable of navigating the complexities of the rapidly evolving electrical industry.

Sanjay Kumar Popli
GH-8, Flat No 2,
Paschim Vihar, Pashchim Vihar S.O,
West Delhi, Delhi-110063

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.

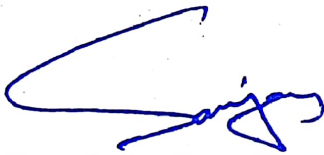
I confirm that I will immediately communicate any changes in writing in the above information to the Lead Manager to the Offer (the "**Lead Manager**") until the date when the Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from me, Lead Manager and the 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 Issue-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: Sanjay Kumar Popli

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