



VICTORY ELECTRIC VEHICLES INTERNATIONAL LIMITED

CIN NO: U31909DL2018PLC341184

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF VICTORY ELECTRIC VEHICLES INTERNATIONAL LIMITED HELD ON MONDAY DECEMBER 15., 2025 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT Plot No. 6, SECOND FLOOR, BLOCK A-5, MAA BHAGWATI APARTMENT, PASCHIM VIHAR, NEW DELHI, 110063.

Special Resolution for Approval of Revision in Number of Equity Shares to be Offered in the Proposed Initial Public Offer (IPO)

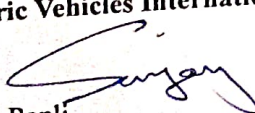
“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, applicable SEBI regulations, and any other applicable statutory provisions (including any amendments or re-enactments thereof for the time being in force), and pursuant to the recommendation and approval of the Board of Directors of the Company at its meeting held on December 10, 2025, the consent of the shareholders be and is hereby accorded to revise the number of equity shares proposed to be issued in the Initial Public Offer (IPO) of the Company.

RESOLVED FURTHER THAT instead of the earlier proposed **56,47,000 (Fifty-Six Lakh Forty-Seven Thousand)** equity shares of face value ₹5/- each, the Company shall now issue **up to 84,30,000 (Eighty-Four Lakh Thirty Thousand)** equity shares of face value ₹5/- each, or such number of equity shares as may be finalized in consultation with the Lead Managers (LM) appointed for the IPO, subject to necessary regulatory approvals.

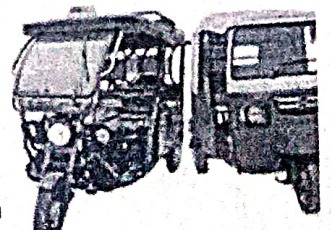
RESOLVED FURTHER THAT all other terms and conditions of the IPO as approved earlier by the shareholders and the Board of Directors shall remain unchanged unless otherwise required to be modified pursuant to regulatory requirements, SEBI observations, stock exchange requirements or as advised by the Lead Managers.

RESOLVED FURTHER THAT Mr. Sanjay Kumar Popli, Managing Director (DIN: 06984773), be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution, including but not limited to signing, filing and submitting necessary documents, forms, applications, declarations and returns with SEBI, Registrar of Companies, stock exchanges, and other statutory or regulatory authorities.”

**For and on behalf of the Shareholders of
Victory Electric Vehicles International Limited**


Sanjay Kumar Popli
December 15, 2025
New Delhi

Plant Address: -Khasra No.147/12/2, Village Rohad, Bahadurgarh, Haryana 124501
Reg. Office: Plot No.6, Second Floor, Block A-5, Maa Bhagwati Apartment
Paschim Vihar, New Delhi -110063





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**EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)**

The Members of the Company had previously approved the proposal to raise funds through an Initial Public Offer (IPO) by issuance of 56,47,000 equity shares of face value ₹5/- each.

Subsequent to the said approval and based on consultations with the Lead Managers appointed for the proposed IPO, the Board of Directors considered it appropriate to revise the number of equity shares proposed to be issued.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

For and on behalf of the Company

Sanjay Kumar Popli
Managing Director
DIN: 06984773

Date: 15th December, 2025
Place: Delhi

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