



PRACHI BANSAL AND ASSOCIATES
COMPANY SECRETARIES
Address- House no 837Sector 28
Faridabad,121008
Phone no-9899563128
Mail id-Prachi.jain2805@gmail.com

Date: November 06, 2024

To,

The Board of Directors
Victory Electric Vehicle International Limited
Plot no-6, 2nd Floor, Block A-5
Maa Bhagwati Apartment, Paschim Vihar
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 (“Fresh Issue”)

Dear Sir,

I Prachi Bansal, Practicing Company Secretary, consent to my name being inserted as an "expert" as defined under Section 2(38) of the Companies Act, 2013, as amended in the draft prospectus ("DP") intended to be filed by the Company with the any relevant stock exchange where the Equity Shares are proposed to be listed (the "Stock Exchange") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi ("RoC") and thereafter to be filed with SEBI and the Stock Exchanges, where the Equity Shares are proposed to be listed, as well as in other documents in relation to the Issue (the "Issue Documents").

This consent does not impose any obligation on the Company to include in any Issue Documents all or any part of the information with respect to which consent for disclosure is being granted pursuant to this certificate.

I hereby authorise you to deliver this consent letter to SEBI, 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 consent.

I represent that our execution, delivery and performance of this consent has been duly authorised by all necessary action (corporate or otherwise).



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I undertake to keep strictly confidential the details of the proposed capital raising options, your request letter and this consent letter.

I further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

I confirm that I will immediately communicate any changes in writing in the above information to the Company, lead manager to the Issue ("**Lead Manager**") until the date when the Equity Shares that are allotted and transferred in the Issue, commence trading on the Stock Exchanges. In the absence of any such communication from us, Lead Manager and the legal counsels, each to the Company and the Lead Manager, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.

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 appointed by the Company and the Lead Manager 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 Prospectus until the Closing Date.



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

For PRACHI BANSAL & ASSOCIATES
(Company Secretaries)

Digitally signed

PRACHI & **BANSAL**
by PRACHI
BANSAL
Proprietor
Membership No: 43355,
UDIN: A043355F002823781
Place: Faridabad
Date: 27-11-2024
Date: 2024.11.27
08:24:27 +0530

CC: Corpwis Advisors Private Limited G-07, Ground floor, The Summit Business Park(Omkar), Andheri Kurla Road, Andheri East, Mumbai- 400093