

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE ZELIO E-MOBILITY LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD AT THE FACTORY PREMISES OF THE COMPANY SITUATED AT KHEWAT NO 510 442, HISAR ROAD, LADWA, HISAR, HARYANA, INDIA – 125006 ON SATURDAY, THE 15TH DAY OF MARCH 2025 AT 1:30 P.M.

ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER) AND SALE OF EQUITY SHARES OF THE COMPANY BY WAY OF AN OFFER FOR SALE

“RESOLVED THAT in supersession of the resolution passed by the Board at their meeting held on February 25, 2025 and in terms of Sections 23(1)(a), 62(1)(c) other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments, if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly Authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion and subject to the approval of the Shareholders of the Company, the consent of the Board of Directors be and is hereby accorded for an initial public offering up to **64,20,000** (Sixty Four Lakh and Twenty Thousand) Equity Shares, and the Board be and is hereby authorized to create, issue, offer, transfer and allot up to **52,80,000** (Fifty Two Lakh Eighty Thousand) Equity Shares by way of a fresh issue (the **“Fresh Issue”**) together with an offer for sale up to **11,40,000** (Eleven Lakh and Forty Thousand) Equity Shares. Such offer for sale being referred as the **“Offer for Sale”**, together with Fresh Issue, is referred to as **“the Offer”** to list the Equity Shares on the recognized Stock Exchange(s) (including SME platform). The Offer for Sale includes offer for sale of upto **3,80,000** (Thirty Lakh Eighty Thousand) Equity Shares by Mr. Niraj Arya, upto **3,80,000** (Thirty Lakh Eighty Thousand) Equity Shares by Mr. Kunal Arya and upto **3,80,000** (Thirty Lakh Eighty Thousand) Equity Shares by Mr. Deepak Arya (the **“Promoter Selling Shareholders”**) on such terms and conditions, in such manner and during such period to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Individual Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of Rs.10.00 each at a price to be determined by the Book Building method at such premium, as the Board of Directors may deem fit and proper, to enlist the Equity Shares of the Company on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board may at its sole discretion decide and approve in consultation with Lead Manager (LM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and any other applicable statute.”

“RESOLVED FURTHER THAT the Board may, in the offer made in furtherance to the aforesaid resolutions, make reservation out of the offer to such category(ies) of persons as permitted under the SEBI (ICDR) Regulations, including but not limited to permanent employees of the Company, up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT in terms of the Companies Act, 2013 and all other applicable provisions of the Act, the SEBI (ICDR) Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorised at its option to retain an over-subscription to the extent of 1% of the offer for the purpose of rounding off.”

“RESOLVED FURTHER THAT the Equity Shares to be allotted in the offer shall continue to be subject to the Memorandum of Association and Articles of Associations of the Company and shall continue to rank pari passu in all respects with the existing Equity Shares that are not being offered for sale in the Offer, including rights in respect of dividend.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any transfer of Equity Shares, the Board or any committee thereof be and is hereby authorized to determine along with the Promoter Selling Shareholder as may be applicable the terms of the Offer including the class of investors to whom the securities are to be allotted, offer price, including discounts(s) if any permitted under applicable law, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may , in its absolute discretion, deem necessary, proper, desirable and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the offering and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretions, deem fit and proper in the best interest of the Company.”

“RESOLVED FURTHER THAT the new Equity shares so issued shall upon allotment shall have the same rights of voting as the Equity shares and be treated for all other purposes pari-passu with the existing Equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Lead Manager(s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and Transfer Agent (RTA) and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares.”

Certified true Copy

For and on behalf of Board of Directors,

ZELIO E-MOBILITY LIMITED

(Formerly known as Zelio Auto Private Limited)


Director

Kunal Arya

Managing Director

DIN: 09241630

Add: H NO 786, Police Line Park Near Town Park

Hisar, Hisar, Haryana – 125001, India

Date: March 15, 2025

Place: Hisar, Haryana