

Management Certification

The undersigned, on behalf of Zoomcar Holdings Inc., ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation:

SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation under Section 13 of the Exchange Act
- ☒ The Company has a reporting obligation under Section 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation to a U.S. Bank Regulator
- ☐ The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above. Yes
3. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934): **The Company is not currently a shell company, but was previously a shell company.**

Yes: ☐ No: ☒

4. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

5. The Company has a Verified Company Profile on OTCMarkets.com. -Yes
6. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.-Yes
7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.-Yes
8. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.-Yes
9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Zarif Law Group

Morris C. Zarif

Managing Partner

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10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities..

As of (latest practicable date): _____

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Evelyn D'an	Director	Miami Beach, FL 33140	Nil	RSU'S	10%
Uri levine	Chairman of Board of Directors	Nunez de Balboa 108, 6D Madrid, 28006, Spain	82282	Equity	1.2%
Deepankar Tiwari	Chief executive officer	89 JOR BAGH NEW DELHI 110003	500,000	Equity	7.24%
Swatick Majumdar	Director	Newyork 11791	46	Warrants	0.24%
Shachi Singh	Chief Legal Officer	Bengaluru,Karn ataka, India 560008	Nil	RSU'S	2.65%
Sachin Gupta	Chief Financial Officer	Bengaluru,Karn ataka, India 560008	615	RSU'S	3.43%
Mohan Ananda	Director	Westlake Village, CA 91362	3843	Equity	0.06%

John Robert Clarke	Director	Newyork 10105	33	Warrants	0.17%
John Robert Clarke	Director	Newyork 10105	33	RSU'S	10%
Swatick Majumdar	Director	Newyork 11791	46	RSU'S	10%
Mohan Ananda	Director	Westlake Village, CA 91362	3843	RSU'S	13%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ¹	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
December 28, 2023	8,434,605	6,272,911	Repayable on Demand	Convertible at a lower of \$100 and 7.5% discount on lowest VWAP over the 20 trading days immediately preceding the applicable payment date, subject to all cases to a conversion floor price of \$ 25.	*125120	The conversion is lower of (i) conversion price or (ii) 7.5% discount to the lowest VWAP over the 20 trading days immediately preceding the applicable payment date.	ACM Zoomcar Convert LLC ACM Zoomcar Convert LLC's Manager: MIDTOWN MADISON MANAGEMENT LLC	Funding
June 23, 2025	111,760	102,562	March 30, 2026	Convertible on the 180 th day of the date of issuance or date of default,	0	At a conversion price of 75% multiplied	Boot Capital LLC	Funding

¹ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

				whichever is later at a conversion price of 75% multiplied by the lowest Trading Price for the Common Stock during the fifteen (15) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date		by the lowest Trading Price for the Common Stock during the fifteen (15) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date		
June 23, 2025	290,240	261,763	March 30, 2026	Convertible on the 180 th day of the date of issuance or date of default, whichever is later at a conversion price of 75% multiplied by the lowest Trading Price for the Common Stock during the fifteen (15) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date	0	At a conversion price of 75% multiplied by the lowest Trading Price for the Common Stock during the fifteen (15) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date	1800 DIAGONAL LENDING LLC	Funding
July 31, 2025	56,500	41,280	May 30, 2026	Convertible on the 180 th day of the date of issuance or date of default, whichever is later at a conversion price of 75% multiplied by the lowest Trading Price for the Common Stock during the fifteen (15) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date	0	At a conversion price of 75% multiplied by the lowest Trading Price for the Common Stock during the fifteen (15) Trading Day period ending on the latest complete Trading Day	Boot Capital LLC	Funding

						prior to the Conversion Date		
July 31, 2025	149,725	104,237	May 30, 2026	Convertible on the 180 th day of the date of issuance or date of default, whichever is later at a conversion price of 75% multiplied by the lowest Trading Price for the Common Stock during the fifteen (15) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date	0	At a conversion price of 75% multiplied by the lowest Trading Price for the Common Stock during the fifteen (15) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date	1800 DIAGONAL LENDING LLC	Funding
August 24, 2025	75,000	71,963	August 24, 2026	Convertible by the Holder at any time at a conversion price equal to 72.5% of the average of the three lowest trading prices of the Common Stock as reported on the OTC Markets for the seven prior trading days including the day upon which a Notice of Conversion is received by the Company	0	At conversion price equal to 72.5% of the average of the three lowest trading prices of the Common Stock as reported on the OTC Markets for the seven prior trading days including the day upon which a Notice of Conversion is received by the Company	AES CAPITAL MANAGEMENT, LLC	Funding
August 19, 2025	180,000	165,618	August 19, 2026	Convertible on the 180 th day of the date of issuance or date of default, whichever is earlier at a	0	At a conversion price of 75% of the lowest closing bid price of the	LABRYS FUND II, LP	Funding

				conversion price of 75% of the lowest closing bid price of the Common Stock on the Principal Market during the fifteen (15) Trading Day period immediately preceding the respective Conversion Date.		Common Stock on the Principal Market during the fifteen (15) Trading Day period immediately preceding the respective Conversion Date.		
August 24, 2025	150,000	132,975	August 24, 2026	Convertible by the Holder at any time after the 6 month anniversary of the Note at a conversion price equal to 72% of the lowest trading price of the Common Stock as reported on the OTC Markets for the fifteen prior trading days including the day upon which a Notice of Conversion is received by the Company	0	At a conversion price equal to 72% of the lowest trading price of the Common Stock as reported on the OTC Markets for the fifteen prior trading days including the day upon which a Notice of Conversion is received by the Company	CFI CAPITAL LLC	Funding
Total Outstanding Balance:		7,153,309	Total Shares:		125,120			

Any additional material details, including footnotes to the table are below :

NA

Signature: *Deepankar Tiwari*

Name of Principal Executive Officer or Principal Financial Officer: Deepankar Tiwari

Title: CEO

Date: Oct 29th 2025

Signature: _____

(Digital Signatures should appear as "/s/ [OFFICER NAME]")