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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2024

Commission File Number: 001-41693

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**Zapp Electric Vehicles Group Limited**

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87/1 Wireless Road  
26/F Capital Tower  
All Seasons Place  
Lumpini, Patumwan  
Bangkok 10330 Thailand  
(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

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### **EXPLANATORY NOTE**

Zapp Electric Vehicles Group Limited (the “Company”) hereby furnishes the following documents: (i) a notice with respect to the Company’s annual general meeting of shareholders (the “Annual Meeting”) which will be held virtually at <https://www.cstproxy.com/zappev/sm2024/>, on April 11, 2024, at 2 p.m. Greenwich Mean Time (10 a.m. U.S. Eastern Daylight Time); and (ii) a proxy card for use in connection with the Annual Meeting.

The notice is furnished with this report of foreign private issuer on Form 6-K (this “Form 6-K”) as Exhibit 99.1 and the proxy card is furnished with this Form 6-K as Exhibit 99.2 and is incorporated by reference herein.

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## EXHIBIT INDEX

<b>Exhibit</b>	<b>Description of Exhibit</b>
99.1	<a href="#">Notice</a>
99.2	<a href="#">Proxy Card</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ZAPP ELECTRIC VEHICLES GROUP LIMITED**

Date: March 27, 2024

By: /s/ Swin Chatsuwon  
Name: Swin Chatsuwon  
Title: Chief Executive Officer

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**You May Vote Your Proxy When You View The Material On The Internet. You Will Be Asked To Follow The Prompts To Vote Your Shares.**

**ZAPP ELECTRIC VEHICLES  
GROUP LIMITED**  
c/o Continental Proxy Services  
1 State Street, New York NY 10004

**ZAPP ELECTRIC VEHICLES  
GROUP LIMITED**  
87/1 Wireless Road, 26/F Capital Tower  
All Seasons Place, Lumpini,  
Patumwan Bangkok 10330, Thailand

**NOTICE OF ANNUAL GENERAL  
MEETING OF SHAREHOLDERS  
TO BE HELD ON APRIL 11, 2024**

\*Shareholders are cordially invited to attend the virtual Annual General Meeting.

Dear Shareholder,

The 2024 Annual General Meeting of Shareholders of Zapp Electric Vehicles Group Limited ("Zapp" or the "Company") will be held virtually at <https://www.cstproxy.com/zappev/sm2024> on April 11, 2024 at 2:00 p.m. Greenwich Mean Time (10 a.m. U.S. Eastern Daylight Time).

Proposals to be considered at the Annual General Meeting:

- (1) As an ordinary resolution, to approve a consolidation of the Company's authorised share capital by a ratio of 20:1 (the "Reverse Stock Split"), to be effective on a date to be determined by the Company's Board of Directors, so that the Company's authorised share capital be amended as follows:  
From: US\$50,000 divided into 500,000,000 ordinary shares of a nominal or par value of US\$0.0001 each;  
To: US\$50,000 divided into 25,000,000 ordinary shares of a nominal or par value of US\$0.002 each, having the rights and subject to the restrictions set out in the Amended and Restated Memorandum and Articles of Association proposed to be adopted pursuant to resolution 2 below.
- (2) As a special resolution, that the existing Memorandum and Articles of Association of the Company be and are hereby replaced in their entirety with a new Memorandum and Articles of Association, reflecting the Reverse Stock Split, a copy of which is available via the internet link for Proxy Materials provided here.

Our Board of Directors unanimously recommends a vote "FOR" each of Proposal 1 and Proposal 2 above.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



**Vote during the Meeting –**

If you plan to attend the virtual online annual meeting, you will need your 12 digit control number to vote electronically during the annual meeting. To attend the annual meeting, visit: <https://www.cstproxy.com/zappev/sm2024>



**Vote Your Proxy on the Internet:**

<https://www.cstproxyvote.com>  
Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

**The Proxy Materials are available for review at:**  
<https://www.cstproxy.com/zappev/sm2024>

**ZAPP ELECTRIC VEHICLES  
GROUP LIMITED**

87/1 Wireless Road, 26/F Capital Tower  
All Seasons Place, Lumpini,  
Patumwan Bangkok 10330, Thailand

**Important Notice Regarding the Availability of Proxy Materials  
For the 2024 Annual General Meeting of Shareholders to be Held on April 11, 2024**

The following Proxy Materials are available to you to review at:

<https://www.cstproxy.com/zappev/sm2024>

- the Company's Annual Report for the year ended September 30, 2023
- the proposed Amended and Restated Memorandum and Articles of Association;
- the Proxy Card.
- any amendments to the foregoing materials that are required to be furnished to shareholders

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before April 1, 2024 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

**ACCESSING YOUR PROXY MATERIALS ONLINE**

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.  
You must reference your Control number.

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

By telephone please call 1-888-266-6791, or

By logging on to <https://www.cstproxy.com/zappev/sm2024> or

By email at: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)

*Please include the company name and your control number in the subject line.*

**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**


**Vote by Internet – QUICK ★★ EASY**  
**IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

**ZAPP ELECTRIC VEHICLES  
 GROUP LIMITED**

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on April 10, 2024.

 **INTERNET –**  
**www.cstproxyvote.com**  
 Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

 **Vote at the Meeting –**  
 If you plan to attend the virtual online special meeting, you will need your 12 digit control number to vote electronically at the special meeting. To attend the special meeting, visit: <https://www.cstproxy.com/zappev/sm2024>


 **MAIL –** Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD  
 IF YOU ARE VOTING ELECTRONICALLY.**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

**PROXY**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 1 AND 2.**

Please mark your votes like this 

- |  |   |
|--|---|
| <p>1. As an ordinary resolution, to approve a consolidation of the Company's authorised share capital by a ratio of 20:1 (the "Reverse Stock Split"), to be effective on a date to be determined by the Company's Board of Directors, so that the Company's authorised share capital be amended from US\$50,000 divided into 500,000,000 ordinary shares of a nominal or par value of US\$0.0001 each to US\$50,000 divided into 25,000,000 ordinary shares of a nominal or par value of US\$0.002 each, having the rights and subject to the restrictions set out in the Amended and Restated Memorandum and Articles of Association proposed to be adopted pursuant to resolution 2 below.</p> | <p>2. As a special resolution, that the existing Memorandum and Articles of Association of the Company be and are hereby replaced in their entirety with a new Memorandum and Articles of Association, reflecting the Reverse Stock Split, a copy of which is available via the internet link for Proxy Materials referenced in Notice of Annual General Meeting.</p> |
| FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/>   | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/>  |

CONTROL NUMBER

Signature \_\_\_\_\_ Signature, if held jointly \_\_\_\_\_ Date \_\_\_\_\_ 2024.

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding Internet Access to  
the Annual General Meeting of Shareholders  
to be held on April 11, 2024**

**To view the 2023 Annual Report, please go to:  
<https://ir.zappev.com/node/6946/html>**

**To attend the Annual General Meeting, please go to:  
<https://www.cstproxy.com/zappev/sm2024>**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

**PROXY**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
ZAPP ELECTRIC VEHICLES GROUP LIMITED  
87/1 WIRELESS ROAD, 26/F CAPITAL TOWER  
ALL SEASONS PLACE, LUMPINI, PATUMWAN BANGKOK 10330, THAILAND**

The undersigned appoints Theodore Allegaert, Chief Legal Officer and Corporate Secretary of Zapp Electric Vehicles Group Limited, as proxy, with the power to appoint his substitute, and authorizes him to represent and to vote, as designated on the reverse hereof, all of the ordinary shares Zapp Electric Vehicles Group Limited held of record by the undersigned at the close of business on March 26, 2024 at the Annual Meeting of Stockholders of Zapp Electric Vehicles Group Limited to be held on April 11, 2024, or at any adjournment thereof.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF PROPOSAL 1 AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSON NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

(Continued and to be marked, dated and signed on the other side)

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