

November 06, 2025

National Stock Exchange of India Limited
The Listing Department,
Exchange Plaza,
Bandra Kurla Complex,
Mumbai - 400 051

BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Symbol: URBANCO

Scrip Code: 544515

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/ Ma'am,

In furtherance to our letter dated November 01, 2025, and in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice along with explanatory statement ("**Notice**") dated November 01, 2025, for seeking approval of Member(s) of the Company through Postal Ballot only by way of remote e-voting in respect to the following resolution(s):

Item No.	Description of Resolution(s)	Type of resolution
1.	Ratification of the Urban Company Limited Employee Stock Option Scheme, 2015	Special Resolution
2.	Ratification of the Urban Company Limited Employee Stock Option Plan, 2022	Special Resolution
3.	Ratification of the extension of benefits of the Urban Company Limited Employee Stock Option Scheme, 2015, to the eligible employees of the Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies), whether in India or overseas.	Special Resolution
4.	Ratification of the extension of benefits of the Urban Company Limited Employee Stock Option Plan, 2022, to the eligible employees of the Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies), whether in India or overseas.	Special Resolution
5.	Amendment to the Articles of Association of the Company	Special Resolution

In accordance with the relevant circulars issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to all the Members of the Company whose email addresses are registered with the Company/ MUFG Intime India Private Limited (*formerly known as Link Intime India Pvt Ltd.*), Registrar and Share Transfer Agent ("RTA")/ Depository/ Depository Participants as on Monday, November, 03, 2025 ("**Cut-off Date**"). Accordingly, a physical copy of the Notice along with

Urban Company Limited
(Formerly known as UrbanClap Technologies India Limited & UrbanClap Technologies India Private Limited)

REGISTERED OFFICE:

Unit No. 8, Ground Floor,
Rectangle 1, D4, Saket District Centre,
New Delhi, 110017, Delhi, India

CORPORATE OFFICE:

7th & 8th Floor, Go Works,
Plot 183, Rajiv Nagar, Udyog Vihar
Phase 1, Sector 20,
Gurgaon - 122016, Haryana, India

Postal Ballot Form and prepaid business reply envelope, are not being sent to the Members for this Postal Ballot.

The Notice is also available on the website of the Company i.e. <https://investorrelations.urbancompany.com/announcements>, on the website of National Securities Depository Limited ("NSDL") <https://www.evoting.nsdl.com/>, the website of the RTA at <https://web.in.mpms.mufg.com/client-downloads.html> and on the websites of National Stock Exchange of India Limited (NSE) <https://www.nseindia.com/> and the BSE Limited (BSE) <https://www.bseindia.com/>.

The Company has engaged the services of NSDL, as the agency for the purpose of providing remote e-voting facility to its Members.

The remote e-voting period will commence on **Friday, November 07, 2025**, at 09.00 A.M. (IST) and shall end on **Saturday, December 06, 2025**, at 05.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off Date. Please note that communication of assent or dissent of the Members would take place only through the remote e-voting facility.

The result of the postal ballot will be announced not later than **Tuesday, December 09, 2025**. The result, along with Scrutinizer Report, will also be hosted at the Company's website i.e. <https://investorrelations.urbancompany.com/> and on the website of NSDL at www.evoting.nsdl.com. The result will also be intimated simultaneously to the stock exchanges i.e., NSE and BSE.

The aforesaid details will also be hosted on the Company's website viz. <https://investorrelations.urbancompany.com/>

This is for your information and record.

Thanking you,

For Urban Company Limited
*(Formerly UrbanClap Technologies India Limited and
UrbanClap Technologies India Private Limited)*

Sonali Singh
Company Secretary and Compliance Officer
Membership No.: A26585

Encl: As above

Urban Company Limited
(Formerly known as UrbanClap Technologies India Limited & UrbanClap Technologies India Private Limited)

REGISTERED OFFICE:

Unit No. 8, Ground Floor,
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CORPORATE OFFICE:

7th & 8th Floor, Go Works,
Plot 183, Rajiv Nagar, Udyog Vihar
Phase 1, Sector 20,
Gurgaon - 122016, Haryana, India



URBAN COMPANY LIMITED

(Formerly known as UrbanClap Technologies India Limited and UrbanClap Technologies India Private Limited)

CIN: L74140DL2014PLC274413

Registered Office: Unit No. 08, Ground Floor, Rectangle 1, D4, Saket District Centre, New Delhi - 110017, India

Corporate Office: 7th & 8th Floor, GoWorks, Plot 183, Rajiv Nagar, Udyog Vihar, Phase 1, Sector 20, Gurugram – 122016, Haryana, India

Telephone: +91 11 444 570 56; **Email:** cs@urbancompany.com; **Website:** www.urbancompany.com

POSTAL BALLOT NOTICE

Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section(s) 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force, read with the General Circulars Nos. 10/2022 dated December 28, 2022; 20/2020 dated May 5, 2020; 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 09/2024 dated September 19, 2024; and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (**“MCA”**), and/or any other circulars issued from time to time by the MCA (collectively referred to as the **“MCA Circulars”**), and Securities and Exchange Board of India (**“SEBI”**) Master Circulars and applicable SEBI Circulars, other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the proposed resolution(s) as set out in this Notice are proposed for consideration and approval by the Members of Urban Company Limited (formerly known as UrbanClap Technologies India Limited and UrbanClap Technologies India Private Limited) (**“the Company”**) through Postal Ballot, only by way of voting through electronic means (**“remote e-voting”**).

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice along with explanatory statement (**“Notice”**) and remote e-voting instructions only by email to all its Members who have registered their email address with the Company/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent (**“RTA”**) or depository(ies)/ depository participants as on Monday, November 03, 2025 (**“the cut-**

off date”). If your email address is not registered with the Company/ RTA/ Depositories/ Depository Participants, please follow the process provided in note no. 11 of the notes to this Notice. The communication of assent /dissent of the Members on the resolution(s) proposed in the Notice will only take place through the remote e-voting system.

Detailed explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, setting out the material facts relating to the resolution(s) are appended to this Notice.

The Company has engaged services of the National Securities Depository Limited (**“NSDL”**) for facilitating remote e-voting. Instructions for remote e-voting are provided in note no. 15 of the notes of this Notice.

The Notice shall be uploaded on the website of the Company <https://investorrelations.urbancompany.com/>, on the website of NSDL <https://www.evoting.nSDL.com/>, the website of the RTA at <https://web.in.mpms.mufg.com/client-downloads.html> and on the websites of National Stock Exchange of India Limited <https://www.nseindia.com/> and the BSE Limited <https://www.bseindia.com/> (jointly referred to as **“Stock Exchanges”**).

The Company has appointed Mr. Devesh Kumar Vasisht (Membership No. FCS 8488 and COP No. 13700) Managing Partner of DPV & Associates LLP, Company Secretaries, failing him Mr. Parveen Kumar (Membership No. FCS 10315 & COP No. 13411) Partner of DPV & Associates LLP, Company Secretaries, as the Scrutinizer(s) to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The remote e-voting period commences on Friday, November 07, 2025, at 09:00 a.m. (IST) and ends on Saturday, December 06, 2025, at 05.00 p.m. (IST). The details of the procedure to cast the vote through remote e-voting provided in note no. 15 of the notes of this Notice.

The voting results along with the scrutinizer's report will be intimated to the Stock Exchanges and the same will also be uploaded on the Company's website at <https://investorrelations.urbancompany.com/>, and on the website of NSDL <https://www.evoting.nsdl.com/>.

SPECIAL BUSINESSES:

1. Ratification of the Urban Company Limited Employee Stock Option Scheme, 2015

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a 'Special Resolution':

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force), in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI (SBEB & SE) Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof (**"FEMA"**), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (**"FDI Policy"**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended and Master Directions issued by the Reserve Bank of India, from time to time and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (**"GoI"**), Ministry of Finance (Department of Economic Affairs) (**"MoF"**), Department for Promotion of Industry and Internal Trade (**"DPIIT"**), Ministry of Corporate Affairs (**"MCA"**), the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), the BSE Limited and the National Stock Exchange of India Limited (**"Stock Exchanges"**) where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the **"Appropriate Authorities"**) to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as

may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, the Urban Company Limited Employee Stock Option Scheme, 2015 (**"ESOP Scheme, 2015"**) as formulated and approved by the Members of the Company at the extraordinary general meeting of the Company held on July 25, 2015 and as amended from time to time prior to the Initial Public Offer (**"IPO"**) of the Company, be and is hereby aligned, ratified and approved, pursuant to SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, and the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**) which expression shall be deemed to include the Nomination and Remuneration Committee of the Company (**"NRC"**) which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC in line with the SEBI (SBEB & SE) Regulations), to create, offer, issue, grant, and allot options at any time to or for the benefit of employee(s)/ director(s) of the Company in terms of the ESOP Scheme, 2015, (as may be permitted under applicable laws) and to re-issue stock options that may have lapsed / cancelled / surrendered, under the ESOP Scheme, 2015.

RESOLVED FURTHER THAT the equity shares so issued shall rank *pari-passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the ESOP Scheme, 2015 on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, the SEBI (SBEB & SE) Regulations and other applicable laws, regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of stock options in the ESOP Scheme, 2015) shall be appropriately made, in a fair and reasonable manner in accordance with the ESOP Scheme, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the Members, to implement, formulate, evolve, decide upon and bring into effect the ESOP Scheme, 2015, on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP Scheme, 2015 (within the contours of the ESOP Scheme, 2015), from time to time, including but not limited to, amendment(s)

with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate the ESOP Scheme, 2015, or any terms thereof without being required to seek any further consent or approval of the Members of the Company and it shall be deemed that the Members shall have given their approval thereto expressly by the authority of this resolution or revise the ESOP Scheme, 2015, in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deems necessary including but not limited to appoint advisors, consultants or representatives, being incidental for the effective implementation and administration of the ESOP Scheme, 2015, and to make applications to the Appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe for the purpose of giving effect to this resolution.”

2. Ratification of the Urban Company Limited Employee Stock Option Plan, 2022

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a ‘Special Resolution’:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force) in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof (“**FEMA**”), the extant consolidated

Foreign Direct Investment Policy, as amended and replaced from time to time (“**FDI Policy**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended and Master Directions issued by the Reserve Bank of India, from time to time and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (“**GoI**”), Ministry of Finance (Department of Economic Affairs) (“**MoF**”), Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Ministry of Corporate Affairs (“**MCA**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), the BSE Limited and the National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the “**Appropriate Authorities**”) to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, the Urban Company Limited Employee Stock Option Plan, 2022 (“**ESOP Plan, 2022**”) as formulated and approved by the Members of the Company at the extraordinary general meeting of the Company held on June 06, 2022 and as amended from time to time prior to the Initial Public Offer (“**IPO**”) of the Company, be and is hereby aligned, ratified and approved, pursuant to the SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, and the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee of the Company (“**NRC**”) which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC in line with the SEBI (SBEB & SE) Regulations), to create, offer, issue, grant, and allot options, at any time, to or for the benefit of the employee(s)/ directors of the Company in terms of the ESOP Plan, 2022 (as may be permitted under applicable laws) and to re-issue stock options that may have lapsed/ cancelled/ surrendered, under the ESOP Plan, 2022.

RESOLVED FURTHER THAT the equity shares so issued shall rank *pari passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the ESOP Plan, 2022, on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI (SBEB & SE) Regulations and other applicable laws, regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of stock options in the ESOP Plan, 2022) shall be appropriately made, in a fair and reasonable manner in accordance with the ESOP Plan, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the Members, to implement, formulate, evolve, decide upon and bring into effect the ESOP Plan, 2022, on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP Plan, 2022 (within the contours of the ESOP Plan, 2022), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate the ESOP Plan, 2022, or any terms thereof without being required to seek any further consent or approval of the Members of the Company and it shall be deemed that the Members shall have given their approval thereto expressly by the authority of this resolution or revise the ESOP Plan, 2022, in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deemed necessary including but not limited to appoint advisors, consultants or representatives, being incidental for the effective implementation and administration of the ESOP Plan, 2022, and to make applications to the Appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe for the purpose of giving effect to this resolution.”

3. Ratification of the extension of benefits of the Urban Company Limited Employee Stock Option Scheme, 2015, to the eligible employees of the Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies), whether in India or overseas.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **‘Special Resolution’**:

‘RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (**“the Act”**), if any, read with the rules framed thereunder and Regulation 6(3) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**“FEMA Regulations”**) and any other applicable laws, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Urban Company Limited Employee Stock Option Scheme, 2015 (**“ESOP Scheme 2015”**) as formulated and approved by the Members of the Company on July 25, 2015, and as amended from time to time, prior to Initial Public Offer (**“IPO”**) of the Company, be and is hereby ratified and approved, as detailed in the explanatory statement to the Notice, and the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include the Nomination and Remuneration Committee of the Company (**“NRC”**) which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC, as per the applicable laws), to create, offer, issue, reissue, grant, and allot options, at any time, to or for the benefit of the eligible Employees of the existing and future Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies) whether in India or overseas (as may be permitted under applicable laws).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares to the eligible employees of the existing and future Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies) upon exercise of options from time to time in accordance with the ESOP Scheme, 2015 and such

equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the ESOP Scheme, 2015, on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI (SBEB & SE) Regulations and other applicable laws, regulations and for filing any required forms, applications with the Registrar of Companies, Depositories and execution of all relevant documents as may be required in order to give effect to the above resolution.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split, change in capital structure of the Company and others, requisite adjustments (which may include adjustments to the number of options in the ESOP Scheme, 2015) shall be appropriately made, in a fair and reasonable manner to options granted earlier in accordance with the ESOP Scheme, 2015.

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board, as per the applicable laws, as may be required to give effect to this resolution, be and is hereby approved and ratified.

4. **Ratification of the extension of benefits of the Urban Company Limited Employee Stock Option Plan, 2022 to the eligible employees of the Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies), whether in India or overseas.**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a 'Special Resolution':

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (**"the Act"**), if any, read with the rules framed thereunder and Regulation 6(3) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**"SEBI (SBEB & SE) Regulations"**), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the Foreign Exchange Management Act, 1999 and the rules

and regulations made thereunder (**"FEMA Regulations"**) and any other applicable laws, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Urban Company Limited Employee Stock Option Plan, 2022 (**"ESOP Plan 2022"**) as formulated and approved by the Members of the Company in their meeting held on June 06, 2022, and as amended from time to time, prior to Initial Public Offer (**"IPO"**) of the Company, be and is hereby ratified and approved, as detailed in the explanatory statement to the Notice, and the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include the Nomination and Remuneration Committee of the Company (**"NRC"**) which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC, as per the applicable laws), to create, offer, issue, reissue, grant, and allot options, at any time, to or for the benefit of the eligible Employees of the existing and future Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies) whether in India or overseas (as may be permitted under applicable laws).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares to the eligible employees of the existing and future Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies) upon exercise of options from time to time in accordance with the ESOP Plan, 2022, and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the ESOP Plan, 2022, on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI (SBEB & SE) Regulations and other applicable laws, regulations and for filing any required forms, applications with the Registrar of Companies, Depositories and execution of all relevant documents as may be required in order to give effect to the above resolution.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split, change in capital structure of the Company and others, requisite adjustments (which may include adjustments to the number of options in the ESOP Plan, 2022,) shall be

appropriately made, in a fair and reasonable manner to Options granted earlier in accordance with the ESOP Plan, 2022.

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board, as per the applicable laws, as may be required to give effect to this resolution, be and is hereby approved and ratified.

5. Amendment to the Articles of Association of the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a ‘**Special Resolution**’:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, (“**the Act**”) read with the applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable rules, regulations, laws and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to insert a new Article 131A after existing Article 131 in the Articles of Association of the Company, as reproduced below:

131A. Notwithstanding anything contained elsewhere in these Articles, with effect from the consummation of the initial public offering by the Company, each Promoter, so long as such Promoter individually holds 2.5% of the total Share Capital of the Company on a fully diluted basis, and continues to be classified as a promoter of

*the Company in terms of Applicable Laws, shall have the right to nominate 1 (One) Director each on the Board (a “**Promoter Nominee Director**”).*

Provided, however, that the term of office of a Promoter Nominee Director shall not exceed 5 (five) consecutive years at a time or such period as may be prescribed under the Applicable Laws.

Provided further that each Promoter Nominee Director shall be liable to retire by rotation in accordance with Applicable Laws and shall also be eligible for reappointment, subject to Applicable Laws.

Each Promoter may, from time to time, nominate, substitute or remove its respective Promoter Nominee Director by providing a prior written notice to the Company. Upon receipt of such nomination, the Board may, in accordance with applicable laws, appoint the nominee as an Additional Director to hold office until the approval of Members, and the Company shall place such appointment for approval of the Members, at the next general meeting or within three (3) months from the date of such appointment, whichever is earlier, and in accordance with SEBI Listing Regulations. The Board shall, subject to applicable laws, take all necessary actions required to give effect to such nomination, substitution, or removal of a Promoter Nominee Director as soon as practicable after receipt of notice from a Promoter.

RESOLVED FURTHER THAT pursuant to the requirements prescribed under Regulation 31B and other applicable provisions of the SEBI Listing Regulations read with the applicable provisions of the Act, the consent of the Members of the Company be and is hereby accorded to give effect to the nomination rights of the Promoters of the Company as specified above.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, and/or Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be deemed necessary for giving effect to this resolution, including but not limited to, making any filings, if any, with the relevant government authorities.

By Order of the Board of Directors
For Urban Company Limited

(Formerly known as UrbanClap Technologies India Limited and UrbanClap Technologies India Private Limited)

Sd/-

Sonali Singh

Company Secretary and Compliance Officer
Membership no. A26585

Address: 7th & 8th Floor, GoWorks,
Plot 183, Rajiv Nagar, Udyog Vihar,
Phase 1, Sector 20, Gurugram – 122016,
Haryana, India
E-mail Id: cs@urbancompany.com
Date: November 01, 2025

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder, setting out the material facts in respect of the business proposed at item no(s). 01 to 05 is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In compliance with the MCA Circulars and SS-2, this Notice along with the explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company, RTA/ Depositories/ Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on Monday, November 03, 2025 (“Cut-off date”). A person who is not a Member as on the Cut-off date should treat this Notice for informational purposes only.
3. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-off date. A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, shall only be entitled to cast vote through remote e-voting.
4. In Compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, SS-2, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting. Accordingly, the physical copies of this Notice along with postal ballot forms and pre-paid business envelopes will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
5. The remote e-voting period shall commence at 09:00 a.m. (IST) on Friday, November 07, 2025 and shall conclude at 05:00 p.m. (IST) on Saturday, December 06, 2025 (both days inclusive). During this period, Members of the Company holding equity shares either in physical or dematerialized form as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast their vote electronically, in respect of the resolution(s) as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on resolution is cast by a Member, no changes shall be allowed subsequently.
6. Mr. Devesh Kumar Vasisht (Membership No. FCS 8488 & COP No. 13700), Managing Partner of DPV & Associates LLP, Company Secretaries, failing him Mr. Parveen Kumar (Membership No. FCS 10315 & COP No. 13411), Partner of DPV & Associates LLP, Company Secretaries, (Firm Registration No.: L2021HR009500), have been appointed as Scrutinizer(s) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated their willingness to be appointed for the said purpose.
7. The Scrutinizer(s), immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting, in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairperson, or any other person authorized by him. The results of the Postal Ballot will be announced by the Chairperson, or any other person authorized by the Chairperson in writing for this purpose on or before Tuesday, December 09, 2025. The said result along with Scrutinizer’s report will also be displayed at the Registered Office and Corporate Office of the Company. Additionally, the results will also be uploaded on the website of the Company at <https://investorrelations.urbancompany.com/> as well as on the website of NSDL at <https://www.evoting.nsdl.com/>. The result shall simultaneously be communicated to the Stock Exchanges.
8. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same had been duly passed at a General Meeting of the Members convened in that behalf, and shall accordingly be deemed to have been passed on Saturday, December 06, 2025.
9. All the documents referred to in this Notice will also be available electronically for inspection on a working day during business hours between 11:00 a.m. (IST) to 05:00 p.m. (IST), from the date of dispatch of this Notice up to the last date of remote e-voting i.e. Saturday, December 06, 2025, in accordance with the applicable statutory requirements, without any fee to be paid by the Members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to cs@urbancompany.com from their registered email address along with details of their Folio Number/ DP ID and Client ID.
10. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their

Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at dpv@dpvassociates.com.

11. Members who have not registered/ updated their email address are requested to register/ update the same (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participant; and (ii) In case of share held in physical form, may get their e-mail addresses registered with RTA, by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail ID and also upload the image of PAN, Aadhaar Card, share certificate & Form ISR-1 in PDF or JPEG format (up to 1 MB).

On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.

In case of any queries, Member(s) may write to Ms. Pallavi Mhatre, AVP, NSDL at evoting@nsdl.com, under help section or call on Tel no.: 022 - 4886 7000.

12. SEBI vide its notification dated January 24, 2022, and circular dated January 25, 2022, mandated listed companies to issue securities in demat form only while

processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.

13. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the DP's with whom they are maintaining their dematerialised accounts.

As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

14. In case of any queries, you may contact Ms. Sonali Singh, Company Secretary & Compliance Officer at cs@urbancompany.com.


15. Instructions for remote e-voting are as below:

A) Login method for e-Voting for Individual Members holding securities in demat mode

In terms of SEBI master circular dated November 11, 2024, on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for

shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dpv@dpvassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre- AVP at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@urbancompany.com

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@urbancompany.com . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI master circular dated November 11, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**Item No.01 to 04**

The Company believes that equity-based compensation plans are an effective tool to reward the talents working with the Company. With a view to motivate the key work force, the Company had implemented employee stock option schemes namely "Urban Company Limited Employee Stock Option Scheme, 2015" ("**ESOP Scheme, 2015**") and "Urban Company Employee Stock Option Plan, 2022" ("**ESOP Plan, 2022**"), to cover employees of the Company and its Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies), whether in India or overseas. The ESOP Scheme, 2015 and the ESOP Plan, 2022 were aimed to achieve sustained long-term growth of the Company and creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company and create a sense of ownership and collaboration amongst the employees and increase their proprietary interest in the Company. In view of the above, the Members of the Company had approved the ESOP Scheme, 2015 and the ESOP Plan, 2022 on July 25, 2015 and June 06, 2022 respectively prior to the listing of the Equity Shares of the Company. Following the recommendation of Nomination and Remuneration Committee ("NRC") the last amendment was approved by the Board and the Members of the Company at their respective meeting(s) held on January 21, 2025 and January 31, 2025 and the ESOP Scheme, 2015 and the ESOP Plan, 2022 were implemented in compliance with the provisions of the applicable laws and rules framed thereunder.

In terms of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**"), no company is permitted to make any fresh grants which involves allotment of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its Members after the listing of the shares of the Company.

Further in terms of the provisions of Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of SEBI (SBEB & SE) Regulations, approval of the Members by way of a separate resolution shall be obtained by the Company in case of grant of option to employees of subsidiary or holding company.

The Board recommends the resolution(s) set out in this notice at Item No. 01 for ratification of the ESOP Scheme, 2015, Item No. 02 for ratification of the ESOP Plan, 2022, Item No. 03 for ratification and extension of benefits under ESOP Scheme, 2015 to the eligible employees of Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies),

whether in India or overseas and Item No.04 for ratification and extension of benefits under the ESOP Plan, 2022, to the eligible employees of Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies), whether in India or overseas for approval by the Members of the Company as **Special Resolution(s)**.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in Item No.(s) 01 to 04 of the Notice, except to the extent of any Options granted to them in compliance with the Schemes.

The disclosure required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(2) read with Part C of the Schedule I of the SEBI (SBEB & SE) Regulations are as under:

- a) **Brief description of the scheme(s):** The Company strongly believes that an equity component in compensation goes a long way in aligning the objectives of an individual with those of the organization. The underlying philosophy of the ESOP Scheme, 2015 and the ESOP Plan, 2022 is to enable the Employees, present and future, to share the wealth that they help to create for the organization over a certain period of time.
- b) **The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted:** The maximum number of options of the Company that may be granted pursuant to exercise of all options granted to the participants under the ESOP Scheme, 2015 and the ESOP Plan, 2022 shall not exceed 18,75,25,000 (after proportionate adjustment). All Options including the vested Options that have not been exercised may be proportionately adjusted pursuant to any corporate action including but not limited to corporate restructuring, merger or acquisition, bonus, combination or reclassification of the shares. This pool will stand reduced to the extent of Options exercised under the ESOP Scheme, 2015 and the ESOP Plan, 2022.

(It is clarified that the total option pool of 75,010 Options under the ESOP Scheme 2015 is common for the purpose of grant of Options under both the ESOP Scheme, 2015 and the ESOP Plan, 2022. Pursuant to the bonus issue in the ratio of 2,499:1, which was approved by the shareholders at the Extraordinary General Meeting held on January 31, 2025, the option pool has been proportionately adjusted in accordance with the terms of the ESOP Scheme, 2015 and the ESOP Plan, 2022, resulting in a revised total pool of 18,75,25,000 Options.)

- c) **Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):** Subject to compliance with and in accordance with applicable laws, the following classes of employees are entitled to participate in ESOP Scheme, 2015 and ESOP Plan, 2022:

- (a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a Director of the Company, whether a whole-time Director or not, including a non- executive Director who is not a Promoter (as defined under the Articles of Association of the Company) and in terms of applicable laws. or member of the Promoter Group, but excluding an Independent Director; or
- (c) an employee as defined in sub-clauses (a) or (b) above, of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company.

Following persons are not entitled to participate in the ESOP Scheme, 2015 and the ESOP Plan 2022:

- A. an employee who is a Promoter or a person belonging to the Promoter Group; or
- B. Director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company

The definition of “Employee” under the ESOP Scheme, 2015 and the ESOP Plan, 2022 included separate categories for pre-listing and post-listing employees. Now, pre-listing definition has been removed, and only the post-listing definition is retained as mentioned above.

- d) **Requirements of vesting and period of vesting:** Under the ESOP Scheme, 2015 and the ESOP Plan, 2022 Vesting of Options would be subject to continued employment of an Option Grantee with the Company, as applicable, and thus the Options would vest on passage of time (minimum vesting period of 1 year). In addition to this, the Board/ Committee may also, if it feels necessary in certain or in all cases, specify certain performance parameters – corporate, individual or a combination – subject to which Unvested Options would vest. The specific Vesting schedule and Vesting Conditions subject to which Unvested Options Vest would be detailed in writing and provided to the Option Grantee in the Agreement at the time of the Grant of Options. Minimum one year vesting period shall not be applicable in the event of Death or Permanent Disability of a Participant.

Options granted pursuant to the ESOP Scheme, 2015 would vest not earlier than one year and not more than eight years from the date of Grant of such Options.

Options granted under the ESOP Plan, 2022 would vest not earlier than one year and not more than seven years from the date of grant of such Options.

- e) **Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested:** Options granted pursuant to the ESOP Scheme, 2015 would vest not earlier than one year and not more than eight years from the date of Grant of such Options. Options granted under the ESOP Plan, 2022 would vest not earlier than one year and not more than seven years from the date of grant of such Options.
- f) **Exercise price, SAR price, purchase price or pricing formula:** Subject to the provisions of the ESOP Scheme, 2015 and the ESOP Plan, 2022, the exercise price of the options shall be determined by the NRC at its discretion (but not lower than the face value of the Shares in compliance with SEBI (SBEB & SE) Regulations).

It is clarified that the mechanism for determination of the exercise price under the ESOP Scheme, 2015 and the ESOP Plan, 2022 has been aligned with the provisions of SEBI (SBEB & SE) Regulations, 2021, ensuring that the exercise price is compliant with all applicable regulatory requirements.

- g) **Exercise period/offer period and process of exercise/ acceptance of offer:** The Options shall be Exercised as per the Exercise Period, as determined by the NRC or settled on the date on which they vest with the participant (subject to satisfying the relevant conditions specified in the ESOP Scheme, 2015 and the ESOP Plan, 2022). All Vested Options can be exercised from the date of Listing but no later than:

Two years from date of listing or ten years from date of vesting, whichever is later for options granted under the ESOP Scheme, 2015.

Two and a half months from the end of the calendar year in which the Vesting occurs (or such other timeline under applicable law in the USA) for options granted under the ESOP Plan, 2022.

The vested options are exercisable by the eligible participant by making an application to the Company/ NRC expressing his/ her desire to exercise such options. Exercise of the options are to take place at the time, place and manner prescribed by the NRC and by executing such documents as may be required under the applicable laws to pass a valid title to the relevant Equity Shares to the participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein. The options are to lapse, if not exercised within the exercise period

- h) **The appraisal process for determining the eligibility of employees for the scheme(s):** Under the ESOP Scheme, 2015 and the ESOP Plan, 2022, the criteria for the purposes of grant of Options shall be recommended by the Board or Committee based on (but not limited to) the performance, capability and criticality of the employee and his/her tenure of employment in the Company.
- i) **Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any:** The number of Options that can be granted to an Employee under the ESOP Scheme, 2015 and the ESOP Plan, 2022 shall not, at any time during any one year, be equal to or exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Option, without prior approval of the shareholders by way of a special resolution in a general meeting and shall be subject to the adjustments for any sub-division or consolidation of the Shares. Further, it is clarified that a total pool of 18,75,25,000 options (adjusted due to any corporate actions), is common for the purposes of grant of options under the ESOP Scheme, 2015 and the ESOP Plan, 2022.
- (It is further clarified that the total pool of Options was proportionately adjusted pursuant to the bonus issue in the ratio of 2,499:1, which was approved by the Members at the Extraordinary General Meeting held on January 31, 2025.)
- j) **Maximum quantum of benefits to be provided per employee under a scheme(s):** Under the ESOP Scheme, 2015 and the ESOP Plan, 2022 the maximum quantum of benefits for employees will be the difference between the market value of Company's equity shares on the Stock Exchanges as on the date of exercise of options and the exercise price paid by the relevant eligible employee.
- k) **Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:** The ESOP Scheme, 2015 and the ESOP Plan, 2022, shall be implemented and administered directly by the Company through the Board / Compensation Committee, or any other committee formulated / nominated by the Board for the said purpose.
- k) **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:** The ESOP Scheme, 2015 and the ESOP Plan, 2022 currently includes only new issue of shares by the company.
- l) **The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:** Not applicable for both ESOP Scheme, 2015 and the ESOP Plan, 2022.
- m) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):** Not applicable for the ESOP Scheme, 2015 and the ESOP Plan, 2022
- n) **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:** Under the ESOP Scheme, 2015 and the ESOP Plan, 2022, the Company will comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB &SE) Regulations and other applicable law in this regard.
- o) **The method which the company shall use to value its options or SARs:** Under the ESOP Scheme, 2015 and the ESOP Plan, 2022 the Company proposes to use the fair value method for valuation of the options granted to calculate the employee compensation cost.
- p) **The following statement, if applicable:**
- In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on Earnings Per Share ("**EPS**") of the Company shall also be disclosed in the Directors' report';
- As the Company is adopting a fair value method, under the ESOP Scheme, 2015 and the ESOP Plan, 2022 presently there is no requirement for disclosure in the Director's Report. However, in the future, if the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on Earnings Per Share ("**EPS**") of the Company shall also be disclosed in the Directors' Report
- q) **Period of lock-in:** The shares allotted pursuant to the ESOP Scheme, 2015 and the ESOP Plan, 2022, shall not be subject to any lock in period.
- r) **Terms & conditions for buyback, if any, of specified securities covered under these regulations:** The Nomination and Remuneration Committee will determine the procedure for buy-back of the options granted under the ESOP Scheme, 2015 and the ESOP Plan, 2022, if to be undertaken at any time by the Company, and the applicable terms and conditions are to be in accordance with the applicable laws.

Further if the resolution is assented to by the requisite majority of the Members, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

The Board of Directors of the Company recommends the Special Resolution(s) set out at Item No(s). 01 to 04 for the approval of the Members.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested financially or otherwise in the resolutions, except to the extent of options granted or to be granted under the ESOP Scheme, 2015 and the ESOP Plan, 2022.

Item No. 05

The Members of the Company in their extraordinary general meeting held on March 18, 2025 have approved the latest Articles of Association of the Company. Part B of the Articles of Association was applicable until the listing date. All articles in Part B automatically terminated and ceased to have any force or effect on and from the date of listing of the equity shares of the Company on National Stock Exchange of India Limited and BSE Limited on September 17, 2025. Accordingly, Part A of the Articles of Association is applicable to the Company post-listing.

Pursuant to the provisions of the Companies Act, 2013 and other applicable laws read with the relevant provisions of the SEBI Listing Regulations the approval of the shareholders is required by way of a special resolution to insert Article 131A in the Articles of Association of the Company after existing Article 131, for confirming the special rights to the promoters of the Company as detailed in the said Article 131A of Articles of Association reproduced in the resolution set out at Item No. 05 of the accompanying Notice.

As per Article 131A, each Promoter, so long as such Promoter individually holds 2.5% of the total Share Capital of the Company on a fully diluted basis, and continues to be classified

as a promoter of the Company in terms of applicable laws, shall have the right to nominate 1 (One) Director each on the Board, who shall be liable to retire by rotation and shall also be eligible to be reappointed at the subsequent meeting, subject to compliance with the applicable laws.

Regulation 31B of SEBI Listing Regulations requires that any special rights would be required to be approved after every five years. granted to the shareholders shall be required to be approved by the Members of the listed entity by way of a Special Resolution once in every five years starting from the date of such grant. Accordingly, the Promoters right to nominate a nominee director as set out above.

As the equity shares of the Company have been listed on the Stock Exchanges with effect from September 17, 2025 and pursuant to the requirements prescribed under Regulation 31B of the SEBI Listing Regulations and the applicable provisions of the Act, the Board of Directors recommends the above amendment in the Articles of the Association to the Members for their approval as a Special Resolution as mentioned at Item No. 05 of the Notice. Further if the resolution is assented to by the requisite majority of the Members, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

Mr. Abhiraj Singh Bhal, Mr. Varun Khaitan and Mr. Raghav Chandra, promoters of the Company and their relatives to the extent of their shareholding in the Company are deemed to be interested in the special resolution set out at Item No. 05.

No other Directors and Key Managerial Personnel or their relatives or any other officials of the Company are in any way, financially or otherwise, concerned or interested in the resolution.

By Order of the Board of Directors
For Urban Company Limited

(Formerly known as UrbanClap Technologies India Limited and UrbanClap Technologies India Private Limited)

Sd/-

Sonali Singh
Company Secretary and Compliance Officer
Membership no. A26585

Address: 7th & 8th Floor, GoWorks,
Plot 183, Rajiv Nagar, Udyog Vihar,
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Haryana, India

E-mail Id: cs@urbancompany.com

Date: November 01, 2025