

October 16, 2026

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 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 today, October 16, 2026, 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:

| Item No. | Description of Resolution                                                                                                                                                         | Type of resolution |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| 1.       | To approve the raising of capital through an issuance of Securities of the company for an amount not exceeding ₹ 2,500 crore (Indian Rupees two thousand five hundred crore only) | 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, its Registrar and Share Transfer Agent, MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited.*), / their respective Depositories / Depository Participants as on Wednesday, October 14, 2026 ("Cut-off Date"). Accordingly, the Notice is not being sent in physical form, and no Postal Ballot Form or prepaid business reply envelope, is being sent to the Members. .

The Notice is also available on the website of the Company i.e. <https://investorrelations.urbancompany.com/announcements>, National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com/>, the RTA at <https://web.in.mpms.mufig.com/client-downloads.html>, the 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.

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## 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:

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

The remote e-voting period will commence on **Saturday, October 17, 2026**, at 09:00 A.M. (IST) and end on **Sunday, November 15, 2026**, at 05:00 P.M. (IST), following which the remote e-voting module will be disabled by NSDL. The 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, November 17, 2026**, along with the Scrutinizer's Report, and will be hosted on the Company's website <https://investorrelations.urbancompany.com/> and NSDL at [www.evoting.nsdl.com](http://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** Digitally signed  
by SONALI SINGH  
Date: 2026.10.16  
19:09:33 +05'30'

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

**Encl: As above**

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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, D-4, Saket District Centre, New Delhi - 110017, India

**Corporate Office:** 7<sup>th</sup> & 8<sup>th</sup> 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](mailto:cs@urbancompany.com) ; **Website:** [www.urbancompany.com](http://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 and 110 of the Companies Act, 2013 (**"the Act"**) read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the rules made thereunder and in compliance with the circular issued by the Ministry of Corporate Affairs (**"MCA"**) read with general circular(s) no. 14/ 2020 dated April 08, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025, (collectively referred to as **"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), and Securities and Exchange Board of India (**"SEBI"**) Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) clarification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the item of special business as set out in this Notice is 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"**) by way of Postal Ballot, only through voting by 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 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 Wednesday, October 14, 2026 (**"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 proposed in the Notice will only take place through the remote e-voting system.

The detailed explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

The Company has engaged services of the National Securities Depository Limited (**"NSDL"**) for facilitating remote e-voting for all its Members. 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.mufig.com/client-downloads.html> 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"**).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of 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 from Saturday, October 17, 2026, from 09:00 a.m. (IST) and ends on Sunday, November 15, 2026 at 05:00 p.m. (IST). The details of the procedure to cast the votes 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 submitted to Stock Exchanges, where the equity shares of the Company are listed. The same will also be uploaded on the Company's website <https://investorrelations.urbancompany.com>, and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## **SPECIAL BUSINESS:**

- To approve the raising of capital through an issuance of Securities of the Company for an amount not exceeding ₹ 2,500 crore (Indian Rupees two thousand five hundred crore only)**

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 Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof, for the time being in force and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and the applicable rules and regulations made thereunder, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, as amended (**"SCRR"**), and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India (**"SEBI"**), the Reserve Bank of India (**"RBI"**), the BSE Limited (**"BSE"**), the National Stock Exchange of India Limited (**"NSE"**), and together with BSE, the **"Stock Exchanges"**) where the equity shares of the Company of face value of ₹ 1 (Indian Rupee One) each (**"Equity Shares"**) are listed, and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from

various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly or collectively referred to as **"Appropriate Authorities"**) and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval(s), permission(s) and sanction(s), the approval of the Members be and is hereby accorded, to create, issue, offer and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, with or without warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as **"Securities"**), or any combination thereof, in one or more tranches, in Rupee denomination, in terms of the applicable regulations and as permitted under the applicable laws, in such manner and in consultation with the lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 2,500 crore (Indian Rupees two thousand five hundred crore only) (inclusive of such premium as may be fixed on such Securities), at such price or prices as may be permissible under applicable law by way of preferential allotment and/ or private placement including by way of one or more qualified institutions placement (**"QIP"**) in accordance with the provisions of the SEBI ICDR Regulations, or through any other permissible mode and/ or combination thereof as may be considered appropriate under applicable law, to such investors as may be permitted to invest in such issuance of Securities, including to eligible qualified institutional buyers (**"QIBs"**) as defined in the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, insurance companies, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/ or other letter or circular as may be deemed appropriate, at the sole discretion of the Board of Directors (**"Board"**), in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/ or as may be permitted by the relevant regulatory/ statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute

discretion ("**the Issue**") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) and/or underwriter(s) and/or other advisors to be appointed by the Company for such Issue and without requiring any further approval or consent from the Members at the time of such issue and allotment so as to enable the Company to list the aforesaid Securities on the Stock Exchanges.

**RESOLVED FURTHER THAT**, in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**") within the meaning of the SEBI ICDR Regulations):

1. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations;
2. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
3. the Equity Shares proposed to be issued/ allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;
4. the allotment of Eligible Securities shall be completed within a period of 365 days from the date of this Special Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;
5. the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time;
6. no single allottee shall be allotted more than fifty per cent (50%) of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
7. QIBs under the same group/control shall be considered a single allottee;
8. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;
9. the relevant date for the purpose of pricing of the Equity Shares ("**Relevant Date**") shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under SEBI ICDR Regulations;
10. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and the Board may, at its absolute discretion and in consultation with the lead managers, also offer a discount of not more than 5% or such other percentage as may be permitted under applicable law to the QIP Floor Price;
11. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;
12. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
13. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its Members for convening the meeting to pass the special resolution;
14. no partly paid up Equity Shares or other Eligible Securities shall be issued/allotted; and
15. the monitoring agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalisation and approval of the offer document(s), placement documents, determining the form and manner of the issue, including the number of Securities to be allotted, issue price, face value, fixing the relevant date, execution of various transaction documents, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Eligible Securities and utilisation of the proceeds as it may in its absolute discretion deem fit and in accordance with applicable law.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to any offer, issue, or allotment of Securities, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Equity Shares and / or other Securities including the number of Securities that may be offered and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue of the Securities, if any, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors,

depository, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any regulatory authority or the Stock Exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any committee of directors or any director(s) of the Company, in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

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:** 7<sup>th</sup> & 8<sup>th</sup> Floor, GoWorks,  
Plot 183, Rajiv Nagar, Udyog Vihar,  
Phase 1, Sector 20, Gurugram – 122016,  
Haryana, India

**E-mail Id:** [cs@urbancompany.com](mailto:cs@urbancompany.com)

**Date:** October 16, 2026

**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. 01 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 Wednesday, October 14, 2026 (**"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 Saturday, October 17, 2026 and shall conclude at 05:00 p.m. (IST) on Sunday, November 15, 2026 (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 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 the 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, November 17, 2026. The said results, 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, 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 Sunday, November 15, 2026.
9. All the material documents referred to in this Notice will be available electronically for inspection at the Registered Office of the Company on all working days 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. Sunday, November 15, 2026, without any fee to be paid by the Members. Members seeking to inspect such documents can send an email to [cs@urbancompany.com](mailto: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 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](mailto: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.mufig.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufig.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, DVP, NSDL at [evoting@nsdl.com](mailto: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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://investorrelations.urbancompany.com/resources> and on the website of the RTA, at <https://web.in.mpms.mufig.com/client-downloads.html>. It may be noted that any service request of the Members holding shares in physical form shall only be processed after the folio is KYC Compliant as per SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026.

The KYC formats are available on the Company's website at <https://investorrelations.urbancompany.com/resources> and on the website of the RTA at <https://web.in.mpms.mufig.com/KYC-downloads.html>

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](mailto:cs@urbancompany.com).
15. Instructions for remote e-voting and other information are mentioned below:

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

| Type of shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                    | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

| Type of shareholders                                                                                   | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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 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 e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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<br>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<br>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<br>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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 is in active status..
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](mailto:dpv@dpvassociates.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, DVP, NSDL at [evoting@nsdl.com](mailto: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](mailto: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](mailto:cs@urbancompany.com). If you are an Individual shareholders 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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 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**

### **1. To approve the raising of capital through an issuance of Securities of the Company for an amount not exceeding ₹ 2,500 crore (Indian Rupees two thousand five hundred crore only)**

#### **Background**

As at September 30, 2026, the Company held cash and treasury investments aggregating ₹1,901 crore. The business of the Company, excluding InstaHelp, generated Adjusted EBITDA of ₹119 crore during the nine months ended September 30, 2026.

Since the listing of its equity shares, the Company's business has grown materially in scale, and its rate of growth has increased meaningfully. The Company presently operates three businesses at scale, namely India Consumer Services (ex-InstaHelp), International and Native, each with proven economics. The Board of Directors of the Company ("**Board**"), believes that each of these businesses can grow significantly in the coming years, given adequate investment and high-quality execution. InstaHelp is at an earlier stage of maturity but continues to be of strategic importance to the Company. The Company's long-term objectives remain unchanged, and the Board believes the Company is well positioned to deliver sustainable growth over the coming years.

It would be therefore prudent for the Company to have the requisite enabling approvals in place for raising funds by way of preferential allotment and/or private placement by way of one or more qualified institutions placement ("**QIP**") to eligible investors through issuance of Securities (as defined below), in one or more tranches, and use the proceeds from such issue for some or all of these purposes, including expenditure towards marketing activities, investment in research and development, expenditure for lease payments for offices, expenditure for technology development and cloud infrastructure, expenditure towards InstaHelp initiatives, funding inorganic growth through acquisitions or other strategic initiatives and general corporate purposes, by the Company directly and/ or through investment in its subsidiaries, as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

In view of the above, the Board, at its meeting held on October 16, 2026, approved raising of further capital up to an amount not exceeding ₹2,500 crore (Indian rupees two thousand five hundred crore only) and to create, offer, issue and allot Securities (as defined below), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2018, as amended ("**SEBI ICDR Regulations**") and all other applicable laws, subject to the applicable regulations issued by the Securities and Exchange Board of India ("**SEBI**") and any other governmental, regulatory or statutory approvals as may be required.

#### **Details of securities proposed to be issued:**

In order to fulfil the aforesaid objects, the Board which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution at their meeting held on October 16, 2026, have considered and approved seeking approval of the Members to enable raising of funds by way of issuance of equity shares having a face value ₹1 each ("**Equity Shares**"), and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, with or without warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "**Securities**"), or any combination thereof, in one or more tranches, in Rupee denomination, in terms of the applicable regulations and as permitted under the applicable laws, in such manner and in consultation with the lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 2,500 crore (Indian Rupees two thousand five hundred crore only) (inclusive of such premium as may be fixed on such Securities), at such price or prices as may be permissible under applicable law by way of preferential allotment and/or private placement including by way of one or more QIP in accordance with the provisions of the SEBI ICDR Regulations, or through any other permissible mode and/ or combination thereof as may be considered appropriate under applicable law. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors as the Board may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 ("**Act**") and other applicable guidelines, notifications, rules and regulations.

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed raising of funds is, inter alia, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the SEBI, National Stock Exchange

of India Limited and BSE Limited ("**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs ("**MCA**"), Government of India, Registrar of Companies, Delhi I at South Delhi, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the proposed issuance of Securities is undertaken by way of a QIP in the terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations):

- i. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to qualified institutional buyers ("**QIBs**") as defined in the SEBI ICDR Regulations;
- ii. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii. the Equity Shares proposed to be issued/ allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;
- iv. the allotment of Eligible Securities shall be completed within a period of 365 days from the date of this Special Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;
- v. the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time;
- vi. no single allottee shall be allotted more than fifty per cent (50%) of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- vii. QIBs under the same group/control shall be considered a single allottee;
- viii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;
- ix. the relevant date for the purpose of pricing of the Equity Shares ("**Relevant Date**") shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under SEBI ICDR Regulations, as amended from time to time;
- x. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and the Board may, at its absolute discretion and in consultation with the lead managers, also offer a discount of not more than 5% or such other percentage as may be permitted under applicable law to the QIP Floor Price;
- xi. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;
- xii. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- xiii. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its Members for convening the meeting to pass the special resolution;
- xiv. no partly paid up Equity Shares or other Eligible Securities shall be issued/allotted; and
- xv. the monitoring agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on

quarterly basis till hundred percent of the proceeds have been utilized.

In case the fund raising is undertaken through a QIP, the Net Proceeds shall be utilized for the above-mentioned purpose, in accordance with the applicable laws, including NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 each dated December 13, 2022.

Further, as per Section 62(1)(c) of the Act, a company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing members of the Company, either for cash or for a consideration other than cash, subject to prior approval of the Members by Special Resolution. As the proposed Special Business of this Notice shall result in such issuance of Equity Shares and / or other Securities of the Company to the existing Members or to persons other than existing Members of the Company, approval of the Members of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of SEBI ICDR Regulations. The Equity Shares to be allotted pursuant to the issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the

SEBI ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), for issuance of Securities.

The Equity Shares to be allotted would be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of any securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations. There would be no change in control pursuant to the said Issue.

None of the Promoters, Directors, Key Managerial Personnel and members of the Senior Management of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the aforesaid resolution as set out in Item No. 01 of the accompanying Notice as a Special 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:** 7<sup>th</sup> & 8<sup>th</sup> Floor, GoWorks,  
Plot 183, Rajiv Nagar, Udyog Vihar,  
Phase 1, Sector 20, Gurugram – 122016,  
Haryana, India

**E-mail Id:** [cs@urbancompany.com](mailto:cs@urbancompany.com)

**Date:** October 16, 2026