

CONSENT LETTER FROM PRACTICING COMPANY SECRETARY

To,

The Board of Directors
Urban Company Limited
(formerly known as UrbanClap Technologies India Limited)
 Unit No. 08, Ground Floor,
 Rectangle 1, D4, Saket District Centre,
 South Delhi, New Delhi,
 Delhi, India, 110017

Kotak Mahindra Capital Company Limited
("KMCC")
 27BKC, 1st Floor, Plot No. C -27
 "G" Block, Bandra Kurla Complex
 Bandra (East), Mumbai – 400 051

Goldman Sachs India Private Limited ("GS")
 Rational House, 951-A
 Appasaheb Marathe Marg, Prabhadevi
 Mumbai – 400025

JM Financial Limited ("JM")
 7th Floor, Energy
 Appasaheb Marathe Marg, Prabhadevi
 Mumbai - 400 025,
 Maharashtra, India

Morgan Stanley India Company Private Limited
("MS")
 Altimus, Level 39 & 40,
 Pandurang Budhkar Marg,
 Worli, Mumbai 400 013
 Maharashtra, India

(KMCC, GS, JM and MS are collectively referred to as the **"Book Running Lead Managers"** or the **"BRLMs"**)

Dear Sir/ Madam,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Urban Company Limited (formerly known as UrbanClap Technologies India Limited) (the "Company", and such initial public offering, the "Offer")

We, DPV & Associates LLP, independent practicing company secretaries in whole time practice, with the firm registration number L2021HR009500 and the Peer Review Number 6189/2024 issued by the Peer Review Board of the Institute of Company Secretaries of India (attached as **Annexure A**), hereby consent to the use of the certificates issued by us in connection with the Offer, and to references to us as a Practicing Company Secretary, in the draft red herring prospectus (the **"DRHP"**), to be filed by the Company with the Securities and Exchange Board of India (the **"SEBI"**) and the stock exchanges where the Equity Shares are proposed to be listed (the **"Stock Exchanges"**), and the red herring prospectus (the **"RHP"**) and the prospectus (together with the DRHP and the RHP, the **"Offer Documents"**) intended to be filed with the Registrar of Companies, Punjab and Chandigarh, at Chandigarh (the **"RoC"**) and thereafter filed with the SEBI and the Stock Exchanges and other materials or documents in relation to the Offer (the **"Offer Documents"**).

We consent to be named as an "expert" in terms of Section 2(38) and Section 26(5) and any other applicable provisions of the Companies Act, 2013, as amended, in the Offer Documents in connection with the certificates issued by us for the purposes of the Offer. We further confirm that we are an independent entity with no direct or indirect interest in the Company or its subsidiary except for provision of professional services in the ordinary course of our profession, and that we are not interested in the formation or promotion or management of the Company.

We confirm that we shall not withdraw the consent provided through this letter before delivery of the DRHP, the RHP and the Prospectus to the SEBI, the Stock Exchanges and the RoC, as applicable. Further, we consent to the inclusion of this letter as a part of the *"Material Contracts and Documents for Inspection"* in connection with the Offer, which will be available to the public for inspection in terms of the Offer Documents.

We confirm that we will immediately inform any changes in writing in the above information to the Company and the Lead Managers until the commencement of trading of Equity Shares pursuant to the Offer. In the absence of any such communication from us, the information provided in this letter should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This letter is for the information of and inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, the Lead Managers and their respective affiliates and the legal advisors to each of the Company and the Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the Lead Managers and in accordance with applicable law. We also consent to this certificate being disclosed by the Lead Managers, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

All capitalized terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully

For DPV & Associates LLP

Company Secretaries

Firm Registration No.: L2021HR009500

Peer Review No.: 6189/2024

Devesh Kumar Vasisht

Managing Partner

CP No. 13700; Mem. No. F8488

Place: Faridabad

Date: April 09, 2025

cc:

**Domestic Legal Counsel to the
Book Running Lead Managers**

Cyril Amarchand Mangaldas
Level 1 and Level 2, Max towers,
Plot No. C-001 /A/1, Sector 16 B,
Gautam Buddha Nagar, Noida –
201 301, Uttar Pradesh, India

**International Legal Counsel to
the Book Running Lead
Managers**

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White & Case Pte Ltd.
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#41-01 CapitaSpring
Singapore 048948

**Domestic Legal Counsel to the
Company**

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216, Okhla Industrial Estate Phase
III, New Delhi 110 020, India

ANNEXURE A

