

Date: 20 August, 2025

To,

The Board of Directors  
**Urban Company Limited**  
Unit No. 08, Ground Floor,  
Rectangle 1, D4, Saket District Centre,  
South Delhi, New Delhi,  
Delhi, India, 110017

**Re: Proposed initial public offering of equity shares of face value of ₹ 1 (the "Equity Shares") of Urban Company Limited (the "Company" and such offering, the "Offer")**

Dear Sir(s)/Ma'am(s),

We, ICICI Bank Limited, do hereby consent to act as the Public Offer Account Bank and Sponsor Bank and to the inclusion of our name and details mentioned herein being inserted as an Public Offer Account Bank and Sponsor Bank in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("ROC"), Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents:

|                           |                                                                                                                      |
|---------------------------|----------------------------------------------------------------------------------------------------------------------|
| Name:                     | ICICI Bank Limited                                                                                                   |
| Address:                  | Capital Market Division,<br>163, 5th Floor, H.T. Parekh Marg,<br>Backbay Reclamation,<br>Churchgate, Mumbai – 400020 |
| Telephone number:         | 022- 68052182                                                                                                        |
| Fax number:               | 022- 22611138                                                                                                        |
| E-mail:                   | Ipocmg@icicibank.com                                                                                                 |
| Website:                  | www.icicibank.com                                                                                                    |
| Contact Person:           | Mr. Varun Badai                                                                                                      |
| SEBI Registration Number: | INBI000000004                                                                                                        |
| CIN No:                   | L65190GJ1994PLC021012                                                                                                |

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

We agree to keep the information regarding the Offer strictly confidential.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("**BRLMs**") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

We confirm that this consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the RHP and the Prospectus filed in relation to the Offer, or any other Offer-related material. We also

**ICICI Bank Limited**  
CMD Branch, 163,  
Ground Floor, Near ATM,  
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Mumbai - 400 020,  
Maharashtra, India.

Website [www.icicibank.com](http://www.icicibank.com)  
CIN : L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,  
Old Padra Road, Vadodara 390 007,  
India.

Corp. Office : ICICI Bank Towers, Bandra-Kurla  
Complex, Mumbai 400051, India.



consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

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

Yours faithfully,

For and on behalf of ICICI Bank Limited

Authorized signatory

Name: Sujit Lingam



CC:

**Kotak Mahindra Capital Company Limited**

27 BKC, 1st Floor, Plot No. C-27  
"G" Block, Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051

**Goldman Sachs (India) Securities Private Limited**

9th and 10th Floor, Ascent-Worli  
Sudam Kalu Ahire Marg  
Worli, Mumbai - 400 025

**JM Financial Limited**

7th Floor, Energy  
Appasaheb Marathe Marg, Prabhadevi  
Mumbai - 400 025,  
Maharashtra, India

**Morgan Stanley India Company Private Limited**

Altimus, Level 39 and 40,  
Pandurang Budhkar Marg,  
Worli, Mumbai 400 018,  
Maharashtra, India.

**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**

**White & Case**

White & Case Pte Ltd.  
88 Market Street

**ICICI Bank Limited**

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**ICICI Bank**

#41-01 CapitaSpring  
Singapore 048948

**Domestic Legal Counsel to the Company**

**Shardul Amarchand Mangaldas & Co**  
Amarchand Towers 216  
Okhla Industrial Estate Phase III  
New Delhi 110 020  
India

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We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Sponsor Bank and Public Issue Bank is true and correct:

|                                                                                                                                |                        |
|--------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 1. Registration Number:                                                                                                        | INBI00000004           |
| 2. Date of registration / Renewal of registration:                                                                             | 1/11/2015              |
| 3. Date of expiry of registration:                                                                                             | Permanent Registration |
| 4. If applied for renewal, date of application:                                                                                | NA                     |
| 5. Period up to which registration/ renewal fees has been paid:                                                                | NA                     |
| 6. Any communication from SEBI prohibiting ICICI Bank from acting as escrow collection banks/ refund banks/ public offer bank: | NO                     |
| 7. Any enquiry/investigation being conducted by SEBI:                                                                          | NO                     |
| 8. Details of any penalty imposed                                                                                              | NA                     |



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