



VYC 11 Limited
Trident Chambers
PO Box 146
Road Town
Tortola, British Virgin Islands
License No: 1945072

Date: April 28, 2025

To,

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

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

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

Corporate Information

We, VYC11 Limited are a company incorporated under the BVI Business Companies Act, 2004, having our registered address at Trident Trust Company (B.V.I.) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands.

We have been informed by the Company that it is proposing to undertake the Offer through a fresh issue of Equity Shares and/or an offer for sale of Equity Shares in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, as amended and rules made thereunder and other applicable laws.

Consents

We hereby consent to the inclusion of such number of Equity Shares aggregating up to ₹ 2,160 million (the "**Offered Shares**") held by us in the Company, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**"), the prospectus (the "**Prospectus**") and together with the DRHP and RHP, the "**Offer Documents**") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

We hereby consent to the inclusion of our name as a selling shareholder and any other information as required under the SEBI ICDR Regulations and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, Delhi and Haryana, at New Delhi (the "**RoC**") and thereafter file with SEBI and the Stock Exchanges.

We hereby consent that our entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

We confirm that the above information is true and correct.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Sections 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI, the Stock Exchanges and any other regulatory or statutory authority as may be required. We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/ Offer Closing Date.



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We confirm that we will promptly communicate any changes in writing in the above information to the Company and the book running lead managers (the “**BRLMs**”) until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs appointed solely in respect of the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,

Signed by
For and on behalf of VYC11 Limited

 

Authorised Signatories
Name: Katja Lake, Daniel Schwarz
Designation: Directors

CC:

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

Goldman Sachs India Private Limited
Rational House, 951-A
Appasaheb Marathe Marg, Prabhadevi
Mumbai – 400025
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Morgan Stanley India Company Private Limited
Altimus, Level 39 & 40
Pandurang Budhkar Marg
Worli, Mumbai 400 013
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
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International Legal Counsel to the Book Running Lead Managers

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White & Case Pte Ltd.
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Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Amarchand Towers 216
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India