

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF URBAN COMPANY LIMITED (FORMERLY KNOWN AS URBANCLAP TECHNOLOGIES INDIA LIMITED AND URBANCLAP TECHNOLOGIES INDIA PRIVATE LIMITED) ("COMPANY") AT THE EXTRAORDINARY GENERAL MEETING (3rd of 2024-25) HELD ON FRIDAY, 31ST DAY OF JANUARY 2025 AT 7TH FLOOR, GOWORK, PLOT NO. 183, UDYOG VIHAR, GURGAON, HARYANA.

TO APPROVE CONVERSION OF THE COMPANY INTO A PUBLIC LIMITED COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14, 18 and any other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereunder, each as amended (the **“Companies Act”**) and subject to and in accordance with any other applicable law or regulation, and receipt of any necessary approvals from any government, statutory or regulatory authority, including the Registrar of Companies, Delhi and Haryana at New Delhi, the shareholders of the Company hereby approve the change in status of the Company by conversion from a private company limited by shares to a public company limited by shares.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 4, 13, 14, 18 and other applicable provisions of the Companies Act, subject to receipt of any necessary approvals from any government, statutory or regulatory authority(ies), the name of the Company be and is hereby changed from **“URBANCLAP TECHNOLOGIES INDIA PRIVATE LIMITED”** to **“URBANCLAP TECHNOLOGIES INDIA LIMITED”** by deletion of the word **“Private”** before the word **“Limited”** in the name of the Company and accordingly amend the name clause of the memorandum and articles of association and all such other papers, documents and matters be made to give effect of the changed name accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, each of the directors of the Board, Mr. Abhay Krishna Mathur, CFO, and Mr. Ashish Kumar Srivastava, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Delhi and Haryana at New Delhi, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the

Urban Company Limited

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

REGISTERED OFFICE:

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

CORPORATE OFFICE:

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

terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

Certified True Copy

For Urban Company Limited

*(Formerly known as Urbanclap Technologies India Limited and
Urbanclap Technologies India Private Limited)*

Sonali Singh

Company Secretary & Compliance Officer

Membership No.: A26585

**Address: 7th Floor GoWork, Plot No 183, Udyog Vihar, Phase I,
Sector 20, Gurgaon, Haryana - 122016**

Date: 01.09.2025

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Explanatory Statement

The Company is proposing to undertake an initial public offering of its equity shares bearing a face value of ₹1 each (“Equity Shares”), comprising a fresh issue of Equity Shares by the Company (“Fresh Issue”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (“Selling Shareholders”) (collectively, the “Offer”). The Equity Shares are proposed to be listed on one or more recognized stock exchanges in India in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the Securities Contracts (Regulation) Act, 1956, along with the rules notified thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013 along with the rules notified thereunder, as amended (collectively the “**Applicable Laws**”).

The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers appointed in relation to the Offer (the “**BRLMs**”) and other advisors to be appointed in relation to the Offer and subject to receipt of applicable regulatory and other approvals, to the extent necessary. To enable the Company to undertake the Offer and comply with applicable laws, it is proposed to change the status of the Company from a private limited company to a public limited company. This would necessitate amendments to the Memorandum of Association and Articles of Association of the Company in accordance with the Companies Act, 2013, and applicable rules.

Pursuant to the provisions of Section 18 read with Sections 4, 13 and 14 of the Companies Act, 2013, change in status of the Company by conversion from a private company limited by shares to a public company limited by shares, requires the approval of the shareholders of the Company.

The Board recommends resolution as set out at Item No. 4 for the approval of the shareholders as a Special Resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business and to the extent of their shareholding in the Company.

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