



URBAN COMPANY LIMITED

(formerly UrbanClap Technologies India Limited)



(Please scan the QR code to view the RHP)

Our Company was incorporated as “UrbanClap Technologies India Private Limited”, a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi, India on December 22, 2014. Subsequently, upon conversion of our Company into a public limited company, our name was changed to “UrbanClap Technologies India Limited” pursuant to a resolution passed by our Board dated January 21, 2025 and by our Shareholders on January 31, 2025, and a fresh certificate of incorporation was issued by the Registrar of Companies, Delhi and Haryana at New Delhi (“RoC”) on February 13, 2025. The name of our Company was changed to “Urban Company Limited” pursuant to a Board resolution dated February 19, 2025 and a special resolution dated March 18, 2025 passed by the Shareholders, consequent upon which, a fresh certificate of incorporation dated April 2, 2025 was issued by the RoC. For details of the change in the registered office of our Company, see “*History and Certain Corporate Matters – Changes in the Registered Office*” beginning on page 266 of the Red Herring Prospectus dated September 2, 2025 (“*Red Herring Prospectus*” or “*RHP*”) filed with the Registrar of Companies, Delhi & Haryana at New Delhi (“*RoC*”).

Corporate Identity Number: U74140DL2014PLC274413

Registered Office: Unit No. 8, Ground Floor, Rectangle 1, D-4 Saket District Centre, New Delhi 110 017, Delhi, India, Corporate Office: 7th and 8th Floor, Plot No. 183, Rajiv Nagar, Udyog Vihar Phase 1, Sector 20, Gurugram 122 016, Haryana, India

Contact Person: Sonali Singh, Company Secretary and Compliance Officer; Tel: +91 124 405 8254, E-mail: cs@urbancompany.com; Website: www.urbancompany.com

ADDENDUM TO THE RHP DATED SEPTEMBER 2, 2025 (THE “ADDENDUM”)

With reference to the Red Herring Prospectus dated September 2, 2025 filed by the Company with the RoC, the SEBI and the Stock Exchanges, investors should note the following:

1. Our Company has received intimations dated September 3, 2025 and September 4, 2025 from Internet Fund V Pte. Ltd. that it has transferred an aggregate of 31,419,735 Equity Shares, representing 2.14% of the pre-Offer paid-up Equity Share capital of our Company (“*Sale Shares*”), on a fully diluted basis, at a price of ₹ 103.00 per Equity Share, as follows:

S. No.	Transferor	Transferee	Date of transfer	Number of Equity Shares transferred	Percentage of pre-Offer paid-up Equity Share capital	Percentage of pre-Offer Equity Share capital (on a fully diluted basis)	Total consideration (in ₹)
1	Internet Fund V Pte. Ltd.	SBI Midcap Fund	September 4, 2025	8,737,864	0.63%	0.59%	899,999,992
2		SBI Retirement Benefit Fund - Aggressive Plan	September 4, 2025	5,896,117	0.42%	0.40%	607,300,051
3		SBI Retirement Benefit Fund - Aggressive Hybrid Plan	September 4, 2025	2,549,515	0.18%	0.17%	262,600,045
4		SBI Retirement Benefit Fund - Conservative Hybrid Plan	September 4, 2025	223,301	0.02%	0.02%	23,000,003
5		SBI Retirement Benefit Fund - Conservative Plan	September 4, 2025	68,932	0.00%	0.00%	7,099,996
6		SBI Innovative Opportunities Fund	September 4, 2025	4,368,932	0.31%	0.30%	449,999,996
7		SBI Emergent India Fund	September 4, 2025	2,427,184	0.17%	0.17%	249,999,952
8		Acrobat Capital Fund I	September 4, 2025	7,147,890	0.51%	0.49%	736,232,670

2. Please note that the Sale Shares do not form part of the Equity Shares proposed to be offered for sale by Internet Fund V Pte. Ltd. in the Offer for Sale. Further, the Sale Shares shall be subject to lock-in in accordance with Regulation 17 of the SEBI ICDR Regulations, as applicable, in the hands of the transferee.

3. As a result of the transfer of the Sale Shares, Internet Fund V Pte. Ltd.’s shareholding in our Company has reduced from 60,837,210 Equity Shares, representing 4.14% of the pre-Offer paid-up Equity Share capital of our Company (on a fully diluted basis), to 29,417,475 Equity Shares, representing 2.00% of the pre-Offer paid-up Equity Share capital of our Company (on a fully diluted basis). Accordingly, the disclosures in relation to the pre-Offer shareholding of Internet Fund V Pte. Ltd. in the sections “*Summary of this Red Herring Prospectus*” and “*Capital Structure*” beginning on pages 21 and 104 of the RHP, respectively, as on the date of this Addendum, stands modified, to the extent applicable.

4. As a result of the transfer of Sale Shares, the disclosures in the section “*Capital Structure*” on page 147 of the RHP, on equity shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them, as on the date of this Addendum, stands modified as follows:

“Details of shareholding of the major shareholders of our Company

- (a) Set forth below are details of shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this addendum:

Pre-Offer			
S. No.	Shareholder	Number of Equity Shares^	Percentage of pre-Offer Equity Share capital (on a fully diluted basis) (%)*
1.	Elevation Capital V Limited (formerly known as SAIF Partners India V Limited)	158,988,090	10.81
2.	Accel India IV (Mauritius) Limited	145,619,930	9.90
3.	VYC11 Limited	134,554,410	9.15
4.	Naspers Ventures B.V.	108,158,750	7.35
5.	Steadview Capital Mauritius Limited	99,670,800	6.78
6.	Abhiraj Singh Bhal	97,762,500	6.65
7.	Varun Khaitan	97,762,500	6.65
8.	Raghav Chandra	97,762,500	6.65
9.	Bessemer India Capital Holdings II Ltd.	94,706,800	6.44
10.	Think Investments PCC	43,792,340	2.98
11.	Arohi Seed SPC - Arohi Seed SP-1	43,751,540	2.97
12.	Wellington Hadley Harbor AIV Master Investors (Cayman) III, Ltd	31,778,560	2.16
13.	DharanaUC Limited	31,037,500	2.11
14.	VYC23 Limited	30,670,970	2.09
15.	Internet Fund V Pte. Ltd.	29,417,475	2.00
16.	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	23,610,000	1.61
17.	DF International Partners V, LLC	20,302,830	1.38
18.	ABG Capital	19,610,090	1.33
19.	DF International Partners II, LLC	17,653,000	1.20

* The percentage of Equity Share capital on a fully diluted basis, including those which will result upon exercise of vested options under the ESOP Schemes.

^ Includes the Equity Shares that resulted upon conversion of Preference Shares pursuant to a resolution of the Board of Directors dated August 24, 2025.

5. As a result of the transfer of the Sale Shares, the total number of shareholders disclosed in the section “*Capital Structure*” on pages 146 and 147 of the RHP stand modified from 57 to 65, as on the date of this Addendum.

6. As a result of the transfer of the Sale Shares, the weighted average cost of acquisition of all Equity Shares transacted in the last one year, 18 months and three years preceding the date of the Addendum in the section “*Summary of this Red Herring Prospectus*” on page 32 of the RHP, stands modified as below:

“Weighted average cost of acquisition of Equity Shares transacted in last one year, 18 months and three years preceding the date of this addendum

Period	No. of Equity Shares of face value of ₹ 1 each, acquired	Weighted average cost of acquisition (in ₹)^**	Cap Price is ‘x’ times the weighted average cost of acquisition	Range of acquisition price: lowest price – highest price (in ₹)*
Last one year	198,550,045	96.79	1.06	Nil - 103.23
Last 18 months	252,385,045	93.78	1.10	Nil - 103.23
Last three years	253,047,545	93.80	1.10	Nil - 141.60

* As certified by J.C. Bhalla & Co., Chartered Accountants (FRN: 001111N), by way of their certificate dated September 4, 2025.

^Acquisition price of Equity Shares acquired pursuant to gifts is Nil. The bonus shares allotted on February 13, 2025 and the Equity Shares acquired pursuant to exercise of ESOP Scheme and on conversion of CCPS has not been considered as a separate transaction and is adjusted to give its impact in the above table.

®On August 24, 2025, all outstanding CCPS were converted into equity shares pursuant to resolution passed by our Board of Directors dated August 24, 2025, in accordance with the terms of issue. Our Company has not considered the same as a separate transaction in the above table.”

7. As a result of the transfer of the Sale Shares, the table on the average cost of acquisition of Equity Shares held by the Selling Shareholders in the section “Summary of this Red Herring Prospectus” on page 31 of the RHP, as on the date of this Addendum, stands modified as below:

“Average Cost of Acquisition of Equity Shares for our Promoters and the Selling Shareholders

The average cost of acquisition per Equity Share for our Promoters and the Selling Shareholders as on the date of this addendum is as follows:

Name	Number of Equity Shares held of face value of ₹ 1 each	Average cost of acquisition per Equity Share held by the Selling Shareholder (on a fully diluted basis) (in ₹)*
Promoters		
Abhiraj Singh Bhal	97,762,500	Negligible^
Raghav Chandra	97,762,500	Negligible^
Varun Khaitan	97,762,500	Negligible^
Selling Shareholders		
Accel India IV (Mauritius) Limited	145,619,930	3.77
Bessemer India Capital Holdings II Ltd.	94,706,800	7.14
Elevation Capital V Limited (formerly known as SAIF Partners India V Limited)	158,988,090	5.39
Internet Fund V Pte. Ltd.	29,417,475	74.41
VYC11 Limited	134,554,410	20.40

* As certified by J.C. Bhalla & Co., Chartered Accountants (FRN: 001111N), by way of their certificate dated September 4, 2025.

^Negligible denotes less than or equal to ₹ 0.01.*

Further, the average cost of acquisition per Equity Share for the Selling Shareholders on the cover page of the RHP, stands modified to the extent applicable, basis the above table.

8. As a result of the transfer of the Sale Shares, the disclosures in the section “*Capital Structure – Share Capital History – (c) Secondary transactions*” on page 133 of the RHP, as on the date of this Addendum, stands modified to add the below details:

(a) “Secondary Transactions

The details of secondary transactions of equity shares and preference shares of our Company, by our Promoters, members of our Promoter Group and the Selling Shareholders are set forth in the table below:

Date of transfer of securities	Details of transferor(s)	Details of transferee(s)	Nature of securities	Number of securities transferred	Face value per security (in ₹)	Nature of consideration	Transfer price of per security (in ₹)
September 4, 2025	Internet Fund V Pte. Ltd.	SBI Midcap Fund	Equity Shares	8,737,864	1	Cash	103.00
	Internet Fund V Pte. Ltd.	SBI Retirement Benefit Fund - Aggressive Plan	Equity Shares	5,896,117	1	Cash	103.00
	Internet Fund V Pte. Ltd.	SBI Retirement Benefit Fund - Aggressive Hybrid Plan	Equity Shares	2,549,515	1	Cash	103.00
	Internet Fund V Pte. Ltd.	SBI Retirement Benefit Fund - Conservative Hybrid Plan	Equity Shares	223,301	1	Cash	103.00
	Internet Fund V Pte. Ltd.	SBI Retirement Benefit Fund - Conservative Plan	Equity Shares	68,932	1	Cash	103.00
	Internet Fund V Pte. Ltd.	SBI Innovative Opportunities Fund	Equity Shares	4,368,932	1	Cash	103.00
	Internet Fund V Pte. Ltd.	SBI Emergent India Fund	Equity Shares	2,427,184	1	Cash	103.00
	Internet Fund V Pte. Ltd.	Acrobat Capital Fund I	Equity Shares	7,147,890	1	Cash	103.00

9. As a result of the transfer of the Sale Shares, the disclosures in the section “*Basis for Offer Price – Weighted average cost of acquisition, Floor Price and Cap Price*” on page 174 in relation to the price per share of our Company based on secondary sale/acquisition of shares, stand modified as below:

“3. If there are no such transactions to report under 1 and 2 above, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where our Promoters, members of the Promoter Group, Selling Shareholders or other Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this addendum irrespective of the size of transactions:

Sr. No.	Date of Allotment/ transfer of Shares	Nature of transaction	Nature of consideration	Name of transferor	Name of transferee	Number of Equity Shares or convertible securities acquired/ transferred	Face Value (₹)	Price per Share (₹)	Total Consideration
1	January 21, 2025	Transfer	Cash	Raghav Chandra	Sanjiv Rangrass	20,000	1	96.00	1,920,000.00
	February 13, 2025	Transfer	Cash	Raghav Chandra	Venturesail Through LLP	95,000	1	96.00	9,120,000.00
	February 13, 2025	Transfer	Cash	Raghav Chandra	Sri Harsha Majety	92,500	1	96.00	8,880,000.00
	February 13, 2025	Transfer	Cash	Amit Das	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	1,220,000	1	96.00	117,120,000.00
	February 13, 2025	Transfer	Cash	Manish Jain	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	30,000	1	96.00	2,880,000.00
	February 13, 2025	Transfer	Cash	Yi Fang Goh	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	5,000	1	96.00	480,000.00
	February 13, 2025	Transfer	Cash	Chong Chen Chen Brenda	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	5,000	1	96.00	480,000.00
	February 13, 2025	Transfer	Cash	Yeo Chin Wee Kenneth	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	5,000	1	96.00	480,000.00
	February 13, 2025	Transfer	Cash	Kenneth Leong Heng Kang	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	17,500	1	96.00	1,680,000.00
	February 13, 2025	Transfer	Cash	Wong Junjie Jeremy	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	45,000	1	96.00	4,320,000.00
2	February 13, 2025	Transfer	Cash	Pulkrit Walia	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	37,500	1	96.00	3,600,000.00
	February 13, 2025	Transfer	Cash	Joon Ming Yeo	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	50,000	1	96.00	4,800,000.00
	February 13, 2025	Transfer	Cash	Alokraj Amba-dipudi	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	187,500	1	96.00	18,000,000.00
	April 18, 2025	Transfer	Cash	Narasimha Sripad Panyam	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	1,039,175	1	97.00	100,800,000.00
	April 18, 2025	Transfer	Cash	Narasimha Sripad Panyam	Dharana Fund, L.P. (formerly known as VY Dharana EM Technology Fund L.P.)	10,825	1	97.00	1,050,000.00
	August 24, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	Ultratopcolux SCSp	8,504,500	1	103.00	876,000,000.00
	August 24, 2025	Transfer	Cash	Accel India IV (Mauritius) Limited	Naspers Ventures B.V.	8,436,930	1	103.23	870,919,615.74
	September 4, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	SBI Midcap Fund	8,737,864	1	103.00	899,999,992.00
	September 4, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	SBI Retirement Benefit Fund - Aggressive Plan	5,896,117	1	103.00	607,300,051.00
	September 4, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	SBI Retirement Benefit Fund - Aggressive Hybrid Plan	2,549,515	1	103.00	262,600,045.00
5	September 4, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	SBI Retirement Benefit Fund - Conservative Hybrid Plan	223,301	1	103.00	23,000,003.00
	September 4, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	SBI Retirement Benefit Fund - Conservative Plan	68,932	1	103.00	7,099,996.00
	September 4, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	SBI Innovative Opportunities Fund	4,368,932	1	103.00	449,999,996.00
	September 4, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	SBI Emergent India Fund	2,427,184	1	103.00	249,999,952.00
	September 4, 2025	Transfer	Cash	Internet Fund V Pte. Ltd.	Acrobat Capital Fund I	7,147,890	1	103.00	736,232,670.00
	Weighted Average Cost of Acquisition								102.67

*As certified by J.C. Bhalla & Co., Chartered Accountants (FRN: 001111N), by their certificate dated September 4, 2025.

Notes:

1. Allotments pursuant to ESOP, bonus and transfers pursuant to gifts have been excluded for the purpose of above table.
2. Number of Equity Shares acquired and issue price per Equity Share has been adjusted for bonus issuance and conversion of preference shares.
3. Since multiple transfers were made on single date at the same price per share, these transactions have been considered as one transaction for the purpose of the above table.




4. The weighted average cost of acquisition based on Primary/ Secondary transactions mentioned under 1,2 or 3 above, are disclosed below:

Past transactions	Weighted average cost of acquisition per Equity Share (₹)*	Floor Price* (₹)	Cap Price* (₹)
Weighted average cost of acquisition of Primary Issuances	25.23	3.88 times	4.08 times
Weighted average cost of acquisition of Secondary Transactions	N.A.	N.A.	N.A.
Since there were no secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this Red Herring Prospectus, the information has been disclosed for price per share of the Company based on the last five secondary transactions where promoter/promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board, are a party to the transaction, not older than three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of the transaction.			
Based on secondary transactions	102.67	0.95 times	1.00 times

*As certified by J.C. Bhalla & Co., Chartered Accountants (FRN: 001111N), by their certificate dated September 4, 2025.”

The RHP and all Offer related material shall be read in conjunction with this Addendum. The information in this Addendum supplements and updates the information in the RHP. Relevant changes will be reflected in the Prospectus to be filed with the RoC, SEBI and the Stock Exchanges. However, this Addendum does not reflect all the changes that may have occurred between the date of filing of the RHP and the date hereof, and accordingly does not include all the changes and/or update that will be included in the Prospectus. Please note that the information included in the RHP will be suitably updated, including to the extent stated in this Addendum, as may be applicable, in the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges.

Continued on next page...

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
					Sonali Singh 7 th and 8 th Floor, Plot No. 183, Rajiv Nagar, Udyog Vihar Phase 1, Sector 20, Gurugram 122 016, Haryana, India Tel: +91 124 405 8254 E-mail: cs@urbancompany.com; Website: www.urbancompany.com
Kotak Mahindra Capital Company Limited 1 st Floor, 27 BKC Plot No. C – 27, ‘G’ Block, Bandra Kurla Complex Bandra (East), Mumbai 400051, Maharashtra, India Tel: +91 22 4336 0000 E-mail: urbancompany ipo@kotak.com Website: https://investmentbank.kotak.com Investor Grievance E-mail: kmcressedsal@kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	Morgan Stanley India Company Private Limited Altimus, Level 39 and 40 Pandurang Budhkar Marg, Worli Mumbai 400 018, Maharashtra, India Tel: +91 22 6118 1000 E-mail: urbancompanyipo@morganstanley.com Website: www.morganstanley.com Investor Grievance E-mail: investors_india@morganstanley.com Contact Person: Sumit Kumar Agarwal SEBI Registration No.: INM000011203	Goldman Sachs (India) Securities Private Limited 9 th and 10 th Floor, Ascent – Worli, Sudam Kalu Ahire Marg, Worli, Mumbai 400 025, Maharashtra, India Tel: +91 22 6616 9000 E-mail: urbancompanyipo@gs.com Website: www.goldmansachs.com Investor Grievance E-mail: india-client-support@gs.com Contact Person: Anant Gupta SEBI Registration No.: INM000011054	JM Financial Limited 7 th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India Tel: +91 22 6630 3030 E-mail: urbanco.ipo@jmfli.com Website: www.jmfli.com Investor Grievance E-mail: grievance.ibd@jmfli.com Contact Person: Prachee Dhuri SEBI Registration No.: INM000010361	MUFG Intime India Private Limited (formerly as <i>Link Intime India Private Limited</i>) C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai 400 083, Maharashtra, India Tel: +91 81 0811 4949 E-mail: urbancompany.ipo@in.mpms.mufg.com Website: https://in.mpms.mufg.com Investor Grievance E-mail: urbancompany.ipo@in.mpms.mufg.com Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058	Bidders may contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-receipt of Allotment Advice, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the Book Running Lead Managers.

AVAILABILITY OF RHP: Investors should note that Investment in Equity Shares involves a high degree of risk and investors are advised to refer to the RHP and the Risk Factors contained herein, before applying in the Offer. Full copy of the RHP is available at the website of SEBI at www.sebi.gov.in, the website of Stock Exchanges at www.nseindia.com and www.bseindia.com the website of our Company at www.urbancompany.com and the website of BRLMs i.e. Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited, Goldman Sachs (India) Securities Private Limited and JM Financial Limited at <https://investmentbank.kotak.com>, www.morganstanley.com, www.goldmansachs.com and www.jmfli.com, respectively.

AVAILABILITY OF THE ABRIDGED PROSPECTUS: A copy of the abridged prospectus shall be available on the website of our Company, the BRLMs, i.e. Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited, Goldman Sachs (India) Securities Private Limited and JM Financial Limited at <https://investmentbank.kotak.com>, www.morganstanley.com, www.goldmansachs.com and www.jmfli.com, respectively and the website of the Registrar to the Offer i.e., MUFG Intime India Private Limited (Formerly *Link Intime India Private Limited*) at www.in.mpms.mufg.com

AVAILABILITY OF BID CUM APPLICATION FORMS: Application forms can be obtained from the Registered and Corporate office of **Urban Company Limited**, Tel: +91 124 405 8254 and the **BRLMs** – Kotak Mahindra Capital Company Limited, Tel: +91 22 4336 0000, Morgan Stanley India Company Private Limited, Tel: +91 22 6118 1000, Goldman Sachs (India) Securities Private Limited, Tel: +91 22 6616 9000 and JM Financial Limited, Tel: +91 22 6616 9000.

Syndicate Members: Kotak Securities Limited, JM Financial Services Limited and at the select locations of the Sub-syndicate Members (as given below), SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to apply through the ASBA process. ASBA has to be availed by all the investors. For details on ASBA process, please refer to the details given in the ASBA Form and Abridged Prospectus and also please refer to “**Offer Procedure**” on Page No. 486 of RHP. Further ASBA Application forms can be obtained from Designated Branches of SCSBs, the list of banks that are available on website of SEBI at www.sebi.gov.in and website of Stock Exchanges at www.nseindia.com and www.bseindia.com. The investors are required to fill the Bid Cum Application form and submit the same to the relevant SCSBs at the specific locations or registered brokers at the broker centers or RTA or DP’s. The SCSB’s will block the amount in the account as per the authority contained in application form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund.

Sub-Syndicate Members: Almondz Global Securities Ltd, Amrapali Capital & Finance Services Ltd., Anand Rathi Share & Stock Brokers Ltd, Asit C. Mehta Investment Intermediates Ltd, Axis Capital Limited, Bajaj Financial Securities Ltd, Centrum Broking Limited, Eurekha Stock & Share Brokers Ltd, Finwizard Technology Pvt Limited, Globe Capital Markets Ltd, HDFC Securities Limited, ICICI Securities Limited, IDBI Capital Markets & Securities Limited, IIFL Capital Services Ltd (Formerly known as *IIFL Securities Ltd*), JM Financial Services Limited, Jobanputra Fiscal Services Private Limited, Kantilal Chhaganlal Securities P. Ltd, Keynote Capital Limited, KJMC Capital Market Services Limited, Kotak Secuties Limited, LKP Securities Limited, Motilal Oswal Financial Services Limited, Nirmal Bang Securities Pvt. Ltd., Nuvama Wealth and Investment Limited (Formerly known as *Edelweiss Broking Limited*), Prabhudas Lilladher Pvt Ltd, Pravin Ratilal Share & Stock Brokers Limited, Religare Broking Ltd, RR Equity Brokers Private Limited, SBICap Securities Limited, Sharekhan Ltd, SMC Global Securities Ltd, Systematix Shares and Stock Brokers Ltd, Tradebulls Securities Limited, Viren M Shah, YES Securities (India) Limited.

Bankers to the Offer

Escrow Collection Bank, Sponsor Bank and Refund Bank: Axis Bank Limited

Public Offer Account Bank and Sponsor Bank: ICICI Bank Limited

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

For **Urban Company Limited**
(formerly *UrbanClap Technologies India Limited*)

On behalf of the Board of Directors

Sd/-

Sonali Singh

Company Secretary and Compliance Officer

Place: New Delhi

Date: September 4, 2025

Urban Company Limited is proposing, subject to, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP with the RoC on September 2, 2025. The RHP is available on the website of the Company at www.urbancompany.com, SEBI at www.sebi.gov.in, as well as on the websites of the BRLMs, i.e. Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited, Goldman Sachs (India) Securities Private Limited and JM Financial Limited at <https://investmentbank.kotak.com>, www.morganstanley.com, www.goldmansachs.com and www.jmfli.com, respectively and the websites of National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see “**Risk Factors**” on page 33 of the RHP. Potential investors should not rely on the DRHP.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“**U.S. Securities Act**”), or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States solely to a person that is a qualified institutional buyer within the meaning of Rule 144A under the U.S. Securities Act that is also a “qualified purchaser” as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended, and the rules thereunder (the “**U.S. Investment Company Act**”) in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and in reliance on the exemption set forth in Section 3(c)(7) of the U.S. Investment Company Act.