



NOTICE OF 11TH ANNUAL GENERAL MEETING

Notice is hereby given that the 11th Annual General Meeting (“AGM”) of the Members of Urban Company Limited (formerly known as Urbancap Technologies India Limited and Urbancap Technologies India Private Limited) (“Company”), will be held on Thursday, July 3, 2025 at 9.00 A.M. (IST) at the registered office of the Company situated at Unit No. 08, Ground Floor, Rectangle 1, D4, Saket District Centre, New Delhi – 110017, India to transact the following business(s):

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the report of the Auditors thereon, be and are hereby received, considered and adopted.”

- 2. To appoint a Director in place of Mr. Vamsi Krishna Duvvuri (DIN: 07212414), who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Vamsi Krishna Duvvuri (DIN: 07212414), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. To consider and approve contribution to Charitable and other Funds**

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and relevant rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company, be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee of the Board

constituted to exercise its powers, including the powers conferred by this Resolution and/ or such other persons as may be authorized in this regard by the Board and/ or Committee), to contribute, donate, subscribe or otherwise provide assistance, from time to time, to bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, not-for-profit entities, NGOs and / or other persons / entities carrying out one or more of the charitable activities, as the Board may deem fit, for an aggregate amount of INR 75,00,000 (Rupees Seventy Five Lakhs only), in one of more tranches, for the financial year 2025-26.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the members of the Company.”

**By order of the Board of Directors
For Urban Company Limited**

Sd/-

Sonali Singh

**Company Secretary and Compliance Officer
Membership No. ACS 26585**

Place: Gurugram

Date: June 5, 2025



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
3. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.
4. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
5. The Register of Directors & Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 2.00 p.m. up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

6. For convenience of members, an attendance slip and proxy form are annexed to the notice. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
8. A route map of the venue along with prominent landmark is annexed herewith.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act")

Item No. 3

Pursuant to the provisions of Section 181 of the Act, the Board of directors ("Board") may contribute to bona fide charitable and other funds, in any financial year, up to 5% of its average net profits for the three immediately preceding financial years. However, contribution to such funds in any financial year can exceed 5% of the average net profits for the three immediately preceding financial years, with prior approval of the members of the Company in general meeting. The Company may contribute, from time to time, to bona fide charitable, social, benevolent, and other funds, body, university, institute, society, trust, not-for-profit entities, NGOs and / or to such other

persons / entities for carrying out one or more of the charitable activities, as the Board may deem fit.

In view of the above, it is proposed to obtain authorization of the members of the Company to contribute towards aforesaid purposes, for an aggregate amount of INR 75 lakhs (Rupees Seventy-Five Lakhs only) in one or more tranches, for the financial year 2025-26. The Board of Directors recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice.



Annexure A

Details of Director seeking re-appointment at the Annual General Meeting Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India)

| Particulars | Details |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name and the Director | Mr. Vamsi Krishna Duvvuri |
| Director Identification Number (DIN) | 07212414 |
| Date of Birth and Age | October 21, 1988 (36 years) |
| Date of Appointment | Appointed as Non-Executive Nominee Director on the Board on September 10, 2024 |
| Qualification | Bachelor's degree in computer science and engineering Post Graduate Diploma in Management |
| Brief Profile | Vamsi Krishna Duvvuri is a Non-Executive Nominee Director of our Company, (nominee of VYC23 Limited, VY EM2 Limited, VYC11 Limited, DharanaUC Limited, Dharana Fund L.P (formerly known as VY Dharana EM Technology Fund L.P.)). He has been associated with our Company since September 10, 2024. He was previously associated with Religare Capital Markets Limited and VY Capital. He is also a founder and managing partner at Dharana Capital, an entity managed by VY Capital Management Company Limited and has over 12 years of experience. |
| Experience | 12 years |
| Terms and Conditions for Appointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013 |
| Details of Directorships in other Companies | 1. VD Manger Limited 2. VY EM1 Limited |
| Listed entities from which the person has resigned in the past 3 years | None |
| Numbers of meetings of the board attended during FY 2024-25 | FY 2024-25: 7 out of 10 |
| Membership/Chairmanship of Committees of other Companies | None |
| Number of Equity Shares held in the Company | 3,00,000 |
| Details of Relationship with other Directors and Key Managerial Personnel of the Company | Not related to any Director or Key Managerial Personnel of the Company. |
| Remuneration Sought to be paid | None |
| Remuneration Last Drawn | None |



Form No. MGT-11 Form of Proxy

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | |
|-----------------------|----------------------|--------|
| Name of the Member(s) | | |
| Registered Address | | |
| E-mail Id | Folio No /Client ID* | DP ID* |

* Applicable for investors holding shares in electronic form.

I/We, being the member(s) of _____ shares of the above-named company hereby appoint

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, July 3, 2025, at 9.00 AM IST at Unit No. 08, Ground Floor, Rectangle 1, D4, Saket District Centre, New Delhi – 110017, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:



| Sl. No. | Resolution(S) | No. of Shares Held | Vote | |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------|---------|
| | | | For | Against |
| ORDINARY BUSINESS: | | | | |
| 1. | To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon. | | | |
| 2. | To appoint a Director in place of Mr. Vamsi Krishna Duvvuri (DIN: 07212414), who retires by rotation and being eligible, offers himself for re-appointment. | | | |
| SPECIAL BUSINESS: | | | | |
| 3. | To consider and approve contribution to Charitable and other Funds | | | |

** This is optional. Please put a tick mark (x) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature of the Member(s)

1. _____
2. _____
3. _____

Affix
Revenue
Stamps

Signed this ____ day of ____ 2025

Notes:

1. *The Proxy to be effective should be deposited at the registered office of the company not less than 48 Hours before commencement of the meeting.*
2. *A proxy need not be a member of the company.*
3. *In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.*
4. *The form of proxy confers authority to demand or join in demanding a poll.*
5. *The submission by a member of this form of proxy will not preclude such members from attending in person and voting at the meeting.*
6. *In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.*



ATTENDANCE SLIP

| Date | Venue | Time |
|--------------|----------------------------------------------------------------------------------------------|---------|
| July 3, 2025 | Unit No. 08, Ground Floor, Rectangle 1, D4, Saket District Centre, New Delhi – 110017, India | 9.00 AM |

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Regd. Folio No._____/DP ID_____ Client ID/Ben. A/C_____ No. of shares held_____

Name of the Member Mr./Mrs. _____ Signature _____

Name of the Proxyholder Mr./Mrs. _____ Signature_____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company on Thursday, July 3, 2025, at 9.00 AM IST at Unit No. 08, Ground Floor, Rectangle 1, D4, Saket District Centre, New Delhi – 110017, India.

Signature of the Member / Proxy

Note: Electronic copy of the Notice of the Annual General Meeting with the Attendance slips, and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print a copy of this Attendance Slip.

Physical copy of the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.

ROUTE MAP FOR VENUE

Unit No. 08, Ground Floor, Rectangle 1, D4, Saket District Centre, New Delhi – 110017, India

