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This is an abridged prospectus containing salient features of the red herring prospectus of Urban Company Limited (the “Company”) dated September 2, 2025 filed with the Registrar of Companies, Delhi and Haryana at New Delhi (the “RHP” or “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&ssid=3&ssid=15&smid=11>. Unless otherwise specified all capitalized terms used herein and not specifically defined shall bear the same meaning as ascribed to them in the RHP. This abridged prospectus is not for distribution outside India.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP (if in India), the preliminary international wrap dated September 2, 2025 (together with the RHP the “Preliminary Offering Memorandum”) (if outside India), this abridged prospectus (“Abridged Prospectus”) and the general information document for investing in public Offers (“GID”) undertaken through the Book Building Process before applying in the Offer. The investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference. You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges, Members of Syndicate, Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Collecting Depository Participants (“CDPs”), Registered Brokers, Underwriters, Bankers to the Offer, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in, the websites of National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), and together with NSE, the “Stock Exchanges”) at www.nseindia.com and www.bseindia.com, respectively, the website of our Company at www.urbancompany.com and the websites of the Book Running Lead Managers at <https://investmentbank.kotak.com>, www.morganstanley.com, www.goldmansachs.com, www.jmfi.com, respectively.



URBAN COMPANY LIMITED

Corporate Identity Number: U74140DL2014PLC274413; **Date of Incorporation:** December 22, 2014

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
Unit No. 8, Ground Floor, Rectangle 1, D-4 Saket District Centre, New Delhi 110 017, Delhi, India	7 th and 8 th Floor, Plot No. 183, Rajiv Nagar, Udyog Vihar Phase 1, Sector 20, Gurugram 122 016, Haryana, India	Sonali Singh Company Secretary and Compliance Officer	Tel: +91 124 405 8254 Email: cs@urbancompany.com	www.urbancompany.com

PROMOTERS OF OUR COMPANY: ABHIRAJ SINGH BHAL, RAGHAV CHANDRA AND VARUN KHAITAN

DETAILS OF THE OFFER TO THE PUBLIC								
Type	Size of Fresh Offer	Size of Offer For Sale	Total Offer size	Eligibility	Eligibility and Share Reservation among QIBs, NIBs, RIBs and Eligible Employees			
					QIBs	NIBs	RIBs	Eligible Employees
Fresh Issue and Offer for Sale	[●] Equity Shares of face value of ₹1 each aggregating up to ₹ 4,720 million	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 14,280 million	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 19,000 million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”). For details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 454 of the RHP. For details of share reservation among QIBs, NIBs, RIBs and Eligible Employees, see “Offer Structure” on page 482 of the RHP.	Not less than 75% of the Net Offer being available for allocation to QIB Bidders. However, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only.	Not more than 15% of the Net Offer or the Net Offer of which one-third of the Non-Institutional Category will be made available for allocation to Bidders with a Bid size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹ 1,000,000	Not more than 10% of the Net Offer	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹ 25 million.

The Equity Shares are proposed to be listed on the stock exchanges being National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). For the purpose of the Offer, NSE is the Designated Stock Exchange (the “Designated Stock Exchange”).

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION			
Name	Type	Number of Offered Shares/ Amount (₹ in million)	Weighted Average Cost of Acquisition per Equity Share held by the Selling Shareholder (in ₹) (on a fully diluted basis)**
Accel India IV (Mauritius) Limited	Investor Selling Shareholder	● Equity Shares of face value of ₹1 each aggregating up to ₹ 3,900 million	3.77
Bessemmer India Capital Holdings II Ltd.	Investor Selling Shareholder	● Equity Shares of face value of ₹1 each aggregating up to ₹ 1,730 million	7.14
Elevation Capital V Limited (formerly known as SAIF Partners India V Limited)	Investor Selling Shareholder	● Equity Shares of face value of ₹1 each aggregating up to ₹ 3,460 million	5.39
Internet Fund V Pte. Ltd.	Investor Selling Shareholder	● Equity Shares of face value of ₹1 each aggregating up to ₹ 3,030 million	61.65
VYC11 Limited	Investor Selling Shareholder	● Equity Shares of face value of ₹1 each aggregating up to ₹ 2,160 million	20.40

*As certified by J.C. Bhalla & Co., Chartered Accountants (FRN: 001111N), by way of their certificate dated September 2, 2025.

*The amount paid on the acquisition of the Preference Shares have been considered for calculating the weighted average cost of acquisition per Equity Share.

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES	
Price Band	₹ 98 per Equity Share of face value ₹ 1 each (Floor Price) to ₹ 103 per Equity Share of face value ₹ 1 each (Cap Price) A discount of Rs. 9 per equity share is being offered to Eligible Employees bidding in the Employee Reservation Portion
Minimum Bid Lot Size	A Minimum of 145 Equity Shares and in multiples of 145 Equity Shares thereafter
Anchor Investor Bidding Date	Tuesday, September 9, 2025
Bid/Offer Opens On*	Wednesday, September 10, 2025
Bid/Offer Closes On*	Friday, September 12, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, September 15, 2025
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account***	On or about Tuesday, September 16, 2025
Credit of Equity Shares to Demat accounts of Allottees	On or about Tuesday, September 16, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, September 17, 2025

*Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Date shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

***In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs and shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders may be released to our remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI ICDR Master Circular for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fee for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

* UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

WEIGHTED AVERAGE COST OF ACQUISITION OF EQUITY SHARES TRANSACTED IN LAST ONE YEAR, EIGHTEEN MONTHS AND THREE YEARS PRECEDING THE DATE OF THE RED HERRING PROSPECTUS IS SET FORTH BELOW

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	167,130,310	95.62	1.08	Nil - 103.23
Last 18 months	220,965,310	92.47	1.11	Nil - 103.23
Last three years	221,627,810	92.50	1.11	Nil - 141.60

* As certified by J.C. Bhalla & Co., Chartered Accountants (FRN: 001111N), by way of their certificate dated September 2, 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 has not been considered as a separate transaction and is adjusted to give its impact in the above table.

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 (the “U.S. Securities Act”) or any other federal securities laws or the securities laws of any state or other jurisdiction of the United States and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons as defined in Regulation S under the U.S. Securities Act (“U.S. Persons”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws. The Company is not registered and does not intend to register as an investment company under the U.S. Investment Company Act of 1940, as amended, and the rules thereunder (the “U.S. Investment Company Act”) in reliance on the exemption set forth in Section 3(c)(7) of the U.S. Investment Company Act, and investors will not be entitled to the benefits afforded to investors in a company registered under the U.S. Investment Company Act. Accordingly, the Equity Shares are only being offered and sold (a) to persons in the United States, or to or for the account or benefit of, U.S. Persons, in each case that are both “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in the Red Herring Prospectus as “U.S. QIBs”), and for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Red Herring Prospectus as “QIBs”) and “qualified purchasers” as defined in Section 2(a)(51) under the U.S. Investment Company Act and referred to in the Red Herring Prospectus as “QPs”) in reliance on the exemption set forth in Section 3(c)(7) of the U.S. Investment Company Act; or (b) outside the United States to investors that are not U.S. Persons, nor persons acquiring for the account or benefit of U.S. Persons, in “offshore transactions” as defined in and in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales occur.

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares of our Company is ₹ 1 each. This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The Floor Price, the Cap Price and the Offer Price, as determined by our Company, in consultation with the book running lead managers (“BRLMs”), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, in accordance with the SEBI ICDR Regulations, and as stated in “Basis for Offer Price” beginning on page 169, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended nor approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Internal Risk Factors” beginning on page 9 of this Abridged Prospectus and on page 33 of the RHP.

PROCEDURE

You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges, Members of the Syndicate, Registrar to the Offer, RTAs, CDPs, Registered Brokers, Bankers to the Offer, Investors' Associations or SCSBs.

If you wish to know about processes and procedures applicable to the Offer, you may request for a copy of the RHP and/or the GID from the BRLMs or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com, respectively, and the websites of the BRLMs at <https://investmentbank.kotak.com>, www.morganstanley.com, www.goldmansachs.com, www.jmfl.com, respectively.

PRICE INFORMATION OF BRLMs

S. No.	Issue name	Name of BRLMs	+/- % change in closing price, [+/- % change in closing benchmark]		
			30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
1	Bluestone Jewellery and Lifestyle Limited	Kotak	Not applicable	Not applicable	Not applicable
2	JSW Cement Limited	Kotak, JM, GS	Not applicable	Not applicable	Not applicable
3	Smartworks Coworking Spaces Limited	Kotak, JM	11.79%, [-1.91%]	Not applicable	Not applicable
4	Travel Food Services Limited	Kotak	5.13%, [-2.37%]	Not applicable	Not applicable
5	Schloss Bangalore Limited	Kotak	-6.86%, [3.34%]	-8.17%, [-1.17%]	Not applicable
		MS	-6.9% [3.2%]	-8.2% [-1.3%]	Not Applicable
6	Hexaware Technologies Limited	Kotak	3.45%, [1.12%]	5.16%, [8.78%]	1.31%, [7.41%]
7	Dr. Agarwal's Health Care Limited	Kotak	3.82%, [-6.18%]	-12.14%, [2.44%]	12.38%, [2.57%]
8	Vikram Solar Limited	JM	Not Applicable	Not Applicable	Not Applicable
9	Brigade Hotel Ventures Limited	JM	-3.22% [-1.38%]	Not Applicable	Not Applicable
10	GNG Electronics Limited	JM	42.55% [-1.42%]	Not Applicable	Not Applicable
11	Indique Spaces Limited	JM	-9.64% [-1.42%]	Not Applicable	Not Applicable
12	Anthem Biosciences Limited	JM	43.54% [-0.68%]	Not Applicable	Not Applicable
13	HDB Financial Services Limited	MS	2.5% [-3.0%]	Not Applicable	Not Applicable
		GS	+2.51% / [-2.69%]	Not Applicable	Not Applicable
15	Dr Agarwal's Health Care Limited	MS	4.0% [-4.4%]	-12.0% [4.2%]	12.4% [5.2%]
16	International Gemmological Institute (India) Limited	MS	24.2% [- 3.1%]	- 21.4% [- 4.4%]	-11.5% [3.8%]
17	Sai Life Sciences Limited	MS	30.6% [- 4.2%]	28.4% [- 7.5%]	40.3% [1.6%]
18	Vishal Mega Mart Limited	MS	40.0% [- 4.2%]	29.9% [- 7.5%]	58.6% [1.6%]

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19	Zinka Logistics Solutions Limited	MS	83.8% [1.0%]	54.3% [-1.8%]	78.2% [5.7%]
21	Bajaj Housing Finance Limited	GS	+99.86% / [-1.29%]	+89.23%[-2.42%]	+64.64% / [-11.77%]
22	Ola Electric Mobility Limited	GS	+44.17% / [+1.99%]	-2.11% / [+0.48%]	-1.51% / [-2.58%]
23	TBO Tek Limited	GS	+69.94% / [+5.40%]	+84.90% / [+9.67%]	+85.23% / [+8.77%]

Notes: 1. Disclosures subject to recent 7 offers (initial public offerings) in current financial year and two preceding financial years managed by each BRLMs with common issues disclosed once. 2. Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. 3. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective issuer at the time of the issue, as applicable. 4. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered. 5. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available. 6. NA means Not Applicable - period not completed.

For further details, please refer to “Other Regulatory and Statutory Disclosures - Price information of past issues handled by the Book Running Lead Managers” on page 468 of the RHP.

BOOK RUNNING LEAD MANAGERS

Kotak Mahindra Capital Company Limited Tel: +91 22 4336 0000 E-mail: urbancompany.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com	Morgan Stanley India Company Private Limited Tel: +91 22 6118 1000 E-mail: urbancompanyipo@morganstanley.com Investor Grievance E-mail: investors_india@morganstanley.com	Goldman Sachs (India) Securities Private Limited Tel: +91 22 6616 9000 E-mail: urbancompanyipo@gs.com Investor Grievance E-mail: india-client-support@gs.com	JM Financial Limited Tel: +91 22 6630 3030 E-mail: urbanco.ipo@jmfml.com Investor Grievance E-mail: grievance.ibd@jmfml.com
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Name of Syndicate Members	Kotak Securities Limited and JM Financial Services Limited
Name of Registrar to the Offer	MUFG Intime India Private Limited (formerly as Link Intime India Private Limited) Tel: : +91 81 0811 4949; E-mail: urbancompany.ipo@in.mpmf.com; Investor Grievance E-mail: urbancompany.ipo@in.mpmf.com
Name of Statutory Auditor	Price Waterhouse & Co Chartered Accountants LLP
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable. As the Offer is an initial public offering of Equity Shares, credit rating is not required
Name of Debenture Trustee	Not Applicable
Self Certified Syndicate Bank(s) and mobile applications enabled for UPI Mechanism	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as ‘Annexure A’ for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=43).
Self-Certified Syndicate Bank(s) or “SCSB(s)”	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35 or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40 or such other website as updated from time to time.
Syndicate SCSB Branches	In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmld=35 , which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time.
Registered Brokers	Bidders can submit ASBA Forms in the Offer using the stockbroker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com , respectively, as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable	The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the BSE and NSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ips/asba_procedures.htm , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ips/asba_procedures.htm , respectively, as updated from time to time. For further details, see “Offer Procedure” on page 486 of the RHP.

PROMOTERS OF OUR COMPANY

Sr. No.	Name	Individual/ Corporate	Experience and Education Qualification / Corporate Information
1.	Abhiraj Singh Bhal	Individual	Abhiraj Singh Bhal, one of our Promoters, is the Chairperson, Managing Director and the Chief Executive Officer of our Company. He has been associated with our Company since December 22, 2014. He is responsible for overall strategy, business growth, market expansion, operations and investor relations. He holds a bachelor's degree in electrical engineering from the Indian Institute of Technology, Kanpur and a postgraduate diploma in management from the Indian Institute of Management, Ahmedabad.
2.	Raghav Chandra	Individual	Raghav Chandra, one of our Promoters, is the Executive Director and Chief Technology and Product Officer of our Company. He has been associated with our Company since December 22, 2014. He is responsible for product technology, design and automation. He holds a bachelor's degree in science from the University of California, Berkeley.
3.	Varun Khaitan	Individual	Varun Khaitan, one of our Promoters, is the Executive Director and Chief Operating Officer of our Company. He has been associated with our Company since December 22, 2014. He is responsible for business operations across the services and products business in India and overseas. He holds a bachelor's degree in electrical engineering from the Indian Institute of Technology, Kanpur.

For details in respect of the Promoters, please see the section entitled titled “Our Promoters and Promoter Group” beginning on page 298 of the RHP.

BUSINESS OVERVIEW AND STRATEGY

Company Overview: Urban Company operates a technology-driven, full-stack online services marketplace for quality driven services and solutions across various home and beauty categories. We operate in 51 cities across India, United Arab Emirates (“UAE”) and Singapore, excluding cities served by our joint venture in Kingdom of Saudi Arabia (“KSA”), of which 47 cities are in India, as at June 30, 2025. Our platform enables consumers to easily order services, including cleaning, pest control, electrician, plumbing, carpentry, appliance servicing and repair, on demand home-help assistance, painting, skincare, hair grooming and massage therapy. These services are delivered by trained and independent service professionals at the consumers’ convenience. In Fiscals 2023 and 2024, we expanded into home solutions with the launch of water purifiers and electronic door locks, respectively, under the brand name ‘Native’. We have also recently launched, and are in the process of scaling up, our on demand home-help assistance (“InstaHelp”) offering in specific micro markets across a number of cities in India.

Geographies Served: India and outside India

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Key Performance Indicators:

Details of our KPIs for the three months ended June 30, 2025, June 30 2024, and for the Financial Years March 31, 2025, March 31, 2024 and March 31, 2023 is set out below:

Metric	Unit	Three months ended June 30,		Fiscal		
		2025	2024	2025	2024	2023
Consolidated Business						
Net Transaction Value ⁽¹⁾	in ₹ million	10,306.06	8,591.82	32,709.14	25,639.05	20,779.49
Revenue from operations ⁽²⁾	in ₹ million	3,672.67	2,808.56	11,444.65	8,280.18	6,365.97
Contribution margin ⁽³⁾	% of NTV	19.67%	19.17%	19.53%	18.81%	16.51%
Adjusted EBITDA ⁽⁴⁾	in ₹ million	210.71	48.18	120.91	(1,190.12)	(2,976.92)
Adjusted EBITDA Margin ⁽⁵⁾	% of NTV	2.04%	0.56%	0.37%	(4.64)%	(14.33)%
Adjusted EBITDA Margin ⁽⁵⁾	% of revenue from operations	5.74%	1.72%	1.06%	(14.37)%	(46.76)%
Profit before tax ⁽⁶⁾	in ₹ million	56.35	126.21	285.53	(927.27)	(3,124.42)
Deferred tax credit ⁽⁷⁾	in ₹ million	13.03	-	2,112.12	-	-
Profit after tax ⁽⁸⁾	in ₹ million	69.38	126.21	2,397.65	(927.72)	(3,124.84)
Annual transacting consumers ⁽⁹⁾	in million	7.02	6.04	6.78	5.75	4.93
Average monthly active service professionals ⁽¹⁰⁾	in number	54,347	50,992	47,833	46,012	42,523
India (India consumer services and Native segments)						
Net Transaction Value ⁽¹⁾	in ₹ million	8,957.52	7,643.74	28,227.08	22,533.76	18,096.92
Revenue from India consumer services and Native ⁽²⁾	in ₹ million	3,313.73	2,492.86	9,974.16	7,382.87	5,738.45
Adjusted EBITDA ⁽⁴⁾	in ₹ million	237.43	210.34	489.10	(357.96)	(1,767.67)
Adjusted EBITDA Margin ⁽⁵⁾	% of NTV	2.65%	2.75%	1.73%	(1.59)%	(9.77)%
Adjusted EBITDA Margin ⁽⁵⁾	% of revenue from operations	7.17%	8.44%	4.90%	(4.85)%	(30.80)%
India consumer services segment						
Net Transaction Value ⁽¹⁾	in ₹ million	8,166.37	7,401.21	26,671.95	22,155.82	18,051.92
Revenue from operations ⁽²⁾	in ₹ million	2,718.27	2,310.47	8,813.93	7,095.16	5,700.31
Revenue from external customers – Services	in ₹ million	2,224.26	1,907.96	6,948.22	5,627.68	4,355.67
Revenue from external customers – Products	in ₹ million	494.01	402.51	1,865.71	1,467.48	1,344.64
Contribution margin ⁽³⁾	% of NTV	20.29%	19.72%	20.20%	19.62%	17.73%
Adjusted EBITDA ⁽⁴⁾	in ₹ million	327.84	296.71	879.33	(101.08)	(1,755.17)
Adjusted EBITDA Margin ⁽⁵⁾	% of NTV	4.01%	4.01%	3.30%	(0.46)%	(9.72)%
Adjusted EBITDA Margin ⁽⁵⁾	% of revenue from operations	12.06%	12.84%	9.98%	(1.42)%	(30.79)%
Annual total transacting consumers ⁽⁹⁾	in million	6.78	5.86	6.54	5.59	4.76
Average monthly active service professionals ⁽¹⁰⁾	in number	51,875	48,983	45,619	44,464	41,177
Native segment						
Net Transaction Value ⁽¹⁾	in ₹ million	791.15	242.53	1,555.13	377.94	45.01
Revenue from operations ⁽²⁾	in ₹ million	595.46	182.39	1,160.23	287.71	38.14
Adjusted EBITDA ⁽⁴⁾	in ₹ million	(90.41)	(86.37)	(390.23)	(256.88)	(12.50)
Adjusted EBITDA Margin ⁽⁵⁾	% of NTV	(11.43)%	(35.61)%	(25.09)%	(67.97)%	(27.77)%
Adjusted EBITDA Margin ⁽⁵⁾	% of revenue from operations	(15.18)%	(47.35)%	(34.25)%	(89.28)%	(32.77)%
International business segment						
Net Transaction Value ⁽¹⁾	in ₹ million	1,348.54	948.08	4,482.06	3,105.29	2,682.57
Revenue from operations ⁽²⁾	in ₹ million	358.94	315.70	1,470.49	897.31	627.52
Contribution margin ⁽³⁾	% of NTV	17.47%	18.12%	19.03%	14.50%	8.35%
Adjusted EBITDA ⁽⁴⁾	in ₹ million	(26.72)	(162.16)	(368.19)	(832.16)	(1,209.25)
Adjusted EBITDA Margin ⁽⁵⁾	% of NTV	(1.98)%	(17.10)%	(8.21)%	(26.80)%	(45.08)%
Adjusted EBITDA Margin ⁽⁵⁾	% of revenue from operations	(7.44)%	(51.37)%	(25.04)%	(92.74)%	(192.70)%
Annual total transacting consumers ⁽⁹⁾	in ₹ million	0.25	0.18	0.24	0.17	0.17
Average monthly active service professionals ⁽¹⁰⁾	in number	2,472	2,009	2,215	1,548	1,346

(1) Net Transaction Value ("NTV") represents the sum of NTV from services and NTV from Native. NTV from services represents the monetary value paid by consumers towards services availed on our platform (gross of taxes, net of discounts, across the Urban Company consumer application, mobile website, net of cancellations). It does not separately include revenue from sale of products sold by us to service professionals as the amount charged to the consumer includes the cost of products to be used during service delivery. Further, it does not include tips given to service professionals by consumers. NTV from Native represents the monetary value of Native products (i.e., water purifiers and electronic door locks) paid by consumers across the Urban Company consumer application, mobile website, third party e-commerce sites and third-party retail stores. The price of the products sold on third party e-commerce sites and third-party retail stores are assumed to be same as price of the products sold on Urban Company consumer application (gross of taxes across the Urban Company consumer application, mobile website and third-party e-commerce sites and third-party retail stores, net of order cancellations/ returns and discounts, gross of channel commissions).; (2) Revenue from operations is as disclosed in the Restated Consolidated Financial Information. Segment revenue of "India consumer services", "Native products" and "International business" is as per the segment revenue stated in note no. 42 in the Restated Consolidated Financial Information.; (3) Contribution margin represents contribution profit as a percentage of NTV. Contribution profit represents the revenue from operations less (i) cost of providing services where our Company is the service provider, (ii) cost of goods sold, (iii) certain other direct costs namely, payment gateway charges, communication costs and minimum guarantee payouts, (iv) support costs and refunds, (v) logistics costs, and (vi) cloud hosting costs.; (4) Adjusted EBITDA is defined as profit before tax less other income, plus finance costs, depreciation and amortization expense, share based payment expense, inventory loss on account of fire, listing expense and share of net loss of joint venture accounted for using equity method and less payment of lease liabilities. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures – Restated profit/(loss) to Adjusted EBITDA" on page 429.; (5) Adjusted EBITDA margin is defined as Adjusted EBITDA as a percentage of NTV and as a percentage of Revenue from Operations.; (6) Profit before tax is as disclosed in the Restated Consolidated Financial Information.; (7) Deferred tax credit is as disclosed in the Restated Consolidated Financial Information.; (8) Profit after tax is as disclosed in the Restated Consolidated Financial Information.; (9) Annual transacting consumers represents the total number of unique consumers who have availed at least one service or more in the trailing 12 month period prior to the end of the reporting period.; (10) Average monthly active service professionals represent the service professionals who have delivered at least one service during a given month. This figure is calculated by averaging the number of such service professionals across all months in a specified period / year. This figure does not include the additional personnel hired by the service professionals.

Revenue segmentation by geographies: Not Applicable.

Revenue segmentation in terms of top 10/20 clients; Industries served: Not applicable

Revenue segmentation by product/service offering:

The table below sets forth breakdown of our revenue from operations by segments for the three months ended June 30, 2025, and 2024 and Fiscals 2025, 2024 and 2023:

	Unit	Three months ended June 30,		Fiscals		
		2025	2024	2025	2024	2023
Revenue from external consumers						
India operations	in ₹ million	3,313.73	2,492.86	9,974.16	7,382.87	5,738.45
– India consumer services	in ₹ million	2,718.27	2,310.47	8,813.93	7,095.16	5,700.31
– Native	in ₹ million	595.46	182.39	1,160.23	287.71	38.14

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	Unit	Three months ended June 30,		Fiscals		
		2025	2024	2025	2024	2023
International business	<i>in ₹ million</i>	358.94	315.70	1,470.49	897.31	627.52
Revenue from operations	<i>in ₹ million</i>	3,672.67	2,808.56	11,444.65	8,280.18	6,365.97

Intellectual property: As on the date of the Red Herring Prospectus, our Company has 68 trademarks and our Material Subsidiary, Handy Homes has seven trademarks registered under various classes under the Trademarks Act 1999, in India. Additionally, our Company has 24 trademarks registered in various countries under their local laws. Our Company has registered two designs of water purifier under class 23-01 for which it has a valid registration certificate from the Controller General of Patents, Designs and Trades, the Patent Office, Government of India. Our Company has applied for a patent – ‘Co-Pilot: comprehensive diagnostic apparatus and method for new technology appliances’ under the Patents Act 1960. Our Company has also applied for a joint patent – ‘an integrated wireless communication system’ under the Patents Act, 1960.

For further information, please see “*Our Business - Brand and Intellectual Property*” and “*Government and Other Approvals - Intellectual Property related approvals*” on pages 250 and 452 respectively of the RHP.

Manufacturing Facilities: Not Applicable.

Market Penetration: In India, approximately 5.5-5.6 million households used Online home services in FY2025. Among these, around 4 million households utilized services offered by Urban Company in the same period. Urban Company’s annual household penetration in top 200 cities is approximately 7.8% in FY2025 and this represents a long-term growth opportunity. In FY2025, in terms of value, approximately ₹41-43 billion is spent by consumers Online out of the total TAM of ₹5,100-5,210 billion (approximately US\$60 billion). In FY2025, approximately 38% of Urban Company’s Serviceable Addressable Market exists in the top 8 cities in India and the remaining 62% exists in the following 192 cities. Urban Company’s Service Addressable Market is 35-36% of the total addressable market in FY2025. (Source: Redseer Report)

Employee strength: As at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023, our Company and our subsidiaries had 1,435, 1,095, 1,188, 1,062 and 1,060 full-time employees, respectively. “*Our Business-Employees*” on page 251 of the RHP.

BOARD OF DIRECTORS

Sr. No	Name	Designation	Experience and Educational Qualification	Other Directorships
1.	Abhiraj Singh Bhal	Chairperson, Managing Director and Chief Executive Officer	He has been associated with our Company since December 22, 2014. He is responsible for overall strategy, business growth, market expansion, operations and investor relations. He holds a bachelor’s degree in electrical engineering from the Indian Institute of Technology, Kanpur and a postgraduate diploma in management from the Indian Institute of Management, Ahmedabad. He is the recipient of Indian Institute of Technology, Kanpur’s Young Alumnus Award in 2020, Indian Institute of Management, Ahmedabad’s Young Alumni Achievers’ Award 2020 and Entrepreneur of the Year award by NASSCOM in 2020. He was named in the list of ‘35 under 35’ by Entrepreneur Magazine in 2017, ‘Most Influential Young Indians: Innovators’ and ‘50 Most Influential Young Indians’ by GQ in 2017 and 2019, respectively, ‘40 under 40’ by Economic Times in 2021, and in Fortune ‘40 under 40’ in 2018, 2019 and in 2021. He is the chairperson of the Confederation of Indian Industry’s Unicorn Forum and a member of the National Startup Advisory Council. He was previously associated with the Boston Consulting Group and has over 13 years of experience.	Indian companies <i>Listed companies</i> Nil <i>Unlisted companies</i> ● Handy Home Solutions Private Limited, India <i>Non-Profit Organisations</i> Nil <i>Foreign Companies</i> ● Urban Company Arabia for Information Technology, Kingdom of Saudi Arabia ● Urban Company Technologies Onshore LLC, UAE ● Urban Home Experts Pte Limited, Singapore ● Urbanclap Technologies DMCC, UAE ● Company WAED Khadmat Al-Munzal for Marketing, Kingdom of Saudi Arabia
2.	Raghav Chandra	Executive Director and Chief Technology and Product Officer	He has been associated with our Company since December 22, 2014. He is responsible for product technology, design and automation. He holds a bachelor’s degree in science from the University of California, Berkeley. He was named in the list of ‘30 under 30’ by Forbes in 2017, ‘40 under 40’ by Fortune in 2018, 2019, and in 2021, and ‘Most Influential Young Indians: Innovators’ and ‘50 Most Influential Young Indian’ by GQ in 2017 and 2019, respectively. He was previously associated with Twitter, Inc. and has over 10 years of experience	Indian companies <i>Listed companies</i> Nil <i>Unlisted companies</i> ● Handy Home Solutions Private Limited, India <i>Non-Profit Organisations</i> Nil <i>Foreign Companies</i> ● Urban Company Arabia for Information Technology, Kingdom of Saudi Arabia ● Urban Company Technologies Onshore LLC, UAE ● Urban Home Experts Pte Limited, Singapore ● Urbanclap Technologies DMCC, UAE
3.	Varun Khaitan	Executive Director and Chief Operating Officer	He has been associated with our Company since December 22, 2014. He is responsible for business operations across the services and products business in India and overseas. He holds a bachelor’s degree in electrical engineering from the Indian Institute of Technology, Kanpur. He is a recipient of Ratan Swarup Memorial Prize by the Indian Institute of Technology, Kanpur in 2009, and Young Alumnus Award by the Indian Institute of Technology, Kanpur in 2021. He was previously associated with Qualcomm Incorporated and the Boston Consulting Group and has over 10 years of experience.	Indian companies <i>Listed companies</i> Nil <i>Unlisted companies</i> ● Handy Home Solutions Private Limited, India <i>Non-Profit Organisations</i> Nil <i>Foreign Companies</i> ● Urban Company Arabia for Information Technology, Kingdom of Saudi Arabia ● Urban Company Technologies Onshore LLC, UAE ● Urban Home Experts Pte Limited, Singapore ● Urbanclap Technologies DMCC, UAE

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Sr. No	Name	Designation	Experience and Educational Qualification	Other Directorships
4.	Vamsi Krishna Duvvuri	Non-Executive Nominee Director	He has been associated with our Company since September 10, 2024. He holds a bachelor's degree in computer science and engineering from the Indian Institute of Technology, Kanpur and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. 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. He has experience in investments in technology-driven companies.	Indian companies <i>Listed companies</i> : Nil <i>Unlisted companies</i> : Nil <i>Non-Profit Organisations</i> : Nil Foreign Companies <ul style="list-style-type: none"> • VD Managers Limited, Cayman Islands • VY EM1 Limited, British Virgin Islands
5.	Ashish Gupta	Independent Director	He has been associated with our Company since March 1, 2022. He holds a degree of bachelor of technology in computer science and engineering from the Indian Institute of Technology, Kanpur. He is also a doctor of philosophy in computer science from the Leland Stanford Junior University, California. He was previously associated with Tavant Technologies Inc., Gupshup Inc., Helion Advisors Private Limited. He has also been serving as an independent director on the board of Info Edge (India) Limited since 2017 and has over 23 years of experience. He has experience in the venture capital sector.	Indian companies <i>Listed companies</i> <ul style="list-style-type: none"> • Info Edge (India) Limited, India • Indegene Limited, India <i>Unlisted companies</i> <ul style="list-style-type: none"> • Cyllid Technologies Private Limited, India • Whatfix Private Limited (formerly known as Quicko Technosoft Labs Private Limited), India <i>Non-Profit Organisations</i> : Nil Foreign Companies <ul style="list-style-type: none"> • Atomiton, USA • Baffle Inc., USA • Gupshup Inc., USA • Infrd Inc., USA • Livspace Pte. Ltd., Singapore • Workspot Inc., USA
6.	Ireena Vittal	Independent Director	She has been associated with our Company since April 20, 2022. She is an alumna of Indian Institute of Management, Calcutta and has also received the 'Distinguished Alumnus Award' from Indian Institute of Management, Calcutta in 2020. She is currently on the boards of Maruti Suzuki India Limited, Asian Paints Limited, Foundation to Educate Girls Globally, Vidhi Centre for Legal Policy, Jal Seva Charitable Foundation and Diageo PLC. She was previously associated with McKinsey & Co. and has several years of experience. She has experience in advisory and consulting for companies.	Indian companies <i>Listed companies</i> <ul style="list-style-type: none"> • Asian Paints Limited, India • Maruti Suzuki India Limited, India <i>Unlisted companies</i> <ul style="list-style-type: none"> • Vidhi Centre for Legal Policy, India <i>Non-Profit Organisations</i> <ul style="list-style-type: none"> • Foundation to Educate Girls Globally, India • Jal Seva Charitable Foundation, India Foreign Companies <ul style="list-style-type: none"> • Diageo PLC, England
7.	Rajesh Gopinathan	Independent Director	He has been associated with our Company since August 1, 2024. He holds a bachelor's degree in electrical and electronics engineering from the Bharathidasan University, Tiruchirappalli and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He was previously associated with Tata Consultancy Services as chief executive officer and managing director. Currently, he is a professor of practice at the Indian Institute of Technology, Bombay and has over 24 years of experience. He has experience in the information technology sector.	Indian companies <i>Listed companies</i> : Nil <i>Unlisted companies</i> <ul style="list-style-type: none"> • National Stock Exchange of India Limited, India <i>Non-Profit Organisations</i> : Nil Foreign Companies: Nil
8.	Shyamal Mukherjee	Independent Director	He has been associated with our Company since March 1, 2022. He holds a bachelor's degree in commerce from the University of Delhi, New Delhi, India. He is also registered with the Bar Council of Delhi. He was previously associated with Pricewaterhouse Coopers Private Limited as chairman and has over 32 years of experience. He has experience in business advisory, tax and regulatory sectors.	Indian companies <i>Listed companies</i> <ul style="list-style-type: none"> • Bharti Airtel Limited, India • ITC Limited, India • JSW Steel Limited, India <i>Unlisted companies</i> <ul style="list-style-type: none"> • Handy Home Solutions Private Limited, India <i>Non-Profit Organisations</i> : Nil Foreign Companies: Nil

For further details in relation to our Board of Directors, see "*Our Management*" beginning on page 280 of the RHP.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of [●] Equity Shares of face value of ₹ 1 each, aggregating up to ₹ 4,720 million by our Company and an Offer for Sale of [●] Equity Shares of face value of ₹ 1 each, aggregating up to ₹ 14,280 million by the Selling Shareholders. See "*Summary of this Red Herring Prospectus*", "*The Offer*" and "*Other Regulatory and Statutory Disclosures*" on pages 21, 87 and 453, respectively.

Offer for Sale

Each of the Selling Shareholders shall be entitled to its respective portion of the proceeds of the Offer for Sale after deducting its proportion of the Offer expenses and relevant taxes thereon. See "*- Offer-related expenses*" on page 164. Each of the Selling Shareholders have, severally and not jointly, authorised its participation in the Offer for Sale to the extent of its respective portion of the Offered Shares, pursuant to their respective consent letters. For details, see "*The Offer*" on page 87. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds.

Fresh Issue

The details of the Proceeds of the Fresh Issue are summarized in the table below:

Particulars	Estimated Amount (in ₹ million)
Gross Proceeds of the Fresh Issue	4,720
<i>Less: Offer expenses to the extent applicable to the Fresh Issue (only those apportioned to our Company)</i>	[●] ⁽¹⁾
Total Net Proceeds	[●] ⁽¹⁾

⁽¹⁾ To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

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Requirement of funds and Utilisation of Net Proceeds

The Company proposes to utilize the Net Proceeds in the manner set forth in the table below:

S. No.	Particulars	Estimated Amount (in ₹ million)
1.	Expenditure for new technology development and cloud infrastructure	1,900.00 ⁽¹⁾
2.	Expenditure for lease payments for our offices	750.00 ⁽¹⁾
3.	Expenditure towards marketing activities	900.00 ⁽¹⁾
4.	General corporate purposes	● ⁽²⁾
	Total Net Proceeds⁽²⁾	●

⁽¹⁾Excluding applicable goods and services tax.

⁽²⁾ To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilized towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

Means of Finance: The Objects are proposed to be funded from the Net Proceeds of the Offer. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds to be raised from the Fresh Issue, as provided under the SEBI ICDR Regulations.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of our Company in the preceding 10 years: Not Applicable.

Terms of issuance of convertible security, if any: Not Applicable.

Name of Monitoring Agency: CARE Ratings Limited.

Shareholding Pattern as on the date of the RHP:

Category of shareholder	Pre-Offer number of Equity Shares (Number of fully paid-up Equity Shares held)	% Holding of Pre-Offer Shareholding
Promoter and Promoter Group	293,362,500	21.10
Public	1,096,690,950	78.90
Total	1,390,053,450	100.00

Number / amount of Equity Shares proposed to be sold by the Selling Shareholders, if any: Up to [●] Equity Shares of face value of ₹ 1 each aggregating up to ₹ 14,280 million. For further details please see page number 1 of this Abridged Prospectus

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The summary of selected financial information of our Company derived from the Restated Consolidated Financial Information is set forth below: (in ₹ million)

Particulars	As at and for the three months ended June 30, 2025*	As at and for the three months ended June 30, 2024*	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Total income from operations (Net)	3,672.67	2,808.56	11,444.65	8,280.18	6,365.97
Net Profit/(Loss) before tax and extraordinary items	56.35	126.21	285.53	(927.27)	(3,124.42)
Net Profit / (Loss) after tax and extraordinary items	69.38	126.21	2,397.65	(927.72)	(3,124.84)
Equity Share Capital	489.77	0.18	489.77	0.17	0.17
Reserves and Surplus	17,806.98	13,896.03	17,468.44	12,926.24	13,394.45
Net worth	18,296.75	13,896.21	17,958.21	12,926.41	13,394.62
Basic earnings per share (Rs.)	0.05	0.09	1.66	(0.66)	(2.25)
Diluted earnings per share (Rs.)	0.05	0.09	1.65	(0.66)	(2.25)
Return on net worth (%)	0.38%	0.91%	13.35%	-7%	-23%
Net asset value per share (Rs.)	12.48	9.80	12.46	9.19	9.64

*Not annualized.

Notes: (1) Basic and Diluted EPS has been calculated in accordance with the Indian Accounting Standard 33 – “Earnings per share”. The face value of equity shares of our Company is ₹1.

(2) Net Asset Value per Equity Share (in ₹) is computed as Net Worth at the end of the period/ year divided by weighted average number of Equity shares, weighted average number of compulsorily convertible cumulative preference shares and vested ESOPs outstanding at the end of the period/ year. (3) Net worth means aggregate of equity share capital and other equity as of June 30, 2025, June 30, 2024 and as of March 31, 2025, March 31, 2024 and March 31, 2023.

For further details, see “Financial Information - Restated Consolidated Financial Information” and “Other Financial Information” on beginning on pages 302 and 405 of the RHP, respectively.

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP:

1. We have incurred net losses and negative operating cash flows in the past. If we are unable to generate adequate revenue growth and increase cost-efficiency, we may not be able to generate positive operating cash flows and maintain profitability in the future, and our viability as an operating business will be adversely affected.
2. If we are unable to continue to provide a satisfactory experience to our consumers, our business and reputation may be materially and adversely affected.
3. We face intense competition from traditional offline players and due to low penetration of online services across the markets we serve, which may result in reduced demand for services on our platform or reduced number of service professionals signing up for our platform, resulting in a negative impact to our revenues and costs.
4. If we are unable to attract and retain service professionals on our platform, our platform will become less appealing.
5. Our business may suffer if we do not successfully manage our current and potential future growth, which may adversely impact our business and financial condition.

For further details, see “Risk Factors” beginning on page 33 of the RHP.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A. A summary of outstanding litigation proceedings involving our Company, Promoters, Subsidiaries, Key Managerial Personnel, Senior Management and Directors as on the date of the Red Herring Prospectus is provided below:

Category of individuals/ entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigations as per the Materiality Policy	Aggregate amount involved* (in ₹ million)
Company						
By our Company	3	N.A.	N.A.	N.A.	1	123.18**
Against our Company	Nil	3	5	N.A.	41	536.65**
Subsidiaries						

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Category of individuals/ entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigations as per the Materiality Policy	Aggregate amount involved' (in ₹ million)
By our Subsidiaries	Nil	N.A.	Nil	N.A.	Nil	Nil
Against our Subsidiaries	Nil	1	Nil	N.A.	Nil	22.50
Directors						
By our Directors	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Directors	1	1	4	N.A.	Nil	12.99
Promoters						
By the Promoters	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Promoters	Nil	Nil	2***	Nil	Nil	Not quantifiable
Key Managerial Personnel						
By the Key Managerial Personnel	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our Key Managerial Personnel	Nil	N.A.	2****	N.A.	N.A.	Not quantifiable
Senior Management						
By the Senior Management	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our Senior Management	Nil	N.A.	Nil	N.A.	N.A.	Nil

* To the extent quantifiable.

** Includes damages of ₹ 120.00 million claimed by our Company against Kent RO Systems Limited in relation to the civil suit filed by our Company.

*** This includes two notices issued by the Office of Labour Commissioner, Karmika Bhavana, Bengaluru against Abhiraj Singh Bhal, Raghav Chandra and Varun Khaitan, who are Executive Directors of our Company, which are mentioned under statutory and regulatory actions against our Directors.

**** This includes two notices issued by the Office of Labour Commissioner, Karmika Bhavana, Bengaluru against Abhiraj Singh Bhal, Raghav Chandra and Varun Khaitan, who are Executive Directors of our Company, which are mentioned under statutory and regulatory actions against our Directors.

There are no outstanding litigations involving our Group Company which may have a material impact on our Company.

For further details on the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” beginning on page 442 of the RHP.

B. Brief details of top 5 material outstanding litigations against the Company and amount involved:

- Our Company has received a show cause notice dated July 20, 2023 under Section 73 of the Central Goods and Services Tax Act, 2017 from the Office of Deputy Commissioner, State Tax Department, Gurugram for a claim of ₹ 187.81 million (including interest) alleging that our Company was not discharging its liabilities under Section 9(5) of the Central Goods and Services Tax Act, 2017. Our Company replied to the show cause notice on September 4, 2023 denying the above mentioned allegations and claim. Thereafter, an order was passed by the Office of Excise and Taxation Officer, Gurgaon (East) dated April 30, 2024 (“**Order**”) directing our Company to pay the amount demanded in the above mentioned show cause notice. Thereafter, our Company filed a writ petition dated July 18, 2024, before the High Court of Punjab and Haryana (“**Writ Petition**”). The High Court of Punjab and Haryana (“**P&H HC**”) passed an interim order dated September 5, 2024 (“**Interim Order**”), staying the Order. Subsequently, the P&H HC has passed a final order dated March 12, 2025, directing that the current matter along with other similar matters, shall be governed by the outcome of the special leave petition filed before the Supreme Court of India, until which the Interim Order will remain in force. Thereafter, our Company has filed an application dated August 5, 2025 before the P&H HC for recalling the Writ Petition and arguing the matter basis merit and the latest circular passed on input tax credit. The matter is currently pending.
- Our Company has received a show cause notice dated July 16, 2024 under Section 74 and Section 122 of the Central Goods and Services Tax Act, 2017 from the Office of Principal Commissioner of CGST & CX, Mumbai-East, Maharashtra for a claim of ₹ 146.00 million alleging non-payment of GST for commission income earned by our Company in Maharashtra and alleged non-discharge of liabilities, among others, under Section 9(5), Section 33 and Section 74 of the Central Goods and Services Tax Act, 2017. Our Company replied to the show cause notices on December 9, 2024, denying the above-mentioned allegations and claim. The matter is currently pending.
- Kent RO Systems Limited has filed a civil suit against our Company on September 5, 2024 (“**Kent Suit**”) before the High Court of Delhi (“**Delhi HC**”) alleging infringement of patent number IN 538824 (“**Suit Patent**”) by our water purifiers, sold under the ‘Native’ brand of our Company and has inter alia sought for a permanent injunction against our Company from manufacturing, selling or offering for sale any product that infringes the Suit Patent as well as damages. The Kent Suit is accompanied by an application for interim permanent injunction against our Company from manufacturing, selling or offering for sale any product that infringes the Suit Patent. Thereafter, our Company has filed a written statement in response to the Kent Suit refuting the infringement claims, demonstrating the invalidity of the asserted claim, and requesting for dismissal of the Kent Suit, along with a counterclaim challenging the validity of the asserted claim in the Suit Patent. The matter is pending hearing on merits and no interim or permanent injunction has been granted against manufacturing or sale of products by our Company till date. Separately, our Company has on January 13, 2025 also filed a civil suit against Kent RO Systems Limited and Mr. Mahesh Gupta (collectively “**Kent**”) (“**UrbanClap Suit**”) before the Delhi HC seeking a permanent injunction restraining Kent from causing loss to our Company by unlawful means, including through misrepresentations and false, misleading and malicious communication to e-commerce platforms thereby causing tortious interference towards our business and disparaging our Native products. Additionally, through the UrbanClap Suit, our Company has also sought damages of ₹ 120.00 million. Pursuant to order dated January 22, 2025, the Delhi HC has directed both parties to refrain from making any communication to e-commerce platforms or to the press in relation to either the Kent Suit or the UrbanClap Company Suit.
- Our Company and Executive Directors received a notice dated April 21, 2025, from the Office of Labour Commissioner, Karmika Bhavana, Bengaluru regarding an inspection conducted in relation to the non-compliance of our Company with the provisions of various labour welfare legislations including Payment of Gratuity Act, 1972, Minimum Wages Act, 1948, Industrial Employment (Standing Orders) Act, 1946 and Maternity Benefit Act, 1961 etc. Similar notice dated April 22, 2025 was issued to our Company along with our Directors, Abhiraj Singh Bhal, Varun Khaitan, Raghav Chandra, Ireena Vittal, Shyamal Mukerjee and Ashish Gupta in relation to the non-compliance of our Company with the provisions of various labour legislations including Karnataka Shops & Commercial Establishment Act, 1961, Minimum Wages Act, 1948 and Payment of Wages of Act, 1936 etc. Our Company has sent responses dated May 2, 2025 and May 7, 2025, respectively to the Labour Commissioner, Karmika Bhavana, Bengaluru, providing the requisite information as per the notices dated April 21, 2025 and April 22, 2025, respectively.
- Our Company has received a notice dated April 24, 2025 from the Assistant Labour Commissioner, Suburban (East), Mumbai, Maharashtra Government, in relation to the complaint received from certain service professionals regarding their engagement on our Company’s platform (“**Complaint**”). Further to such Complaint, our Company sent a letter dated July 7, 2025 to the Labour Commissioner, Mumbai. The matter is currently pending.

C. Regulatory Action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters in last 5 financial years including outstanding action, if any: Nil

D. Brief details of outstanding criminal proceedings against our Promoters: Nil

ANY OTHER IMPORTANT INFORMATION AS PER BRLMs / COMPANY - NIL

DECLARATION BY OUR COMPANY

We hereby confirm that all relevant provisions of the Companies Act, 2013 and the rules, regulations or guidelines issued by the Government of India and the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, each as amended or the rules, guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

Each Selling Shareholder, severally and not jointly, confirm that all statements, disclosures and undertakings made or confirmed by such Selling Shareholder in the Red Herring Prospectus about or in relation to itself as a Selling Shareholder and its portion of the Offered Shares, are true and correct. Each Selling Shareholder, severally and not jointly, assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder(s) or any other person(s) in the Red Herring Prospectus.