Form No. MGT-7

Form language

(•) English ( ) Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

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*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) — U80902MH2012PTC258559

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) — 01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) — 31/03/2025

(c) *Type of Annual filing — (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	UPGRAD EDUCATION PRIVATE LIMITED	UPGRAD EDUCATION PRIVATE LIMITED
Registered office address	3rd Floor CTS-796-A, Fleet Building, Vlg. MA,Opp. Marol Fire Station, Sir M.V. Road, Marol, Andheri (East),Marol Naka,Mumbai,Mumbai,Maharashtra,India,400059	3rd Floor CTS-796-A, Fleet Building, Vlg. MA,Opp. Marol Fire Station, Sir M.V. Road, Marol, Andheri (East),Marol Naka,Mumbai,Mumbai,Maharashtra,India,400059
Latitude details	19.108	19.108
Longitude details	72.879	72.879

(a) *Photograph of the registered office of the Company showing external building and name prominently visible — Photograph-UEPL.pdf

(b) *Permanent Account Number (PAN) of the company — AA******9M

(c) *e-mail ID of the company — *****grad.com

(d) *Telephone number with STD code — +91********58

(e) Website | www.upgrad.com

iv *Date of Incorporation (DD/MM/YYYY) | 11/12/2012

v (a) *Class of Company (as on the financial year end date) | Private company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ○ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ○ Yes ◉ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held ◉ Yes ○ No

(b) If yes, date of AGM (DD/MM/YYYY) | 29/10/2025

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2025

(d) Whether any extension for AGM granted ◉ Yes ○ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension | AB6615753

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY) | 01/11/2025

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	85	Education	64.48
2	S	Other services activities	94	Activities of membership organisations	35.52

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 22

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1		12761658	Upgrad Edtech UK Limited	Subsidiary	100
2		202027882Z	Upgrad Tech PTE Limited	Subsidiary	100
3		5925443	Upgrad Inc.	Subsidiary	100
4		DMCC201951	Upgrad Global FZCO	Subsidiary	100
5		611644010	Knowledgehut Solutions Pty Ltd	Subsidiary	100
6		802812930	Knowledge Hut INC	Subsidiary	100
7		1016580-8	Upgrad Canada Inc	Subsidiary	100
8		201718054E	Knowledgehut Solutions Pte Ltd	Subsidiary	100

9		HRB737007	Transcube Consulting GMBH	Subsidiary	100
10		DMCC139439	Knowledge Hut Solutions DMCC	Subsidiary	100
11		201005229W	Upgrad Institute Pte Ltd	Subsidiary	75.37
12	U80904MH2022NPL380971		Upgrad Foundation	Subsidiary	100
13	U80301MH2011PTC405156		Upgrad Learnings Private Limted	Subsidiary	100
14	U80301MH2021NPL354978		Future Technology Skills Foundation	Subsidiary	99.98
15	U80902MH2019FTC424952		GSP EDUCATION SERVICES PRIVATE LIMITED	Subsidiary	100
16	U93000MH2010PLC402279		CENTUM WORKSKILLS INDIA LIMITED	Subsidiary	100
17		933086	Centum Learning Nigeria Limited	Subsidiary	100
18		1226000712626	PT. Upgrad Teknologi	Subsidiary	100
19		0317541696	Upgrad Tech LLC	Subsidiary	100
20		160390849	Global Study Partner Holdings Pty Ltd	Subsidiary	99.94
21	U80901TG2008PTC058705		GREYCAMPUS EDUTECH PRIVATE LIMITED	Associate	20
22		605880224	Global Study Partners Pty Ltd	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	2460400000.00	10922914.00	10922914.00	10922914.00
Total amount of equity shares (in rupees)	2460400000.00	10922914.00	10922914.00	10922914.00

Number of classes: 1

Class of shares Equity shares of Rs.1 each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	2460400000	10922914	10922914	10922914
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	2460400000.00	10922914.00	10922914	10922914

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	146143000.00	75845703.00	75845703.00	75845703.00
Total amount of preference shares (in rupees)	14185781740.00	2794866190.14	2794866190.14	2794866190.14

Number of classes: 2

Class of shares Class A Preference shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	144580000	75595560	75595560	75595560
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1445800000.00	755955600.00	755955600	755955600

Class of shares Class B Preference shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital

Number of preference shares	1563000	250143	250143	250143
Nominal value per share (in rupees)	8150.98	8150.98	8150.98	8150.98
Total amount of preference shares (in rupees)	12739981740.00	2038910590.14	2038910590.14	2038910590.14

(c) Unclassified share capital

Particulars	**Authorised Capital**
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	**Number of shares**			**Total Nominal Amount**	**Total Paid-up amount**	**Total premium**
	Physical	**DEMAT**	**Total**			
(i) Equity shares						
At the beginning of the year	415341	10507573	10922914.00	10922914	10922914	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	415341.00	10507573.00	10922914.00	10922914.00	10922914.00	
(ii) Preference shares						
At the beginning of the year	389660	74940768	75330428.00	2789713440.14	2789713440.14	
Increase during the year	0.00	515275.00	515275.00	5152750.00	5152750.00	4194843469.50
i Issues of shares	0	515275	515275.00	5152750	5152750	4194843469.5
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	389660.00	75456043.00	75845703.00	2794866190.14	2794866190.14	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		
Before split / Consolidation	Number of shares	

	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☑ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes: 1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Secured unlisted redeemable NCD	2500000	1000	2500000000.00
Total	2500000.00	1000.00	2500000000.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Secured unlisted redeemable NCD	0	2500000000	0	2500000000.00
Total	0.00	2500000000.00	0.00	2500000000.00

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of partly convertible debentures	**Outstanding as at the beginning of the year**	**Increase during the year**	**Decrease during the year**	**Outstanding as at the end of the year**
Total				

(c) Fully convertible debentures

*Number of classes: 0

Classes of fully convertible debentures	**Number of units**	**Nominal value per unit**	**Total value (Outstanding at the end of the year)**
Total			

Classes of fully convertible debentures	**Outstanding as at the beginning of the year**	**Increase during the year**	**Decrease during the year**	**Outstanding as at the end of the year**
Total				

(d) Summary of Indebtedness

Particulars	**Outstanding as at the beginning of the year**	**Increase during the year**	**Decrease during the year**	**Outstanding as at the end of the year**
Non-convertible debentures	0.00	2500000000.00	0.00	2500000000.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	2500000000.00	0.00	2500000000.00

v Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Redeemable unlisted unsecured OCD	375000	1000	375000000	375000000	375000000
Total	375000		375000000		375000000

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

10745389038

ii * Net worth of the Company

2422926.68

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	9151360	83.78	339145	0.45
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others	0	0.00	0	0.00
	Total	9151360.00	83.78	339145.00	0.45

Total number of shareholders (promoters) 3

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	95843	0.88	31826	0.04
	(ii) Non-resident Indian (NRI)	16505	0.15	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	1349	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	421222	3.86	676073	0.89
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	779577	7.14	74260566	97.91
10	Others Trust/AIF	458407	4.20	536744	0.71
	Total	1771554.00	16.23	75506558.00	99.55

Total number of shareholders (other than promoters): 53

Total number of shareholders (Promoters + Public/Other than promoters): 56.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	6
2	Individual - Male	18
3	Individual - Transgender	0
4	Other than individuals	32
	Total	56.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company 2

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**
International Finance Corporation	2121, Pennsylvania Avenue, N.W. Washington DC, 204	20/07/1956	United States	411485	1.78
IFC Emerging Asia Fund, LP	2121, Pennsylvania Avenue, N.W. Washington DC, 204	04/12/2015	United States	685810	2.97

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	56	53
Debenture holders	0	2

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	1	0	2	0	46.08
B Non-Promoter	0	5	0	4	0.00	0.00
i Non-Independent	0	5	0	4	0	0
ii Independent	0	0	0	0	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	6	0	6	0.00	46.08

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 8

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ROHINTON SOLI SCREWVALA	00003423	Director	3648898	
VISHESH SHRIVASTAV	02159016	Director	0	
INDERBIR SINGH DHINGRA	03145392	Director	0	
MAYANK KUMAR	05002534	Director	1384712	
ARNOUD CYRIEL LEO EUGEEN DE MEYER	09408470	Director	0	
CHANDER PRAKASH GURNANI	00018234	Director	0	
KHUSHBOO SANDEEP SHAH	GCEPS8246G	Company Secretary	0	
VENKATESH LAKSHMINARAYANAN TARAKKAD	AANPT8474C	CFO	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
DANIEL LEE ROSENSWEIG	10049059	Director	26/09/2024	Cessation
CHANDER PRAKASH GURNANI	00018234	Director	23/12/2024	Change in designation
MAYANK KUMAR	05002534	Director	01/10/2024	Change in designation

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IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held 4

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

Extra - Ordinary General Meeting	20/05/2024	55	12	95.67
Extra - Ordinary General Meeting	07/11/2024	56	8	91.36
Extra - Ordinary General Meeting	13/11/2024	56	8	91.36
Annual General Meeting	23/12/2024	56	10	95.21

B BOARD MEETINGS

*Number of meetings held: 7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2024	7	7	100
2	03/09/2024	7	7	100
3	30/10/2024	6	2	33.33
4	12/11/2024	6	2	33.33
5	29/11/2024	6	2	33.33
6	02/12/2024	6	5	83.33
7	28/02/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held: 27

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Management Committee Meeting	15/04/2024	2	2	100
2	Management Committee Meeting	30/04/2024	2	2	100

3	Management Committee Meeting	28/05/2024	2	2	100
4	Management Committee Meeting	10/06/2024	2	2	100
5	Management Committee Meeting	04/07/2024	2	2	100
6	Management Committee Meeting	26/07/2024	2	2	100
7	Management Committee Meeting	21/08/2024	2	2	100
8	Management Committee Meeting	05/09/2024	2	2	100
9	Management Committee Meeting	01/10/2024	2	2	100
10	Management Committee Meeting	17/10/2024	2	2	100
11	Management Committee Meeting	03/11/2024	2	2	100
12	Management Committee Meeting	03/12/2024	3	3	100
13	Management Committee Meeting	23/12/2024	3	3	100
14	Management Committee Meeting	03/01/2025	3	3	100
15	Management Committee Meeting	07/02/2025	3	3	100
16	Management Committee Meeting	28/02/2025	3	3	100
17	Management Committee Meeting	28/03/2025	3	3	100
18	Investment Committee Meeting	05/04/2024	2	2	100
19	Investment Committee Meeting	02/05/2024	2	2	100
20	Investment Committee Meeting	26/06/2024	2	2	100
21	Investment Committee Meeting	20/08/2024	2	2	100
22	Investment Committee Meeting	26/09/2024	2	2	100
23	Investment Committee Meeting	07/11/2024	2	2	100
24	Audit Committee Meeting	28/05/2024	4	4	100

25	Audit Committee Meeting	03/09/2024	4	4	100
26	Audit Committee Meeting	26/11/2024	4	4	100
27	Audit Committee Meeting	28/02/2025	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/10/2025 (Y/N/NA)
1	ROHINTON SOLI SCREWVALA	7	7	100	27	27	100	Yes
2	VISHESH SHRIVASTAV	7	4	57	4	4	100	No
3	INDERBIR SINGH DHINGRA	7	4	57	4	4	100	No
4	MAYANK KUMAR	7	7	100	27	27	100	Yes
5	ARNOUD CYRIEL LEO EUGEEN DE MEYER	7	3	42	0	0	0	No
6	CHANDER PRAKASH GURNANI	7	4	57	0	0	0	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Khushboo Shah	Company Secretary	4000000	0	0	0	4000000.00
2	Venkatesh Tarakkad	CFO	25000000	0	0	0	25000000.00
	Total		29000000.00	0.00	0.00	0.00	29000000.00

C *Number of other directors whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 58

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder or Debenture holder (3).xlsm

(b) Optional Attachment(s), if any:
MGT-8_Upgrad_Signed.pdf
Gmail - UDIN generation.pdf
Clarification letter UEPL MGT-7 (2024-25) (1).pdf
List of Shareholders & Debentureholders.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of UPGRAD EDUCATION PRIVATE LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by DEEPTI SUDHIR JOSHI Digitally signed by DEEPTI SUDHIR JOSHI

Name: Deepti Joshi

Date (DD/MM/YYYY): 10/11/2025

Place: Mumbai

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number: 8*6*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: AANPT8474C

*(b) Name of the Designated Person: VENKATESH LAKSHMINARAYANAN TARAKKAD

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 07 dated* (DD/MM/YYYY) 29/05/2021 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

Mayank Kumar Digitally signed by Mayank Kumar Date: 2025.12.22 17:13:01 +05'30'

*Designation: Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator: 0*0*2*3*

***To be digitally signed by**

Keshav Madhusudan Daliya Digitally signed by Keshav Madhusudan Daliya Date: 2025.12.22 19:26:48 +05'30'

○ Company Secretary ◉ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number:

Certificate of practice number: 1*5*1

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AB9819318
eForm filing date (DD/MM/YYYY)	22/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company