ANNUAL REPORT FOR THE FINANCIAL YEAR 2024-25

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Registered Office: First Floor, No.10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam, Chennai, Tamil Nadu- 600093, India
CIN: U74910TN2006PTC060463, **Email:** ram@361dm.com, **Phone No.:** +91 9884410984

THE BOARD OF DIRECTORS (as on 31/03/2025)

Mr. Sowmyanarayanan Sadagopan	Chairman, Non-Executive Director
Mr. Piyush Sharma	Non-Executive Director
Mr. Rammohan Parameswaran	Whole Time Director
Mr. Krishnamurthy Ramachandran	Executive Director
Mr. Satya Narayanan Ramakrishnan	Non-Executive Director
Mr. Nikhil Mahajan	Non-Executive Director

STATUTORY AUDITORS **(Financial Year 2024-25)**	M/s. AV Devan & Co., Chartered Accountants Firm Registration No.: 000726S
REGISTERED OFFICE	First Floor, No.10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam, Chennai, Tamil Nadu- 600093, India
ISIN	INE0X3I01018

AGM NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19TH (NINETEENTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, SEPTEMBER 23, 2025, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT FIRST FLOOR, NO. 10, SATHYA GARDENS, KAMARAJAR NAGAR, 80 FEET ROAD, SALIGRAMAM, CHENNAI, TAMIL NADU- 600093, INDIA, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2025:**

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

   "RESOLVED THAT the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the notes thereto and reports of the Statutory Auditor and Board of Directors, thereon, be and are hereby considered, approved and adopted."

2. **Retirement by Rotation:**

   To appoint a director in place of Mr. Krishnamurthy Ramachandran (DIN: 10521748), Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or amendments(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of **Mr. Krishnamurthy Ramachandran (DIN: 10521748),** Executive Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment, as a Director liable to retire by rotation."

3. **Retirement by Rotation:**

   To appoint a director in place of Mr. Nikhil Mahajan (DIN: 00033404), Non-Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or amendments(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the

Company be and is hereby accorded to the re-appointment of **Mr. Nikhil Mahajan (DIN: 00033404),** Non-Executive Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment, as a Director liable to retire by rotation."

By order of the Board of Directors
For Threesixtyone Degree Minds Consulting Private Limited

Rammohan Parameswaran
Whole Time Director
DIN: 01828999

Address: F1 Block-2, Queens Park Apartments, 9,
SSR Pankajam Road, Saligramam, Chennai, Tamil Nadu- 600093

Date: July 31, 2025
Place: Chennai

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote instead of himself/ herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the Company's Registered Office not less than 48 (Forty-Eight) hours before the commencement of the Meeting. The instrument appointing the proxy is annexed as **Annexure A**.

   Further, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Pursuant to the provisions of Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and the applicable rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from September 16, 2025 to September 23, 2025 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

5. Members are requested to send their queries, if any, on the accounts and operations of the Company at ram@361dm.com well in advance, to enable the Company to respond to the queries received at the AGM.

6. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

7. Only Bonafide Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.

8. Additional Information, pursuant to Secretarial Standard 2 (SS- 2) as issued by the Institute of Company Secretaries of India ("ICSI") with respect to the Director's seeking appointment/ re- appointment is annexed as **Annexure B.**

9. Route Map and the prominent landmark is annexed as **Annexure C.**

By order of the Board
Threesixtyone Degree Minds Consulting Private Limited

Rammohan Parameswaran
Whole Time Director
DIN: 01828999

Address: F1 Block-2, Queens Park Apartments, 9,
SSR Pankajam Road, Saligramam, Chennai, Tamil Nadu- 600093

Date: July 31, 2025
Place: Chennai

Annexure A

Form No. MGT-11

Proxy form

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

CIN: U74910TN2006PTC060463
Name of the Company: Threesixtyone Degree Minds Consulting Private Limited
Registered Office: First Floor, No.10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam, Chennai, Tamil Nadu- 600093, India

Name of the members (s): Registered address: E-Mail Id: Folio No./ Client ID: DP ID:

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

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

2. Name: .....
   Address:
   E-mail Id:
   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 19th Annual General Meeting of the Company, to be held on Tuesday, September 23, 2025 at 11:00 A.M. at the Registered Office of the Company situated at First Floor, No. 10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam, Chennai, Tamil Nadu-600093 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
Ordinary Businesses:			
1.	Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2025		
2.	To appoint a director in place of Mr. Krishnamurthy Ramachandran (DIN: 10521748), Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment		
3.	To appoint a director in place of Mr. Nikhil Mahajan (DIN: 00033404), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.		

Signed this ---------- 2025

Affix
Revenue
Stamp

Signature of the shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note:

The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP FOR ATTENDING THE 19TH ANNUAL GENERAL MEETING

Venue of the meeting: First Floor, No. 10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam, Chennai, Tamil Nadu - 600093.

Date and Time: Tuesday, September 23, 2025, at 11:00 A.M.

Please fill the attendance slip and hand over at the entrance of the meeting venue

Regd. Folio No./ DP ID & Client ID	
Name of the Shareholder	
No. of Shares held	

I certify that I am the registered shareholder/ Proxy for the registered shareholder of the Company holding _____ shares.

I hereby record my presence at the 19th Annual General Meeting of Threesixtyone Degree Minds Consulting Private Limited held on Tuesday, September 23, 2025, at 11:00 A.M. at the Registered Office of the Company situated at First Floor, No. 10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam, Chennai, Tamil Nadu- 600093.

Signature of the Member/ Proxy

Annexure B

Information, pursuant to Secretarial Standards on General Meeting regarding Directors seeking re-appointment and/or fixation of remuneration of Director is given below:

S. No.	Particulars	Information	Information
1.	**Name of the Director**	**Mr. Krishnamurthy Ramachandran, pursuant to his retiring by Rotation at the 19th AGM**	**Mr. Nikhil Mahajan, pursuant to his retiring by Rotation at the 19th AGM**
2.	**Date of Birth and age**	Date of Birth: January 15, 1964 Age: 61 years	Date of Birth: July 06, 1971 Age: 54 years
3.	**Date of First Appointment on the Board**	February 24, 2024, as an Additional Director. Regularized as a Director at Extra Ordinary General Meeting dated April 30, 2024	February 24, 2024, as an Additional Director. Regularized as a Director at Extra Ordinary General Meeting dated April 30, 2024
4.	**Date of re- appointment**	September 23, 2025	September 23, 2025
5.	**Qualification**	B. Com and P.G. Diploma in Journalism and Mass Communication.	Bachelor's degree in electrical engineering from Indian Institute of Technology (Banaras Hindu University), Varanasi and a Post Graduate Diploma in MBA (Finance) from IIM- Bangalore.
6.	**Experience**	He has over 37 years of experience across various sectors, including journalism, corporate communication, technology and education.	He has over 31 years of experience in the field of finance and education sector.
7.	**List of other Companies in which Directorship held**	Nil	As mentioned below*
8.	**Chairman/ Member of Committees of Board of Directors of the Company**	Nil	Nil
9.	**Chairman/ Member of Committees of Board of Directors of other Companies**	Nil	He is a member of Stakeholders' Relationship Committee in CL Educate Limited since July 22, 2014.
10.	**No. of Equity Shares held in the Company (as on March 31, 2025)**	2,275	Nil
11.	**No. of Board Meetings attended during the Financial Year 2024-25**	4 out of 4	4 out of 4
12.	**Terms and Conditions of appointment/ re-appointment along with**	Re-appointment pursuant to his retiring by rotation is being sought.	Re-appointment pursuant to his retiring by rotation is being sought.

S. No.	Particulars	Information	Information
	remuneration sought to be paid		
13.	**The Remuneration last drawn**	Monthly Remuneration of Rs. 1,50,000/- subject to TDS deduction at applicable rates, for the Financial Year 2024-25, and reimbursement of expenses for participation in the Board and other meetings and other Company related work.	Mr. Nikhil Mahajan will not be paid any Remuneration other than reimbursement of expenses for participation in the Board and other meetings and other Company related work.
14.	**Remuneration sought to be paid**	Monthly Remuneration of Rs. 1,50,000/- subject to TDS deduction at applicable rates, and reimbursement of expenses for participation in the Board and other meetings and other Company related work on actual basis.	Reimbursement of expenses for participation in the Board and other meetings and other Company related work on actual basis.
15.	**Relationship with other directors, Manager and Key Managerial Personnel**	The appointee director has no relationship with other directors, Managers and/or Key Managerial Personnel of the Company.	The appointee director has no relationship with other directors, Managers and/or Key Managerial Personnel of the Company.

***List of other Companies in which Directorship held by Mr. Nikhil Mahajan**

S. No	Name of the Companies	Designation	Date of Appointment
1	CL Educate Limited	Whole Time Director	12.10.2001
2	Bilakes Consulting Private Limited	Director	10.03.2008
3	Kestone CL Asia Hub Pte. Ltd. (Singapore)	Director	08.01.2009
4	Kestone CL US Limited	Director	22.03.2018
5	CL Educate (Africa) Ltd. (Mauritius)	Director	13.01.2020
6	PT Kestone CLE Indonesia	Director	04.01.2023
7	CL Singapore Hub Pte. Ltd.	Director	16.08.2023
8	Threesixtyone Degree Minds Consulting Private Limited	Director	24.02.2024
9	Career Launcher Infrastructure Private Limited	Director	12.07.2024
10	Career Launcher Private Limited	Director	12.07.2024
11	Kestone Utsav Private Limited	Director	20.12.2025

By order of the Board
Threesixtyone Degree Minds Consulting Private Limited

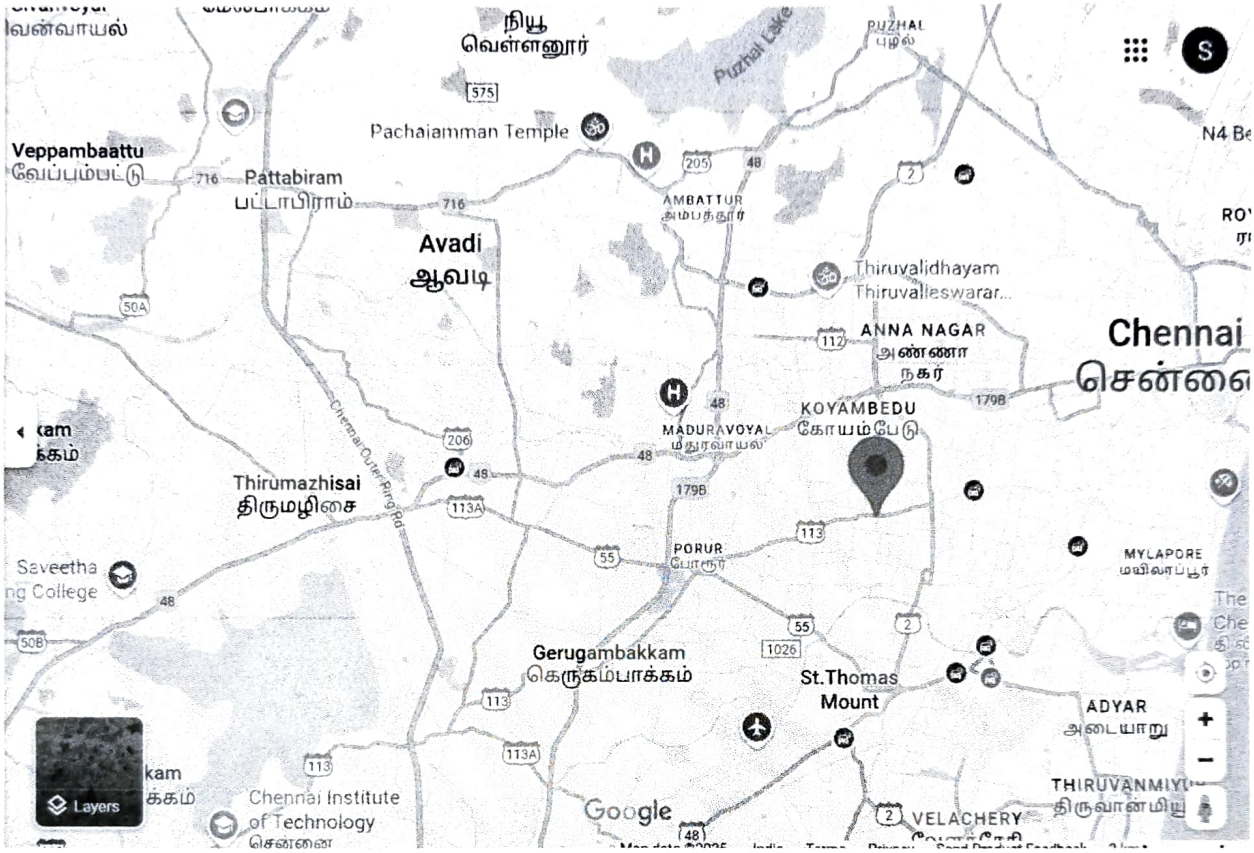
Rammohan Parameswaran
Whole Time Director
DIN: 01828999

Address: F1 Block-2, Queens Park Apartments, 9,
SSR Pankajam Road, Saligramam, Chennai, Tamil Nadu- 600093

Date: July 31, 2025
Place: Chennai

Annexure C

ROUTE MAP FOR ATTENDING THE 19TH ANNUAL GENERAL MEETING



BOARD'S REPORT 2025

To,
The Members,
Threesixtyone Degree Minds Consulting Private Limited

Dear Member(s),

The Board of Directors of your Company takes pleasure in presenting the 19th Board's Report on the business and operations of Threesixtyone Degree Minds Consulting Private Limited (hereinafter referred to as "the **Company**" or "**361DM**") together with the Company's Audited Financial Statements and the Independent Auditor's Report thereon for the Financial Year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS/ SUMMARY

(Amount in Rs. Lacs)

Particulars	**March 31, 2025**	**March 31, 2024**
Total Income	243.53	457.53
Total expenditure	368.07	1,303.44
Profit / (Loss) before tax	(124.54)	(845.91)
Tax Expense	.2.55	(154.23)
Profit / (Loss) after tax	**(127.09)**	**(691.68)**
Exceptional Items	**-**	**-**
Profit for the year	**-**	**-**
Other Comprehensive Income	**-**	**-**
Total Comprehensive Income/ (loss)	**(127.09)**	**(691.68)**

Total Income of the Company decreased by 46.78% to Rs. 243.53 Lacs in Financial Year 2024-25 from Rs. 457.53 Lacs in Financial Year 2023-24.

Total expenditure of the Company decreased by 71.76% to Rs. 368.07 Lacs in Financial Year 2024-25 from Rs. 1,303.44 Lacs in Financial Year 2023-24.

2. STATE OF COMPANY'S AFFAIRS

Your Company is currently engaged in being a comprehensive solution provider for the modern educational landscape. The Company offers a wide spectrum of services including:

a) Cutting-edge educational technology,
b) Engaging digital content creation,
c) Strategic digital marketing and branding,
d) Efficient learner acquisition strategies,
e) Dedicated student services and success initiatives, and
f) Transforming online education into a successful venture for universities.

As a one-stop shop for online education management, the Company is committed to driving innovation, fostering academic excellence, and creating opportunities for lifelong learning.

Your directors are optimistic about the outlook, and they expect the business to do much better in the years to come.

3. DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES AS ON THE DATE OF THIS REPORT

As on date of this report, 361DM has two subsidiaries, one Wholly Owned Subsidiary Company and one Subsidiary Company, as stated below:

a. Threesixtyone Degree Minds Consulting Inc., US, **("361DM US")** a Wholly Owned Subsidiary incorporated in the US on April 23, 2018. The Company did not conduct any business operations during the Financial Year under review.

b. During the year under review, the Board of Directors and the Shareholders of the Company, at their respective Meetings held on March 30, 2024 and April 30, 2024, approved an investment in the equity share capital of Ice Gate Educational Institute Private Limited ("Ice Gate") [an erstwhile 73.5% Subsidiary Co. of CL Educate Limited ("CL")] by acquiring the entire 73.5% stake from CL, at a total consideration of approximately Rs. 6.36 Crores, to be paid in kind, by way of fresh issuance of Company's equity shares of an equivalent value to CL on a preferential basis. The proposed transaction was carried out at arm's length basis, based on the Valuation of both the Companies carried out by separate and Independent Category 1 Merchant Bankers. Under this arrangement, the equity shares of the Company were allotted to CL by the Share Allotment Committee on January 29, 2025.

   Hence, Ice Gate became a 73.5% Subsidiary Company of the Company on January 29, 2025. Incorporated under the Companies Act, 2013 on August 12, 2015, ICE Gate is engaged in the business of providing platform for students preparing for Graduate Aptitude Test in Engineering (GATE) and related exams.

   The Company's total income decreased by 47% to Rs. 243.53 Lacs in FY 2025 from Rs. 457.53 Lacs in FY 2024. Following the post-COVID transition to a new business model, while there has been a temporary dip in revenue from operations this financial year, management remains confident in the potential for growth under the new model, anticipating increased revenue from operations moving forward.

4. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during the year under review.

5. DIVIDEND

The Board of Directors does not recommend any Dividend for the Financial Year 2024-25.

6. CAPITAL AND FINANCE:

As on March 31, 2025;

- **Authorized Share Capital of the Company-** Rs. 1,00,00,000/- comprising of 5,50,000 Equity Shares of Face Value Rs. 10/- each and 4,50,000 Preference Shares of Rs. 10/- each.

- **Paid-Up Share Capital of the Company-** Rs. 6,72,340/- comprising of 67,234 equity shares of Face Value Rs. 10/- each.

Changes to the Capital Structure during the year under review:

a. Reclassification of Authorized Share Capital:

At the Extra Ordinary General Meeting held on April 30, 2024, the Shareholders of the Company approved re-classification of the Authorized Share Capital of the Company and consequent Alteration of the Capital Clause of the Memorandum of Association ("MOA"). The Authorised Share Capital was re-classified from Rs. 1,00,00,000/- comprising of 50,000 equity shares of Face Value Rs. 10/- each and 9,50,000 preference shares of Rs. 10/- each to Rs. 1,00,00,000/- comprising of 5,50,000 Equity Shares of Face Value Rs. 10/- each and 4,50,000 Preference Shares of Rs. 10/- each.

b. **Conversion of CCPS into Equity Shares**:
At their respective Meetings held on March 30, 2024 and April 30, 2024, the Board of Directors and the Shareholders of the Company approved the conversion of 59,000, 5% Cumulative Convertible Preference Shares **("CCPS")** into 2,413 equity shares of the Company, as per the pre-agreed conversion formula i.e., at a discounted rate of 18% IRR, based on the Valuation Report dated March 20, 2024 issued by Navigant Corporate Advisors Limited, an independent Category 1 Merchant Banker. In this respect, the transaction was completed on January 13, 2025 with the Share Allotment Committee allotting the equity Shares to the CCPS Holders in lieu of the CCPS held by them.

c. **Allotment of Equity Shares on Preferential Basis:**
At its Meeting held on March 30, 2024, the Board had approved the overall transaction of the purchase of 7,350 numbers of equity shares of ICE Gate from CL at a total consideration of Rs. 6.36 Cr approximately, to be paid in kind, by way of issuance of 17,199 equity Shares of the Company to CL. The transaction had been approved by the shareholders of the Company on April 30, 2024. At its Meeting held on January 29, 2025, the Share Allotment Committee approved the allotment of 17,199 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 3,687/- per share aggregating approximately to Rs.6.36 Crores on preferential basis through private placement mechanism to CL, for consideration other than cash, against the purchase of the 73.5% stake in the paid-up equity share capital of Ice Gate i.e., 7,350 equity shares at Rs. 8,652/ each based on the Valuation Report of the Equity Shares of Ice Gate dated March 05, 2024, issued by V.B. Desai Financial Services Limited and Valuation Report of the Equity Shares of 361DM dated March 20, 2024, issued by Navigant Corporate Advisors Limited, both independent Category 1 Merchant Bankers.

d. **Finance:**
During the year under review, the Company availed a fund-based credit facility of upto Rs. 2 Crores from the HSBC Bank in order to meet the Company's day-to-day working capital requirements.

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes or commitments have occurred after the closure of the Financial Year till the date of this report, which may affect the financial position of the Company.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments made by the Company, covered under the provisions of Section 186 of the Act, are given in Note No. 15 to the Financial Statements of the Company.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

As a matter of practice, all Contracts or Arrangements with Related Parties and all Related Party Transactions are placed before the Board on a periodic basis. Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or

arrangements with related parties under section 188 are annexed as Annexure-I to this report in the prescribed form AOC-2.

Details of the Related Party Transactions as per the relevant Accounting Standards are given in Note No 34 to the Financial Statements of the Company.

10. TRANSFER TO RESERVES

Pursuant to section 134(3)(j), there is no amount which the Board proposes to carry to any reserves.

Balance of other equity as on 31st March 2025 is Rs. 344.76 Lacs

11. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of the Annual Return for the Financial Year 2024-25 is available on the website of the Company at the web link https://www.361dm.com/annual-return-2024-25.pdf.

12. DISCLOSURE OF ENERGY CONSERVATION, TECHNOLOGY ABSORBTION & FOREIGN EXCHANGE EARNINGS & OUTGO

The Company does not carry any manufacturing activity, thus, disclosure requirements regarding Energy Conservation etc. under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. However, wherever possible and feasible, continuous efforts have been made for conservation of energy and to minimize energy cost and to upgrade the technology with a view to increasing efficiency and to reduce the cost of operations.

During the Financial Year under review, the Foreign Exchange earnings were USD NIL-and Foreign Exchange outgo was USD NIL

13. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Your Company complies with the mandatory Secretarial Standards issued by the ICSI.

14. INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has aligned its current system of Internal Financial Controls with the requirements of the Act, some of which are as under:

i. Robust and fully functional accounting software to help with the accounting needs of the Company.

ii. There is an appropriate maker-checker system in place, whereby there is complete manpower segregation to keep a check on accounting entries.

There are no adverse remarks or qualified opinion expressed by the Statutory Auditor in its report on Internal Financial Controls over financial reporting under Section 143 of the Act.

15. DIRECTORS

a) Appointments & Cessations during the Financial Year 2024-25:

- Mr. Sowmyanarayanan Sadagopan (DIN: 00118285)- appointed as an Additional Director (Non-Executive, Chairman) by the Board on and with effect from May 07, 2024, and regularized by the Members at the Annual General Meeting of the Company held on August 27, 2024 as a director liable to retire by rotation.

- Mr. Rammohan Parameswaran (DIN: 01828999)- appointed as a Whole-Time Director (Executive, Professional), liable to retire by rotation, for an initial period of three years from February 17, 2024, till February 16, 2027, by the Board on August 01, 2024, and approved and ratified by the Members at the Annual General Meeting of the Company held on August 27, 2024.

- Mr. Krishnamurthy Ramachandran (DIN: 10521748)- Regularized as an Executive Director for a period of 3 years w.e.f. February 24, 2024, liable to retire by rotation, at the Extra- Ordinary General Meeting of the Company held on April 30, 2024.

- Mr. Piyush Sharma (DIN: 08759840)- Regularized as a Non- Executive Director, liable to retire by rotation, at the Extra- Ordinary General Meeting of the Company held on April 30, 2024.

- Mr. Nikhil Mahajan (DIN: 00033404)- Regularized as a Non- Executive Director, liable to retire by rotation, at the Extra- Ordinary General Meeting of the Company held on April 30, 2024.

b) Retirement by Rotation at the 18th AGM held on August 27, 2024

Mr. Rammohan Parameswaran (DIN: 01828999), and Mr. Satya Narayanan Ramakrishnan (DIN: 00307326) retired by rotation at the 18th Annual General Meeting and were re-appointed thereat by the Members.

c) Retirement by Rotation at the ensuing (19th AGM)

- Mr. Krishnamurthy Ramachandran (DIN: 10521748), Director, who retires by rotation at the 19th Annual General Meeting, and being eligible, has offered himself for re-appointment, is proposed to be re-appointed. A resolution seeking members' approval to the re- appointment of Mr. Krishnamurthy Ramachandran has been incorporated in the notice convening the 19th AGM of the Company.

- Mr. Nikhil Mahajan (DIN: 00033404), Director, who retires by rotation at the 19th Annual General Meeting, and being eligible, has offered himself for re-appointment, is proposed to be re-appointed. A resolution seeking members' approval for the re- appointment of Mr. Nikhil Mahajan has been incorporated in the notice convening the 19th AGM of the Company.

d) Disclosure of Interest in other concerns

The Company has received the annual disclosures from all the Directors in the prescribed format, indicating their directorships and interest in other companies for the Financial Year 2025–26.

The Company has also received confirmation from all Directors that on March 31, 2025, none of them were disqualified from being appointed or continuing as Directors under Section 164(2) of the Companies Act, 2013.

e) Appointments & Cessations after the end of the Financial Year 2024-2025 till the date of this Report:

None

16. AUDITOR AND AUDITOR'S REPORT

Statutory Auditors

The Board of Directors and Members of the Company, at their respective meetings held on August 30, 2023 and September 21, 2023, approved the appointment of M/s AV Devan & Co., Chartered Accountants (Firm Registration No.: 000726S), as the Statutory Auditors of the Company for a term of five (5) consecutive years ("first term") commencing from the Financial Year 2023-24 till the Financial Year 2027-28, i.e., to hold office till the conclusion of the 22nd Annual General Meeting to be held during the Financial Year 2028-29.

Total fees paid/ payable by the Company to **M/s AV Devan & Co, Statutory Auditors** of the Company, pertaining to the Financial Year 2024-25 (excluding other expenses and taxes, if any) as is stated below:

S. No	Particulars	Amount paid/ payable for FY 2024-25 (in Rs.)
a)	Statutory Audit Fees	Rs. 1,35,000/- + GST
b)	Limited Review Fees	Rs. 40,000/- + GST
Total		**Rs. 1,75,000/- + GST**

Statutory Auditor's Report 2025

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditor in their Audit Report or CARO Report for the Financial Year ended March 31, 2025.

17. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE ACT OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors of the Company have not reported any fraud to the Board of Directors of the Company under the provisions of Section 143(12) of the Act.

18. CORPORATE GOVERNANCE

Your company strives to ensure that the best Corporate Governance practices are identified, adopted and consistently followed. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value.

As on the date of this report, your Company has 6 Directors on Board, out of which Mr. Satya Narayanan Ramakrishnan, Mr. Nikhil Mahajan, Mr. Piyush Sharma, and Mr. Sowmyanarayanan Sadagopan are Non-Executive Directors and Mr. Rammohan Parameswaran and Mr. Krishnamurthy Ramachandran are Executive Directors.

The details of the remuneration paid to the Directors are given in note no 22 in the Financial Statements.

19. NUMBER OF MEETINGS OF THE BOARD

Four (4) Board meetings were held during the Financial Year under review. The dates of the Board meeting along with the strength and number of Directors present are as stated below:

S. No.	Date	Board Strength	No. of Directors Present
1.	07/05/2024	5	5
2.	01/08/2024	6	6
3.	09/11/2024	6	5
4.	31/01/2025	6	6

- **Attendance at Board Meetings held during the afore-said period:**

Board Meetings held	No. of meetings entitled to attend	No. of meetings attended
Directors' Attendance		
Mr. Rammohan Parameswaran	4	4
Mr. Satya Narayanan Ramakrishnan	4	4
Mr. Nikhil Mahajan	4	4
Mr. Piyush Sharma	4	4
Mr. Krishnamurthy Ramachandran	4	4
Mr. Sowmyanarayanan Sadagopan*	3	2

* Appointed as the last Agenda Item at the Board Meeting dated May 07, 2024.

The Company is not required to constitute any committee of the Board pursuant to the provisions of the Act.

20. CORPORATE SOCIAL RESPONSIBILITY

The said provisions were not applicable to the Company during the year under review.

21. RISK MANAGEMENT

The Company has an in-built mechanism in all its operations to mitigate risks inherent to the industry in which the Company is operating.

22. WHISTLE BLOWER/ VIGIL MECHANISM

Section 177 of the Act is not applicable to your Company.

23. DISCLOSURES

a. No Bonus Shares were declared for the Financial Year 2024-25.
b. There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
c. Your Company has not issued any Equity shares with Differential rights during the Financial Year under review.
d. Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
e. During the year under review, the Board of Directors and the Shareholders of the Company, at their respective Meetings held on March 30, 2024 and April 30, 2024, approved the conversion of 59,000 preference shares of the Company into 2,413 equity shares of the Company, at the pre-agreed Conversion Formula, based on the Valuation of the Shares of the Company by a Category 1 Merchant Banker. Equity shares were allotted to the CCPS Holders by the Share Transfer Committee on January 13, 2025.
f. During the year under review, the Board of Directors and the Shareholders of the Company, at their respective Meetings held on March 30, 2024 and April 30, 2024, approved an investment in the equity

share capital of Ice Gate Educational Institute Private Limited [a 73.5% Subsidiary Co. of CL] by acquiring the entire 73.5% stake from CL, at a total consideration of approximately Rs. 6.36 Crores, to be paid in kind, by way of fresh issuance of Company's equity shares of an equivalent value to CL on a preferential basis. The proposed transaction was carried out at arm's length basis, based on the Valuation of both the Companies carried out by separate and Independent Category 1 Merchant Bankers. Equity shares were allotted to CL by the Share Allotment Committee on January 29, 2025.

g. Your Company has not accepted any Public Deposits.
h. Your Company has not bought back any of its securities during the Financial Year under review.
i. No significant material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.
j. The maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act is not applicable to the Company.
k. The provisions related to appointments of Independent Directors are not applicable to the Company. No independent director was appointed during the year. Accordingly, the requirement to provide a statement by the Board with regard to integrity, expertise and experience (including the proficiency) of the independent director does not arise.

24. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has a policy against sexual harassment at the workplace and has constituted an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received under the Act during the year, nor is any complaint pending or outstanding for redressal as on March 31, 2025.

Report on Sexual Harassment Complaints for the Financial Year 2024-25:

S. No.	Particulars	Financial Year 2024-25
1	The number of sexual harassment complaints received during the year	NIL
2	The number of such complaints disposed of during the year.	NIL
3	The number of cases pending for a period exceeding ninety days.	NIL

The Company's Policy on sexual harassment at the workplace is available on the website of the Company at the web link https://www.361dm.com/POSH%20policy_361DM.pdf

25. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

a) in the preparation of the Annual Accounts for the Financial Year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year ended March 31, 2025, and of the Loss of the Company for that period;
c) the Directors have taken proper and sufficient care with the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and

for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis; and

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

26. OTHER DISCLOSURES

a) During the year under review, the Company did not make any application under the Insolvency and Bankruptcy Code, 2016, and hence no proceeding is pending under the Code.

b) The requirement of stating the difference between the amount of valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions does not arise, as the same is not applicable on the Company.

c) Your Company is compliant with the statutory provisions of the Maternity Benefit Act, 1961.

27. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Company's shareholders, vendors, suppliers and bankers for their support and look forward to their continued support in the future.

Your Directors also place on record their appreciation for the excellent contribution made by all employees who are committed to strong work ethics, excellence in performance and commendable teamwork and have thrived in a challenging environment.

For Threesixtyone Degree Minds Consulting Private Limited

Rammohan Parameswaran
Whole Time Director
DIN: 01828999

Address: F1 Block-2, Queens Park Apartments, 9, SSR Pankajam Road, Saligramam, Chennai, Tamil Nadu- 600093

Krishnamurthy Rajachandran
Director
DIN: 10521748

Address: 8, 7th Cross Street, Karpagam Gardens, Adyar, Chennai- 600020, Tamil Nadu

Date: July 31, 2025
Place: Chennai

ANNEXURES TO BOARD'S REPORT 2025

Annexure- I

Particulars of Contracts/ arrangements made with Related Parties
[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

AOC-2

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. **Details of contract or arrangements of transactions not at arm's length basis:** There were no contracts or arrangements or transactions entered into by the Company with any of its Related Parties during the Financial Year ended March 31, 2025, which were not at arm's length basis.

2. **Details of Material contracts or arrangements or transactions at arm's length basis:** The details of all contracts or arrangements or transactions at arm's length basis for the Financial Year ended March 31, 2025, are as follows: -

<table>
<tr><th>S. No.</th><th>Name(s) of the related party and nature of relationship</th><th>Nature of Contracts/ arrangement/ transactions</th><th>Duration of the contracts / arrangements transactions</th><th>Salient terms of the contracts or arrangements or transactions including the value, if any</th><th>Date(s) of approval by the Board of 361DM</th><th>Amount paid as advance (if any)</th><th>Cumulative Amount of Transaction During the Financial Year ended 31.03.2025</th></tr>
<tr><td>1</td><td>Name: CL Educate Limited's Media division

Nature of Relationship: CL has the right to appoint majority Directors on Board of 361DM till the time it remains the single largest shareholder of 361DM. As on date, CL is the single largest shareholder of 361DM. Hence, by virtue of the provisions of Section 2(87)(i) of the Companies Act, 2013, CL controls the composition of the Board of Directors of 361DM.

As on date, CL holds 18,534 equity shares of 361DM, constituting 38.92% of its paid-up equity share capital.

CL Promoters namely Mr. Satya Narayanan Ramakrishnan and Mr. Gautam Puri together hold 2,738 equity shares of 361DM, constituting 5.75% of its paid-up equity share capital, and together</td><td>Collaboration Agreement</td><td>For the Financial Years 2024-25 and 2025-26.</td><td>Collaboration agreement between 361DM and CL Educate Limited's Media division for cross selling each other's services to the other organization's clients to leverage synergies between the two entities.

The said transaction is being carried out at arm's length basis but is not in the Ordinary course of business.</td><td>May 07, 2024</td><td>No advance has been paid or received.</td><td>While the exact quantum cannot be determined, the estimated quantum of the transaction during the Financial Year 2024-25 is around Rs. 35 Lacs.
<table>
<tr><th>Services and Offerings</th><th>CLM – Qualified Percentage</th><th>361DM – Qualified Percentage</th></tr>
<tr><td>CLM to operate as a RESELLER to 361DM offerings</td><td>20% of the Deal Size</td><td>80% the Deal Size</td></tr>
<tr><td>361DM to operate as RESELLER for CLM offerings</td><td>80% of the Deal Size</td><td>20% the Deal Size</td></tr>
</table></td></tr>
</table>

S. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement/ transactions	Duration of the contracts / arrangements transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board of 361DM	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2025
	they hold 35.86% equity shares in CL. Mr. Satya Narayanan Ramakrishnan, Mr. Nikhil Mahajan and Mr. Piyush Sharma are common Directors on Boards of CL and 361DM.						
2	**Name:** CL Educate Limited ("CL") **Nature of Relationship:** CL has the right to appoint majority Directors on Board of 361DM till the time it remains the single largest shareholder of 361DM. Hence, by virtue of the provisions of Section 2(87)(i) of the Companies Act, 2013, CL controls the composition of the Board of Directors of 361DM. As on date, CL holds 35,733 equity shares of 361DM, constituting 53.15% of its paid up equity share capital. CL Promoters namely Mr. Satya	Working Capital Loan and security against the working capital loan facility being availed by the company from HSBC Bank.	The working capital loan facility is renewable on an yearly basis.	CL to provide Security in the form of Fixed Deposits of Rs. 2 Crores against a Working Capital Loan Facility being availed by 361DM from HSBC Bank, at a charge of 1% of the Fixed Deposit amount per annum to be paid by 361DM to CL.	November 09, 2024	Upto Rs. 200 Lacs	Rs. 15 Lacs

S. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement/ transactions	Duration of the contracts / arrangements transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board of 361DM	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2025
	Narayanan R and Mr. Gautam Puri together hold 4.07% and 35.84% in the paid-up equity share capital of 361DM and CL respectively Mr. Satya Narayanan Ramakrishnan, Mr. Nikhil Mahajan and Mr. Piyush Sharma are common Directors on the Boards of both the Companies.						

For Threesixtyone Degree Minds Consulting Private Limited

Rammohan Parameswaran
Whole Time Director
DIN: 01828999

Address: F1 Block-2, Queens Park Apartments, 9, SSR Pankajam Road, Saligramam, Chennai, Tamil Nadu- 600093

Krishnamurthy Ramachandran
Director
DIN: 10521748

Address: 8, 7th Cross Street, Karpagam Gardens, Adyar, Chennai- 600020, Tamil Nadu

Date: July 31, 2025
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