ANNUAL REPORT FOR THE FINANCIAL YEAR 2025-26

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 31/03/2026)

Mr. Rammohan Parameswaran	Whole Time Director
Mr. Piyush Sharma	Non-Executive Director
Mr. Satya Narayanan Ramakrishnan	Non-Executive Director
Mr. Nikhil Mahajan	Non-Executive Director

STATUTORY AUDITORS **(Financial Year 2025-26)**	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

<u>AGM NOTICE</u>

NOTICE IS HEREBY GIVEN THAT THE 20TH (TWENTIETH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2026, AT 11:00 AM 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 BUSINESSES:

1. **Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2026:**

   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, 2026, 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. Satya Narayanan Ramakrishnan (DIN: 00307326), 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. Satya Narayanan Ramakrishnan (DIN: 00307326), 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."

3. **Retirement by Rotation:**

   To appoint a director in place of Mr. Piyush Sharma (DIN 08759840), 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. Piyush Sharma (DIN: 08759840), 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."

SPECIAL BUSINESSES:

4. **To consider and regularize the appointment of Mr. Sai Sumanth Battepati (DIN: 09217206), Additional Director, as a Director (Non-Executive, Non-Independent) of the Company and approve the remuneration payable to him:**

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 Sections 152 and 161 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification, amendment and re- enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the approval of the Members of the Company, be and is hereby accorded to regularize the appointment of Mr. Sai Sumanth Battepati (DIN: 09217206), who was appointed as an Additional Director by the Board of Directors of the Company on and with effect from May 07, 2026, as a Director (Non- Executive, Non-Independent) of the Company, with his office liable to determination by retirement by rotation.

RESOLVED FURTHER THAT no fixed remuneration shall be payable to Mr. Sai. Additionally, in respect of the B2B business segment headed and managed by Mr. Sai, the net revenue accruing to the Company exclusively on account of such B2B business, shall be shared equally between the Company and Mr. Sai.

Explanation: For the aforesaid purpose, "net revenue" shall mean the revenue generated from the B2B business after deduction of all operating expenses, including but not limited to expenses incurred towards program management, program design, development, delivery, and payouts to business partners, including CL group entities referring the business.

RESOLVED FURTHER THAT the individual Directors on the Board of the Company be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds and things and to sign all papers, forms, documents, returns etc. and to take all such steps as they may deem necessary, proper or expedient in order to give effect to the above resolution, including filing of the necessary forms/ returns with the Registrar of Companies."

5. **To approve the re-appointment of Mr. Rammohan Parameswaran (DIN: 01828999), Whole Time Director of the Company and the remuneration payable to him:**

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

"**RESOLVED THAT** in pursuance of the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or reenactment(s) thereof for the time being in force), and based on the recommendation of the Board of Directors, and subject to such consents and permissions as may be required, approval of the Members be and is hereby accorded to the re-appointment of Mr. Rammohan Parameswaran (DIN: 01828999), as a Whole Time Director (Executive, Professional) of the Company for a further period of three years, i.e., from February 17, 2027 to February 16, 2030, whose period of office shall be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT during his afore-said term as a Whole Time Director on Board, he will be entitled to such monthly Remuneration as may be decided and approved by the Board of Directors of the Company from time to time, in its absolute discretion. Apart from such monthly remuneration, he may additionally be paid a specified percentage of the net profits of the Company as Variable Compensation, or by whatever name called, as may be decided by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the aforesaid remuneration may be paid even in the event of loss inadequacy of profits in any Financial Year contained in the aforesaid period of three years, in accordance with and subject to the compliance with the provisions of Section 197, 198 and Schedule V of the Act.

RESOLVED FURTHER THAT the Individual Directors on the Board of the Company be and are hereby severally authorized, for and on behalf of the Company, to do all such acts, deeds and things and to sign all papers, forms, documents, returns etc. and to take all such steps as they may deem necessary, proper or expedient in order to give effect to the above resolution, including filing of the necessary forms/ returns with the Registrar of Companies."

6. **<u>To Grant approval to increase the borrowing powers of the Board under Section 180(1)(c), and the Board's power to create charge/ provide security against such borrowings under Section 180(1)(a) of the Companies Act, 2013:</u>**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow money, for and on behalf of the Company, from time to time as deemed by it to be necessary and proper for the business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company, apart from the temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed Rs. 6,00,00,000/- (Rupees Six Crores Only), or the limits specified under Section 180(1)(c) of the Companies Act, 2013, as may be amended from time to time, whichever is higher.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Act, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) to the Board of Directors of the Company to create charge/ provide security for the sum borrowed, on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the afore-said borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders/ Institutions, under the respective arrangements entered/ to be entered into by the Company and/or the Board.

RESOLVED FURTHER THAT the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and/ or charges already created or to be created in future by the Company, as may be agreed to between the Board and concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolutions, the Directors on the Board of the Company, be and are hereby severally authorized, for and on behalf of the Company, to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or otherwise, considered to be in the best interest of the Company."

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

Rammohan Parameswaran
Whole Time Director
DIN: 01828999

Date: July 31, 2026
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 23, 2026 to September 30, 2026 (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. The Explanatory Statement pursuant to Section 102(1) of the Act, is given below and forms part of this Notice.

9. 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.**

10. 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

Date: July 31, 2026
Place: Chennai

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CALLING THE 20TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

To consider and regularize the appointment of Mr. Sai Sumanth Battepati (DIN: 09217206), Additional Director, as a Director (Non-Executive, Non-Independent) of the Company and approve the remuneration payable to him.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sai Sumanth Battepati (DIN: 09217206) was appointed as an Additional Director of the Company by the Board of Director on and with effect from May 07, 2026, to hold office up to the conclusion of the 20th Annual General Meeting of Company.

The Board proposes that Mr. Sai Sumanth's appointment be regularized as a Director (Non-Executive, Non-Independent) on Board of the Company. No fixed remuneration shall be payable to Mr. Sai. Additionally, in respect of the B2B business segment headed and managed by Mr. Sai, the net revenue accruing to the Company exclusively on account of such B2B business, shall be shared equally between the Company and Mr. Sai, as may be determined/adjusted by the Board of Directors, from time to time.

Explanation: For the aforesaid purpose, "net revenue" shall mean the revenue generated from the B2B business after deduction of all operating expenses, including but not limited to expenses incurred towards program management, program design, development, delivery, and payouts to business partners, including CL group entities referring the business.

The information required to be disclosed pursuant to the provisions of the Companies Act, 2013, Schedule V thereto and Secretarial Standard-2 on General Meetings, including a brief profile of Mr. Sai Sumanth Battepati, nature of his expertise, directorships, committee memberships, shareholding, remuneration and other requisite disclosures, forms part of the Annexure to this Notice.

The Board feels that the presence of Mr. Sai Sumanth Battepati on the Board would be beneficial to the Company and hence recommends Resolution No. 4 for approval of the shareholders of the Company.

Except for Mr. Sai Sumanth Battepati, being the proposed appointee himself, none of the Directors or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 to this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval of the shareholders.

Item No. 5

To approve the re-appointment of Mr. Rammohan Parameswaran (DIN: 01828999), Whole Time Director of the Company and the remuneration payable to him.

Mr. Rammohan Parameswaran has been serving as a Director on the Board of the Company since July 06, 2006. Consequent to the Company becoming a subsidiary of CL Educate Limited with effect from February 17, 2024 and the consequent applicability of the provisions relating to managerial remuneration contained in Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 ("the Act"), he was designated/re-designated as the Whole Time Director (Executive, Professional) of the Company for a period of three (3) years commencing from February 17, 2024 and ending on February 16, 2027, with his period of office being liable to determination by retirement by rotation, on such remuneration as was approved by the Members of the Company.

The present term of office of Mr. Rammohan Parameswaran is due to expire on February 16, 2027. Considering his extensive experience, leadership, in-depth understanding of the Company's business and operations, and his contribution to the growth and development of the Company, the Board of Directors has, subject to the approval of the Members, approved his re-appointment as a Whole Time Director (Executive, Professional) of the Company for a further period of three (3) years commencing from February 17, 2027, till February 16, 2030.

As a Whole Time Director, Mr. Rammohan Parameswaran shall be entitled to such monthly remuneration as may be decided and approved by the Board of Directors of the Company. Apart from such monthly remuneration, he may additionally be paid a specified percentage of the net profits of the Company as performance-linked Variable Compensation, by whatever name called, as may be approved by the Board of Directors of the Company from time to time.

The aforesaid remuneration may be paid even in the event of absence or inadequacy of profits in any financial year during the aforesaid period of three (3) years, in accordance with and subject to compliance with the provisions of Sections 197 and Schedule V of the Act, as amended from time to time.

The information required to be disclosed pursuant to the provisions of the Companies Act, 2013, Schedule V thereto and Secretarial Standard-2 on General Meetings, including a brief profile of Mr. Rammohan Parameswaran, nature of his expertise, directorships, committee memberships, shareholding, remuneration and other requisite disclosures, forms a part of the Annexure to this Notice.

Except for Mr. Rammohan Parameswaran being the appointee Director himself, and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Section 152, 197, 198 and Schedule V of the Act confers the power to appoint the Directors on Board of the Company as well as to fix their remuneration on the Shareholders of the Company. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the shareholders.

<u>The additional information as required by Section II of Part II of Schedule V to the Act is given below:</u>

I. General Information

a. **Nature of Industry:** Education and Training

b. **Date or expected date of Commencement of Commercial Production:** The Company is already operational and it is a running Company since 2006.

c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**: Not Applicable

d. **Financial performance based on given indicators:** Please refer to the Annual Audited Accounts for the Financial Year ended March 31, 2026.

e. **Foreign Investment or collaborations, if any:** The Company has not entered into any foreign collaboration, and no direct capital investment has been made by/in the company in the last three Financial Years.

II. Information about the appointee

Particulars	**Mr. Rammohan Parameswaran (DIN: 01828999)**
Designation	Whole Time Director

Background Details	He is a business leader of 361DM since inception i.e. 2006. He took charge of the University division in 2011-12 and initiated MoU with Annamalai University and ran the MoU till 2019-20. He has signed MoUs with multiple universities from 2020-21 and has been running the division since then.
Past Remuneration	Rs. 18,00,000/- p.a. (subject to deduction of TDS)
Recognition or Award	Not Applicable
Job profile and his suitability	He is looking into sales and operations that includes sign ups with Universities, on-boarding the programs for the sales team, leading the digital marketing activities. He also manages the Finance and admin role.
Remuneration proposed	As a Whole Time Director on the Board, he will be entitled to such monthly Remuneration, as may be decided and approved by the Board of Directors of the Company from time to time, in its absolute discretion. Apart from such monthly remuneration, he may additionally be paid a specified percentage of the net profits of the Company as Variable Compensation, or by whatever name called, as may be decided by the Board of Directors, from time to time. The aforesaid remuneration may be paid even in the event of loss or inadequacy of profits in any Financial Year contained in the aforesaid period of 3 (three) years, in accordance with and subject to compliance with the provisions of Section 197 and Schedule V of the Act.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	While devising the Remuneration structure of Mr. Rammohan Parameswaran, the following factors would be taken into consideration: • the size of the Company, • the profile of Mr. Rammohan Parameswaran, • the responsibilities shouldered by him, and The remuneration package should be commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any.	He does not have any pecuniary relationship, directly or indirectly, with the Company and has no relationship with the managerial personnel or other directors of the Company, other than the salary he gets from the Company.

II. Other Information

a. **Reasons for loss or inadequate profits:** The Company might incur losses in any of the Financial Years, or might have inadequate profits during any Financial Year, in which case, it would be deemed appropriate to compensate the Executive Directors reasonably and adequately.

b. **Steps taken or proposed to be taken for improvement:** By enlarging its areas of operations, and opening up new avenues, while pursuing its main object of imparting education.

c. **Expected increase in productivity and profits in measurable terms:** The Company expects profitability over the years to come.

Item No. 6

To grant approval to increase the borrowing powers of the Board under section 180(1)(c), and the Board's power to create charge/ provide security against such borrowings under section 180(1)(a) of the Companies Act, 2013:

Section 180(1)(c) of the Companies Act, 2013 ("the Act") restricts the power of the Board of Directors of a Company to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, unless this is done with the consent of the Company by a Special Resolution.

Keeping in view the Company's working capital requirements and future expansion plans, it is anticipated that the funds requirement of the Company may grow in the times to come. Hence, it is considered necessary that the borrowing powers of the Board be increased to 'Rs. 6,00,00,000/- (Rupees Six Crores Only) or the limits prescribed under Section 180(1)(c) of the Act, as may be amended from time to time, whichever is higher'.

Further, Section 180(1)(a) of the Act restricts the power of the Board of Directors of a Company from selling, leasing or otherwise disposing off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless this is done with the consent of the Members by way of a Special Resolution.

It is found desirable that along with an increase in the Board's Power pertaining to the Company's borrowings, the Power of the Board to create charge or provide security on the assets/ properties of the Company, which may be deemed as disposal of the whole or substantially the whole of one or more of the Company's undertakings should also be enhanced. Hence, it is considered necessary that the Charge/ Security (on Company's properties) creation powers of the Board be increased to 'Rs. 6,00,00,000/- (Rupees Six Crores Only)'.

This matter requires the approval of the shareholders of the Company by way of a Special Resolution.

The Board of Directors of the Company hereby recommends this Special Resolution set out in Item No. 6 of the Notice for approval by Shareholders.

None of the Directors or their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice hereto.

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 20th Annual General Meeting of the Company, to be held on Wednesday, September 30, 2026, 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, 2026		
2.	To appoint a director in place of Mr. Satya Narayanan Ramakrishnan (DIN: 00307326), 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.		
3.	To appoint a director in place of Mr. Piyush Sharma (DIN 08759840), 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.		
4.	To consider and regularize the appointment of Mr. Sai Sumanth Battepati (DIN: 09217206), Additional Director, as a Director (Non-Executive, Non-Independent) of the Company.		
5.	To approve the re-appointment of Mr. Rammohan Parameswaran (DIN: 01828999), Whole Time Director of the Company and the remuneration payable to him.		

6.	To Grant approval to increase the borrowing powers of the Board under Section 180(1)(c), and the Board's power to create charge/ provide security against such borrowings under Section 180(1)(a) of the Companies Act, 2013.		

Signed this ------------------ 2026

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 20TH 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:	Wednesday, September 30, 2026 at 11:00 AM

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 20th Annual General Meeting of Threesixtyone Degree Minds Consulting Private Limited held on Wednesday, September 30, 2026, at 11:00 AM 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	Mr. Satya Narayanan Ramakrishnan	Mr. Piyush Sharma	Mr. Sai Sumanth Battepati	Mr. Rammohan Parameswaran
1	**Name of the Director**	**Mr. Satya Narayanan Ramakrishnan, pursuant to his retiring by rotation.**	**Mr. Piyush Sharma, pursuant to his retiring by rotation.**	**Mr. Sai Sumanth Battepati, pursuant to his proposed regularization as a Director.**	**Mr. Rammohan Parameswaran, pursuant to his proposed re-appointment as a Whole-Time Director for 3 years.**
2	**Date of Birth and Age**	July 13, 1970 Age: 56 years	September 11, 1966 Age: 59 years	October 14, 1981 Age: 44 years	February 26, 1970 Age: 56 years
3	**Date of First Appointment on the Board**	March 29, 2010	February 24, 2024	May 07, 2026	July 06, 2006
4	**Date of Last Re-appointment**	August 27, 2024	NA	NA	August 27, 2024
5	**Qualification**	Bachelor's degree in Computer Sciences from St. Stephen's College, University of Delhi and Post Graduate Diploma in Management from IIM Bangalore	PhD in Marketing from Nanyang Technological University, Singapore (2006); Post Graduate Programme in Marketing from IIM Bangalore, India (1993); and Bachelor of Engineering (Electrical), University of Delhi, India (1987)	MBA, Marketing — ICFAI Business School, Hyderabad B.Com — Loyola College, Chennai Cannes Lions Course — Festival of Creativity	Bachelor of Pharmacy (Hons.) Post Graduate Diploma in Business Analytics Post Graduate Diploma in Hospital Administration
6	**Experience**	He has over 31 years of experience in the education sector.	He has over 23 years of experience in academics.	He brings extensive, cross-sector experience in AI strategy, regulatory technology, and statutory compliance, with a strong track record across CSR and EdTech initiatives at national scale.	He has over 35 years of experience in sales and marketing.
7	**List of Companies in which Directorship held (as on March 31, 2026)**	As mentioned below*	As mentioned below**	As mentioned below***	As mentioned below****

8	**Chairman/Member of Committees of Board of Directors of the Company**	Nil	Nil	Nil	Nil
9	**Chairman/Member of Committees of Board of Directors of other Companies**	1. Member of CSR Committee of CL Educate Limited. 2. Chairperson of Share Transfer Committee of CL Educate Limited. 3. Member of Nomination, Remuneration and Compensation Committee of DEXIT Global Limited. 4. Chairperson of CSR Committee of DEXIT Global Limited.	Nil	Nil	Nil
10	**No. of Equity Shares held in the Company (as on March 31, 2026)**	2,046	Nil	Nil	4,586
11	**No. of Board Meetings attended during FY 2025-26**	4 out of 4	4 out of 4	NA	4 out of 4
12	**Terms and Conditions of Appointment/Re-appointment**	Re-appointment pursuant to his retiring by rotation is being sought.	Re-appointment pursuant to his retiring by rotation is being sought.	Appointment of Mr. Sai Sumanth Battepati as a Non-Executive Director of the Company is proposed to be regularized.	Re-appointment as Whole-Time Director for a further term of 3 years.
13	**Remuneration Last Drawn**	Reimbursement of expenses incurred in connection with the Company's work or in attending Board Meetings etc.	Reimbursement of expenses incurred in connection with the Company's work or in attending Board Meetings etc.	NA	Rs. 18,00,000/- p.a. (subject to deduction of TDS)
14	**Remuneration Sought to be Paid**	Reimbursement of expenses for participation in the Board and other meetings and other Company related work on actuals basis.	Reimbursement of expenses for participation in the Board and other meetings and other Company related work on actuals basis.	No fixed remuneration is proposed to be paid to Mr. Sai. Additionally, in respect of the B2B business segment headed and	Mr. Ram will be entitled to such monthly Remuneration as may be decided and approved by the Board of Directors from time to time,

				managed by Mr. Sai, the net revenue accruing to the Company exclusively on account of such B2B business shall be shared equally between the Company and Mr. Sai, as may be determined/adjusted by the Board of Directors from time to time. Explanation: "Net revenue" means the revenue generated from the B2B business after deduction of all operating expenses, including but not limited to program management, program design, development, delivery, and payouts to business partners, including CL group entities referring the business.	in its absolute discretion. He may additionally be paid a specified percentage of net profits as Variable Compensation, as may be decided by the Board of Directors from time to time.
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.	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. Satya Narayanan Ramakrishnan**

S. No	Name of the Companies	Designation	Date of Appointment
1	CL Educate Limited	Whole-time director	25.04.1996
2	Career Launcher Private Limited	Non-Executive Director	15.03.2021
3.	Threesixtyone Degree Minds Consulting Private Limited	Non-Executive Director	29.03.2010
4.	Kestone Utsav Private Limited	Non-Executive Director	20.12.2024
5.	DEXIT Global Limited (Formerly NSEIT Limited)	Non-Executive Director	20.02.2025
6.	Career Launcher Foundation	Director	14.05.2025
7.	Bilakes Consulting Private Limited	Non-Executive Director	10.03.2008
8.	Drstikona Consultancy and Program Management Services Private Limited	Non-Executive Director	10.01.2020
9.	Kestone CL Asia Hub. Pte. Ltd.- Singapore	Non-Executive Director	23.12.2020
10	CL Educate (Africa) Ltd	Non-Executive Director	13.01.2020
11	CL Singapore Hub Pte. Ltd	Non-Executive Director	16.08.2023
12	Kestone CL US Limited	Non-Executive Director	June, 2023

****List of other Companies in which Directorship held by Mr. Piyush Sharma.**

S. No	Name of the Companies	Designation	Date of Appointment
1	CL Educate Limited	Independent Director	17.07.2020
2	Threesixtyone Degree Minds Consulting Private Limited	Non-Executive Director	24.02.2024

*****List of other Companies in which Directorship held by Mr. Sai Sumanth Battepati**

S. No	Name of the Companies	Designation	Date of Appointment
1	TN Apex Skill Development Centre for Banking Financial Services and Insurance	Non-Executive Director	25.02.2022
2	NULEARN Enterprise Solutions Private Limited	Non-Executive Director	30.01.2024
3	Liberty Wireless Technologies Private Limited	Non-Executive Director	29.01.2026
4	Super Micro Computers Systems Private Limited	Additional Director	17/02/2026

****List of other Companies in which Directorship held by Mr. Rammohan Parameswaran

S. No	Name of the Companies	Designation	Date of Appointment
1	Ice Gate Educational Institute Private Limited	Director	06.08.2024
2	Threesixtyone Degree Minds Consulting Private Limited	Whole-time director	06.07.2006

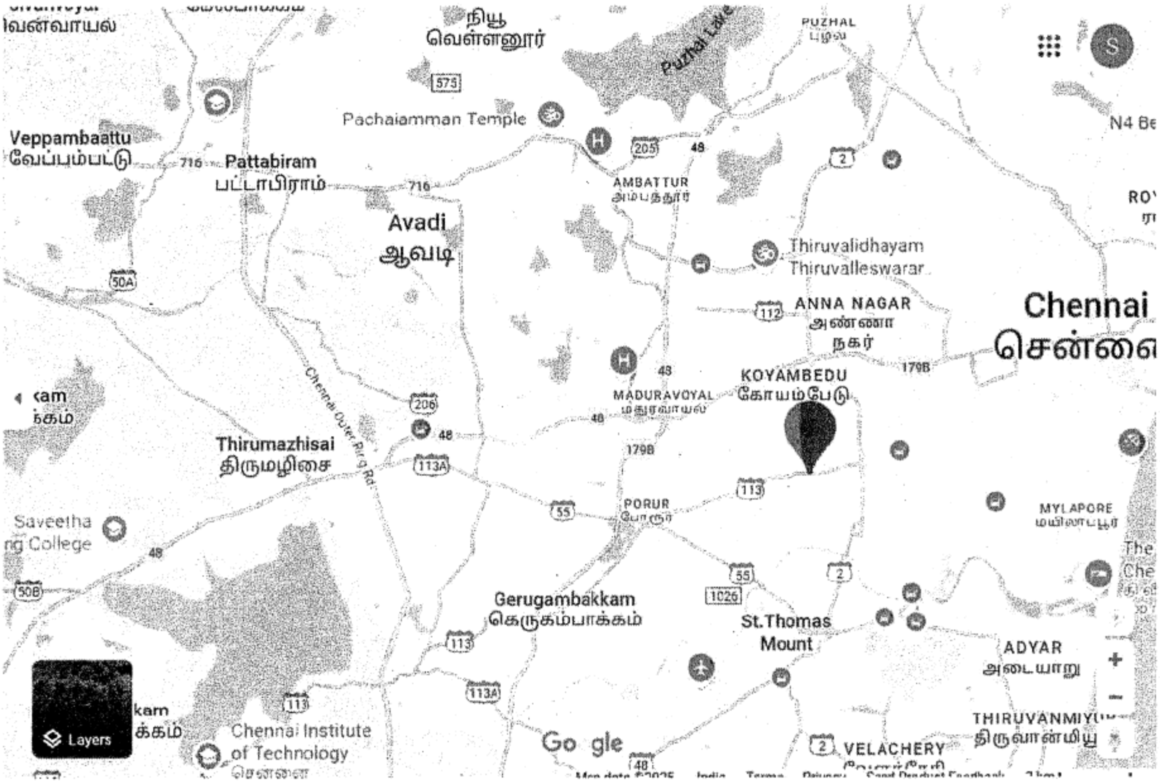
By order of the Board
Threesixtyone Degree Minds Consulting Private Limited

Rammohan Parameswaran
Whole Time Director
DIN: 01828999

Date: July 31, 2026
Place: Chennai

Annexure C

ROUTE MAP FOR ATTENDING THE 20TH ANNUAL GENERAL MEETING



BOARD'S REPORT 2026

To,
The Members,
Threesixtyone Degree Minds Consulting Private Limited

Dear Member(s),

The Board of Directors of your Company takes pleasure in presenting the 20th 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, 2026.

1. FINANCIAL HIGHLIGHTS/ SUMMARY

(Amount in Rs. Lacs)

Particulars	**March 31, 2026**	**March 31, 2025**
Total Income	169.12	243.53
Total expenditure	228.93	368.07
Profit / (Loss) before tax	(59.81)	(124.54)
Tax Expense	1.64	2.55
Profit / (Loss) after tax	**(58.17)**	**(127.09)**
Exceptional Items	-	-
Profit for the year	**(58.17)**	-
Other Comprehensive Income	-	-
Total Comprehensive Income/ (loss)	**(58.17)**	**(127.09)**

Total Income of the Company decreased by Rs 74.41 Lacs to Rs. 169.12 Lacs in Financial Year 2025-26 from Rs. 243.53 Lacs in Financial Year 2024-25.

Total expenditure of the Company decreased by Rs 139.13 Lacs to Rs. 228.93 Lacs in Financial Year 2025-26 from Rs. 368.07 in Financial Year 2024-25.

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. Ice Gate Educational Institute Private Limited ("Ice Gate") is a 73.5% Subsidiary Company of the Company w.e.f. 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.

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 2025-26.

6. CAPITAL AND FINANCE

As on March 31, 2026:

- **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 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: NIL

- **Finance:**
During the year under review, the Company availed a fund-based credit facility of up to Rs. 64.71 Lacs 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. 13 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 32 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 March 31, 2026, is Rs. 311.75 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 2025-26 is available on the website of the Company at the web link https://www.361dm.com/investors.php

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 and outgo were 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 2025-26:

- Mr. Sowmyanarayanan Sadagopan resigned from the post of Chairman and Director on the Board of the Company w.e.f. the close of business hours of January 31, 2026.
- Mr. Krishnamurthy Ramachandran (DIN: 10521748), resigned as an Executive Director on Board of the Company w.e.f. the closing of the business hours of January 31, 2026.

b) Retirement by Rotation at the 19th AGM held on September 23, 2025

- Mr. Krishnamurthy Ramachandran (DIN: 10521748), and Mr. Nikhil Mahajan (DIN: 00033404) retired by rotation at the 19th Annual General Meeting and were re-appointed thereat by the Members.

c) Retirement by Rotation at the ensuing (20th AGM)

- Mr. Satya Narayanan Ramakrishnan (DIN: 00307326), Non -Executive Director who retires by rotation at the 20th 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. Satya Narayanan Ramakrishnan (DIN: 00307326) has been incorporated in the notice convening the 20th AGM of the Company.

- Mr. Piyush Sharma (DIN 08759840), Non-Executive Director, who retires by rotation at the 20th 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. Piyush Sharma (DIN 08759840) Director has been incorporated in the notice convening the 20th 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 Years 2025-26 and 2026–27.

The Company has also received confirmation from all Directors that on March 31, 2026, 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 2025-2026 till the date of this Report:

Mr. Sai Sumanth Battepati (DIN: 09217206) was appointed as an Additional Director (Non-Executive, Non-Independent) by the Board of Directors with effect from May 7, 2026. The agenda for his regularization as a Director (Non-Executive, Non-Independent) has been placed in the Notice of the ensuing Annual General Meeting for the approval of the members.

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 2025-26 (excluding other expenses and taxes, if any) as is stated below:

S. No	Particulars	Amount paid/ payable for FY 2025-26 (in Rs.)
1	Statutory Audit and Limited Review Fees	Rs. 1,75,000/- + GST

Statutory Auditor's Report 2026

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, 2026.

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 05 Directors on Board, out of which Mr. Satya Narayanan Ramakrishnan, Mr. Nikhil Mahajan and Mr. Piyush Sharma are Non-Executive Directors and Mr. Rammohan Parameswaran is Executive Director and Mr. Sai Sumanth Battepati as an Additional Director.

The details of the remuneration paid to the Directors are given in Note No. 20 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.	30.04.2025	6	4
2.	31.07.2025	6	6
3.	01.11.2025	6	5
4.	31.01.2026	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. Sowmyanarayanan Sadagopan	4	3
Mr. Rammohan Parameswaran	4	4
Mr. Satya Narayanan Ramakrishnan	4	4
Mr. Nikhil Mahajan	4	3
Mr. Piyush Sharma	4	4
Mr. Krishnamurthy Ramachandran	4	3

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 2025-26.
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. Your Company has not redeemed any preference shares or Debentures during the financial year under review.
f. Your Company has not accepted any Public Deposits.
g. Your Company has not bought back any of its securities during the Financial Year under review.
h. 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.
i. 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.
j. 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, 2026.

Report on Sexual Harassment Complaints for the Financial Year 2025-26:

S. No.	Particulars	Financial Year 2025-26
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, 2026, 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, 2026, 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 to 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

Date: July 31, 2026
Place: Chennai

Satya Narayanan R.
Director
DIN:00307326

Date: July 31, 2026
Place: New Delhi

ANNEXURES TO BOARD'S REPORT 2026

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, 2026, 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, 2026, are as follows: -

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 31.03.2026
1	**Name:** CL Educate Limited ("CL") **Nature of Relationship:** 361DM is a Subsidiary Company of CL. Mr. Satya Narayanan R and Mr. Gautam Puri, Promoter Directors of CL, together hold 35.76% shares in CL and 4.07% shares in 361DM. Mr. Satya Narayanan R, Mr. Nikhil Mahajan and Professor Piyush Sharma are common Directors on Boards of both the Companies	Working Capital Loan	The working capital loan facility is renewable on an yearly basis.	CL will provide loan to 361DM to carry out its day-to-day business activities. **Material Terms -** Source of Funds: Internal Accruals Tenure: 1 Year (renewable annually) Interest Rate: 10.75% Repayment: Payable on Demand Secured / Unsecured - Unsecured	April 30, 2025	-	Rs. 336.04 Lakhs

For Threesixtyone Degree Minds Consulting Private Limited

Rammohan Parameswaran
Whole Time Director
DIN: 01828999

Date: July 31, 2026
Place: Chennai

Satya Narayanan R.
Director
DIN: 00307326

Date: July 31, 2026
Place: New Delhi

A V Deven & Co
CHARTERED ACCOUNTANTS
" NU-TECH JANAKI", Flat-E, Third Floor,
No. 9, (Old No.1), 27th Street,
Ashok Nagar, Chennai - 600 083.
Phone : 044-24743394 / 24743395
Fax : 044-24743392
E-mail : 1985avd@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s.Threesixtyone Degree Minds Consulting Private Limited

Opinion

We have audited the financial statements of **M/s.Threesixtyone Degree Minds Consulting Private Limited**, a Subsidiary of CL Educate Limited, which comprise the Balance Sheet as at 31st March 2026, and the statement of Profit and Loss, statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Indian Accounting Standards ("IND AS") in the manner so required and give a true and fair view, of the state of affairs of the Company as at March 31, 2026, and loss, which are designed to prepare the Consolidated Financial Statement of CL Educate Limited as at March 31, 2026 in compliance with the Indian Accounting Standards.

Basis for Opinion

We have conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. These require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatements.

Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

A V DEVEN & CO.
FRN 000726S
Ph: 24743395
Chennai - 83
Chartered Accountants

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section143(3)(i) of the Companies act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

A V DEVEN & CO.
FRN 000726S
Ph: 24743395
Chennai - 83
Chartered Accountants

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

(A) As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet and the Statement of Profit and Loss, dealt with, by this Report are in agreement with the books of account.

A V DEVEN & CO. FRN 000726S Ph: 24743395 Chennai - 83 Chartered Accountants

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. **(i)** The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

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v. The Company have not declared any dividend during the year.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trial (audit trail) and the same has operated during the financial year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and audit trial has been preserved by the company as per the statutory requirements for record retention.

(B) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors is in accordance with the provisions of Section 197.

For M/s. A V DEVEN & CO.,
Chartered Accountants,

A V DEVEN & CO., FRN 000726S Ph: 24743395 Chennai - 83 Chartered Accountants

UDIN: 26024687QUTUTE2082

(CA. P KANNAN)
Partner.
(M. No.024687)
(Firm Reg.N0.000726S)

Place: Chennai
Date: 07/05/2026

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Re : M/s. Threesixtyone Degree Minds Consulting Private Limited

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the Annexure A referred to in paragraph 1 of the Auditors' Report of even date to the Members of the **M/s. Threesixtyone Degree Minds Consulting Private Limited** on the financial statements for the year ended 31st March 2026, we report that:

i.(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The Company has maintained proper records showing full particulars of Intangible Assets;

(b) The Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verifications.

(c) There are no Immovable properties held by the company. Hence, this clause is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment and the Intangible assets. Hence this clause is not applicable;

(e) According to the information and explanations given to us, during the year no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) The Company is engaged in a business of providing consultancy services and no inventories exist. Hence clause (ii)(a) is not applicable.

(b) The company has not availed Working Capital Loans in excess of Rs.5 Crores during the year. Hence clause (ii)(b) is not applicable.

iii. The company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

Accordingly, clauses 3(iii)(a), (b), (c), (d), (e), (f) are not applicable.

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iv. During the year, the company has not made any investments, provided any loans, guarantees or security. Hence this clause is not applicable.

v. The Company has not accepted any deposit to which the provisions of Sections 73 to 76 of the Act and The Companies (Acceptance of Deposits) Rules, 2014 would apply. As informed to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal related to compliance with above provisions.

vi. According to the information and explanations given to us, the Company is not covered by the Cost Audit Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the books of account and other records, the Company has been generally regular in depositing undisputed statutory dues including income tax, sales tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it with the appropriate authorities.

(b) According to the records of the company and information and explanations given to us, there are no outstanding amounts in respect of goods and services tax that have not been deposited with the appropriate authorities on account of any dispute.

viii. There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;

ix. (a) According to the information and explanations given to us, the company has not defaulted in repayment of any loans or borrowings or in payment of Interest to banks or any lenders.

(b)The company has not been declared as a willful defaulter by any bank or financial institution or other lender;

(c) The term loans obtained were only applied for the purpose for which the loans were obtained;

(d) The funds raised on a short-term basis have not been utilised for long term purposes.

(e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,

(f)The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;

x.(a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).

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Chartered Accountants

(b) The Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year. Thus, reporting under paragraph 3(x)(b) of the order is not applicable to the company.

xi. (a) To the best of our knowledge and belief and according to the information and explanations given to us, there have been no cases of fraud by the company or on the company by its officers or employees has been noticed or reported during the year under report.

(b) There has been no report filed under sub-section (12) of section 143 of the Companies Act by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanations given to us there were no whistle-blower complaints during the year.

xii.(a) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xiia), (xiib), (xiic) of the Order is not applicable.

xiii. The Company has entered in to transactions with the related parties which are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) The company does not meet the requirements for complying with Section 138 of Companies Act 2013, hence the clause xiv(b) is not applicable;

xv. The Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi(a) (b) (c) (d)) of the Order is not applicable.

xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the company has incurred cash loss of Rs.51.45 lakhs in the current financial year and Rs.77.17 lakhs in the immediately preceding financial year;

xviii. There has not been any resignation of the statutory auditors during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit

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Chartered Accountants

report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

xx. The Company is not covered under Section 135 of the Companies Act and hence this clause is not applicable;

xxi. The Wholly owned Foreign Subsidiary of the company has not been considered for the purpose of consolidation due to non – availability of Audited Financial Statement. Its ultimate parent produces consolidated financial statements that are available for public use and comply with Ind AS's. Hence this clause does apply to this company.

For M/s. A V DEVEN & CO.,
Chartered Accountants,

UDIN: 26024687QUTUTE2082

A V DEVEN & CO., FRN 000726S Ph: 24743395 Chennai - 83 Chartered Accountants

(CA P KANNAN)
Partner.
(M. No.024687)
(Firm Reg.No.000726S)

Place: Chennai
Date: 07/05/2026

Annexure B to the Independent Auditors' report on the financial statements of M/s. Threesixtyone Degree Minds Consulting Private Limited for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of M/s. Icon Clinical Research India Private Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain

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Chartered Accountants

reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial

controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial

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Chartered Accountants

controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

for M/s. A V DEVEN & CO.,
Chartered Accountants,
Firm Reg No. 000726S

UDIN: 26024687QUTUTE2082

A V DEVEN & CO.,
FRN 000726S
Ph: 24743395
Chennai / 83
Chartered Accountants

(CA P KANNAN)
Partner.
(M. No.024687)
(Firm Reg.No.000726S)

Place: Chennai
Date: 07/05/2026

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Balance Sheet as on March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

	Note	As at March 31, 2026	As at March 31, 2025
Assets			
Non-current assets			
Property, plant and equipments	3 (a)	6.48	6.51
Other intangible assets	3 (b)	58.43	66.34
Intangibles assets under development	3 (c)	11.00	11.00
Deferred tax assets (net)	4	153.82	152.19
Investments	5	636.92	636.92
Other non-current assets	6	-	-
Total non current assets		**866.65**	**872.96**
Current assets			
Financial assets			
(i) Trade receivables	7	114.39	116.08
(ii) Cash and cash equivalents	8	4.86	12.10
(iii) Other financial assets	9	26.86	25.69
Other current assets	10	98.52	117.38
Total current assets		**244.63**	**271.25**
Total		**1,111.28**	**1,144.21**
Equity and liabilities			
Equity			
Share capital	11	6.72	6.72
Other equity	12	311.75	344.76
		318.47	**351.48**
Current liabilities			
Financial liabilities			
(i) Borrowings	13	436.37	386.62
(ii) Trade payables	14		
- total outstanding dues of micro and small enterprises;		8.03	3.23
- total outstanding dues of creditors other than micro and small enterprises		52.38	111.75
(iii) Other financial liabilities	15	247.99	217.11
Other current liabilities	16	27.15	57.80
Provisions	17	20.89	16.22
Total current liabilities		**792.81**	**792.73**
Total liabilities		**792.81**	**792.73**
Total equity and liabilities		**1,111.28**	**1,144.21**

Summary of significant accounting policies 2
The accompanying notes 1 to 39 form an integral part of these financial statements.
As per our report of even date.

For **A.V.DEVEN & Co.**
Chartered Accountants
Firm registration No. 000726S

A V DEVEN & CO., FRN 000726S Ph: 2474 3395 Chennai - 83 Chartered Accountants

CA P KANNAN
Partner
Membership No.: 024687
UDIN:26024687QUTUTE2082

Place: Chennai
Date: May 07, 2026

For and on Behalf of the Board of Directors of
THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Rammohan Parameswaran
Director
DIN: 01828999

Place: Chennai
Date: May 07, 2026

Satya Narayanan Ramakrishnan
Director
DIN: 00307326

Place: Chennai
Date: May 07, 2026

Threesixtyone Degree Minds Consulting Pvt. Ltd.

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Statement of Profit and Loss for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

	Note	Year ended March 31 , 2026	Year ended March 31, 2025
Revenue			
Revenue from operations	18	120.87	240.91
Other income	19	48.25	2.62
Total revenue (I)		**169.12**	**243.53**
Expenses			
Employee benefit expenses	20	38.57	45.71
Finance costs	21	41.39	30.98
Depreciation and amortisation expenses	22	43.59	47.37
Service delivery expenses	23	18.45	129.84
Sales and marketing expenses	24	27.20	37.79
Other expenses	25	59.74	76.38
Total expenses (II)		**228.94**	**368.07**
(Loss) before tax (I)-(II)		**(59.82)**	**(124.54)**
Less: tax expense			
- Current tax		-	-
- MAT Credit		-	-
- Deferred tax	36	(1.64)	2.55
Total tax expense		**(1.64)**	**2.55**
(Loss) after tax		**(58.18)**	**(127.09)**
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Remeasurement of defined benefit plans		-	-
CCPS Adjustments		-	-
Income tax relating to these items		-	-
Other comprehensive income for the year (net of income tax)		**-**	**-**
Total comprehensive Income/(loss)		**(58.18)**	**(127.09)**
(Loss) per equity share (in Rs.):			
Nominal value of Rs. 10 each (Previous year Rs. 10 each)			
-Basic & diluted earning per share	26	(86.53)	(249.23)
Summary of significant accounting policies	2		

The accompanying notes 1 to 39 form an integral part of these financial statements.
As per our report of even date.

For A.V.DEVEN & Co.
Chartered Accountants
Firm registration No. 000726S

A V DEVEN & CO., FRN 000726S Ph: 2474 3395 Chennai - 83 Chartered Accountants

CA P KANNAN
Partner
Membership No.: 024687
UDIN:26024687QUTUTE2082

Place: Chennai
Date: May 07, 2026

For and on Behalf of the Board of Directors of
THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Rammohan Parameswaran
Director
DIN: 01828999

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Director
DIN: 00307326

Place: Chennai
Date: May 07, 2026

Place: Chennai
Date: May 07, 2026

Threesixtyone Degree Minds Consulting Pvt. Ltd

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Cash Flow Statement for the year ended March 31, 2026

(All amounts are Rupees in Lacs unless otherwise stated)

		Year ended March 31, 2026	Year ended March 31, 2025
A Cash flow from operating activities			
Net loss before tax		(59.82)	(124.54)
Adjustments for:			
Depreciation and amortisation		43.59	47.37
Depreciation of right to use of assets			
Finance cost		41.33	30.96
Discount income		0.00	0.00
Other adjustments		25.15	(0.06)
Interest income		(0.79)	(2.62)
Liabilities no longer required written back		(47.46)	-
Operating profit before working capital changes		**2.00**	**(48.89)**
Adjustments for (increase) / decrease in operating assets:			
Trade receivables		1.69	10.86
Other current financial assets		(1.17)	2.55
Other current assets		18.86	(66.83)
Adjustments for increase / (decrease) in operating liabilities:			
Trade payables		(7.10)	(98.23)
Current financial liabilities		30.87	(137.63)
Other current liabilities		(30.65)	53.89
Current provisions		4.67	(7.82)
Cash generated from operations		**19.17**	**(292.10)**
Taxes and interest thereon paid		0.01	(0.01)
Net cash generated from operating activities	**(A)**	**19.18**	**(292.11)**
B Cash flow from investing activities:			
Capital expenditure on fixed assets		(35.64)	(63.69)
Interest income received		0.79	2.62
Net cash (used in) investing activities	**(B)**	**(34.85)**	**(61.07)**

Continued on next page....

Threesixtyone Degree Minds Consulting Pvt. Ltd.

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Cash Flow Statement for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

....Continued from previous page

C Cash Flow from financing activities:

Additional loans taken during the year		49.76	163.02
Interest paid		(41.33)	(30.96)
Net cash generated from financing activities	**(C)**	**8.43**	**132.06**
Net (decrease) in cash and cash equivalents	**(A+B+C)**	**(7.24)**	**(221.12)**
Cash and cash equivalents			
-At beginning of the year		12.10	233.22
Add: Deposits with maturity less than 3 months from balance sheet date		-	-
-At end of the year		**4.86**	**12.10**

As per our report of even date.

For A.V.DEVEN & Co.
Chartered Accountants
Firm registration No. 000726S

CA P KANNAN
Partner
Membership No.: 024687
UDIN:26024687QUTUTE2082

Place: Chennai
Date: May 07, 2026

For and on behalf of the Board of Directors of
THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Rammohan Parameswaran
Director
DIN: 01828999

Place: Chennai
Date: May 07, 2026

Satya Narayanan Ramakrishnan
Director
DIN: 00307326

Place: Chennai
Date: May 07, 2026

M/S. Threesixtyone Degree Minds Consulting Private Limited

Summary of material accounting policies and explanatory information on the Financial Statements for the year ended 31 March 2026

1. Corporate Information

Threesixtyone Degree Minds Consulting Private Limited is a Company domiciled in India, with its registered and corporate office at First floor, No. 10, Sathya Gardens, Kamarajar Nagar 80 feet Road, Saligram, Chennai - 600093. The Company was incorporated in India on July 06, 2006, to provide consulting and research services in the education sector.

The Financials Statements are approved for issue by the Company's Board of Directors on May 07, 2026.

2. (A) General Information and compliance with IND AS

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

(B) Material accounting policies

(i) Basis of preparation:

These Financial Statements of the Company have been prepared in accordance with Indian Accounting Standard ("Ind AS") and comply with requirements of Ind AS notified under section 133 of the Companies Act, 2013 ("the Act"), read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, stipulation contained in Schedule III (Revised) and other pronouncements/ provisions of applicable laws and the guidelines issued by Securities and Exchange Board of India, to the extent applicable.

These Financial Statements have been prepared using the material accounting policies and measurement basis summarised below. These accounting policies have been used consistently throughout all periods presented in these financial statements, unless stated otherwise

The Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

i. Derivative financial instruments;
ii. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
iii. Defined benefit plans- plan assets measured at fair value; and
iv. Share based payments.

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current if it satisfies any of the following conditions:

i. Expected to be realised or intended to sold or consumed in normal operating cycle;
ii. Held primarily for the purpose of trading;
iii. Expected to be realised within twelve months after the reporting period; or
iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Threesixtyone Degree Minds Consulting Pvt. Ltd.

A liability is current if it satisfies any of the following conditions:

i. It is expected to be settled in normal operating cycle;

ii. It is held primarily for the purpose of trading;

iii. It is due to be settled within twelve months after the reporting period; or

iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and its realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

The financial statements of the Company have been presented in Indian Rupees (Rs.), which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III to the Act, unless otherwise stated.

(ii) Fair value measurements

The Company measures financial instruments at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. For assets and liabilities that are recognised in the balance sheet at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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(iii) Revenue

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflect the consideration which the Company expects to receive in exchange for those product or services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes/duties and discounts.

The Company earns revenue from consulting and research services in the education sector.

Revenue from services

Revenue in respect of consulting and research services is recognised in the statement of profit and loss over the service period in proportion to the stage of completion of the services at the reporting date. The stage of completion is assessed by reference to the curriculum. Fee is recorded at invoice value, net of discounts and taxes, if any. The revenue from time and material contracts is recognised at the amount to which the Company has right to invoice.

If the services rendered by the Company exceed the payment, a contract asset is recognised. If the payment exceed the services rendered, a contract liability is recognised. Revenue from training is recognised over the service period of delivery.

Performance obligation:

The performance obligation provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Contract Liabilities (Unearned Revenue)

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Amounts billed and received or recoverable prior to the reporting date for services and such services or part of such services are to be performed after the reporting date are recorded as contract liabilities as per the provisions of the Ind AS-115.

Contract Balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due).

Impairment of Trade Receivable

The Company measures the Expected Credit Loss ("ECL") associated with its assets based on historical trends, industry practices and the general business environment in which it operates. The impairment methodology applied depends on whether there has been a significant increase in credit risk. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss under the head 'other expenses'.

Interest income

Interest income on time deposits and inter corporate loans is recognised using the effective interest method.

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The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Other income

Other income other than above like rewards and recoveries are recognised on accrual basis.

(iv) Property, plant and equipment

Measurement at recognition:

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost comprises the purchase price, borrowing costs if capitalisation criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

a) it is probable that future economic benefits associated with the item will flow to the entity; and
b) the cost of the item can be measured reliably.

Property, plant and equipment under construction are disclosed as capital work-in-progress. Cost of construction that relate directly to specific property, plant and equipment and that are attributable to construction activity in general are included in capital work-in-progress.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increased the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value over their useful life using straight line method and is recognised in the statement of profit and loss.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as under and the same are equal to lives specified as per schedule II of the Act.

Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/discard from property, plant and equipment is provided for up to the date of sale, deduction or discard of property, plant and equipment as the case may be.

Depreciation method, useful lives and residual values are reviewed at each financial year-end, and changes, if any, are accounted for prospectively.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

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Capital Advances

Advances paid towards acquisition of property, plant and equipment outstanding at each reporting date is classified as capital advances.

Derecognition:

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds or amount of security deposit adjusted and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is de-recognised.

(v) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss. when the asset is derecognised.

The residual values, useful lives and method of depreciation of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred. Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the Statement of Profit and Loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

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(vi) Income taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 and rules thereunder. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income
tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their book bases. Deferred tax liabilities are recognised for all temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.
The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the relevant members of the Company will pay normal income tax during the specified period. Such asset is reviewed at each reporting period end and the adjusted based on circumstances then prevailing.

(vii) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the

Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs of disposal and its value in use.

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Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account.

If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded Company's or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(viii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss ("FVTPL"), transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified as follows:

a) Financial assets at amortised cost

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A 'financial asset' is measured at the amortised cost where the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and contractual terms of the asset give rise to cash flows on specified dates that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The interest income from these financial assets is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

b) Financial assets at fair value through other comprehensive income

Assets that are held for collection of contractual cashflows and for selling the financial assets, where the cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income ("FVOCI"). The Company has not designated any financial asset in this category.

Financial asset included within the OCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. Interest income is recognized in statement of profit and loss for debt instruments. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from OCI to statement of profit and loss.

c) Financial assets at fair value through profit or loss

Fair Value Through Profit or Loss ("FVTPL") is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorisation as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial asset which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss. The Company has not designated any financial asset in this category.

d) Equity instruments

Equity investments in Subsidiaries are measured at cost less impairments, if any. All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 'Business Combinations' applies are Ind AS classified as at FVTPL. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair values. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

A financial asset is derecognised when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive the contractual cash flows from the asset in a transaction in which substantially all the risks and rewards of ownership of the asset are transferred.

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Financial liabilities

Initial recognition and measurement

Financial liabilities are classified as measured at amortised cost or fair value through profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

a) Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses are recognised in the statement of profit and loss, except for those attributable to changes in own credit risk, which are recognised in OCI. These gains/ loss are not subsequently transferred to the statement of profit and loss.

b) Financial liabilities at amortised cost

After initial recognition, financial liabilities designated at amortised costs are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The amortisation is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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Derivative financial instruments

Derivatives are initially recognised at fair value on the date of executing a derivative contract and are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the statement of profit and loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

Embedded derivatives are separated from host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

(ix) Employee benefits

Contribution to provident and other funds

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

(x) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

(xi) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss, net of any reimbursement. These estimates are reviewed at each reporting date and adjusted to reflect current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(xii) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non–occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of

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resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

(xiii) Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources.

For the purpose of calculating diluted earnings/(loss) per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(xiv) Investment in subsidiaries and associate

An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, an investor controls an investee if and only if the investor has all the following:

a) power over the investee;
b) exposure, or rights, to variable returns from its involvement with the investee; and
c) the ability to use its power over the investee to affect the amount of the investor's returns.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control or joint control over those policies. The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Company has elected to recognise its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'.

Investments carried at cost is tested for impairment as per Ind-AS 36.

(xv) Service Delivery Expenses

These expenses are attributable to the delivery of core services by the Company in both its segments. The expenses are recognized as per the following policy:

a) Expense related to project and franchisee expenses are recognised in line with the revenue recognition i.e. over the period of contract in proportion to the stage of completion of the services at the reporting date. The stage of completion is assessed by reference to the curriculum.

b) Expenses related to faculty, communication, digital learning support and others are recognised as and when they are incurred.

(xvi) Classification of refund liabilities:

Company has a policy to sell its sell it books and study material to the customers with a right of return. The Company has recognised refund liability in respect of customer's right to return the product in accordance with Ind AS 115.

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The Company has concluded that the arrangement for return is executory as there is no obligation to deliver cash until the goods are returned. Accordingly, the Company has presented its refund liabilities as 'other current liabilities'.

(xvii) Material management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.
Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where material judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

i) Judgements

In the process of applying the Company's accounting policies, the management has made the following judgements, which have the most material effect on the amounts recognised in the financial statements:

a) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of material judgments and the use of estimates regarding the outcome of future events.

b) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forward can be utilised. In addition, material judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

ii) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Useful lives of tangible/intangible assets

The Company reviews its estimate of the useful lives of tangible/intangible assets at each reporting date, based on the expected utility of the assets.

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b) **Defined benefit obligation**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. In view of the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

c) **Inventories**

The Company estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

d) **Business combinations**

The Company accounts for the business combinations in accordance with guidance available in "Ind AS 103- Business combinations" and the scheme approved by National Company Law Tribunal.

e) **Impairment of non-financial assets and goodwill**

In assessing impairment, Company estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

f) **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include
considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(xiv) Amendment to Accounting Standards (Ind AS) issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the company.

Amended Accounting Standards (Ind AS) and interpretations effective during the year:

a. **Ind AS 1 - Presentation of Financial Statements** - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The amendment did not have any material impact on the Financial Statements of the Company.

b. **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors** - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The amendment did not have any material impact on the Financial Statements of the Company.

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c. **Ind AS 12 - Income Taxes** - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The amendment did not have any material impact on the Financial Statements of the Company.

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THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Statement of changes in equity for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

A. Equity share capital

	Equity share capital	
Particulars	**Number**	**Amount**
Balance as at April 01, 2024	47,622	4.76
Change in equity share capital during the year	19,612	1.96
Total Share capital as at March 31, 2025	**67,234**	**6.72**
Balance as at April 01, 2025	67,234	6.72
Change in equity share capital during the year	-	-
Balance as at March 31, 2026	**67,234**	**6.72**

B. Other equity

Particulars	Attributable to owners of the company					
	Reserves & Surplus					
	Retained earnings	Security premium reserve	Surplus in the statement of Profit and Loss	Deemed equity on issue of preference share	General Reserve	Total attributable to to owners of the company
Balance as at 1 April 2024	**(1,464.88)**	**1,479.02**	-	**1.09**	**(183.16)**	**(167.94)**
Loss for the year	(127.09)	-	-	-	-	(127.09)
Addition during the year/transfer of CCPS Dividend, amortisation	-	639.79	-	-	-	639.79
Adjustment for depreciation/CCPS	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	**(127.09)**	**639.79**	**-**	**-**	**-**	**512.70**
Balance as at March 31, 2025	**(1,591.98)**	**2,118.81**	**-**	**1.09**	**(183.16)**	**344.76**
Loss for the year	(58.18)	-	-	-	-	(58.18)
Addition during the year	-	-	-	-	-	-
Other adjustments	25.17	-	-	-	-	25.17
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the year	**(33.01)**	**-**	**-**	**-**	**-**	**(33.01)**
Balance as at March 31, 2026	**(1,625.00)**	**2,118.81**	**-**	**1.09**	**(183.16)**	**311.75**

The accompanying notes 1 to 39 form an integral part of these financial statements.

As per our report of even date

For A.V.DEVEN & Co.
Chartered Accountants
Firm registration No. 000726S

CA P KANNAN
Partner
Membership No.: 024687
UDIN:26024687QUTUTE2082

Place: Chennai
Date: May 07, 2026

A V DEVEN & CO., FRN 0007265 Ph: 2474 3395 Chennai - 83 Chartered Accountants

For and on Behalf of the Board of Directors of
THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Rammohan Parameswaran
Director
DIN: 01828999

Place: Chennai
Date: May 07, 2026

Satya Narayanan Ramakrishnan
Director
DIN: 00307326

Place: Chennai
Date: May 07, 2026

Threesixtyone Degree Minds Consulting Pvt. Ltd.

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

3(a) Property, plant & equipment

Gross Block	Property, plant and equipment							
	Plant and Machinery	Furniture and Fixtures	Office Equipment	Invertor	Computers	Others	Vehicles	Total
Balance as at April 01, 2024	4.13	34.95	4.08	1.49	26.64	1.20	0.18	72.65
Additions	-	-	-		-	-	-	-
Disposal/transfer	-	-	-		-	-	-	-
Balance as at March 31, 2025 - (A)	4.13	34.95	4.08	1.49	26.64	1.20	0.18	72.65
Balance as at April 01, 2025	4.13	34.95	4.08	1.49	26.64	1.20	0.18	72.65
Additions	-	-	-		0.57	-	-	0.57
Disposal/transfer	-	-	-		-	-	-	-
Balance as at March 31, 2026 - (B)	4.13	34.95	4.08	1.49	27.20	1.20	0.18	73.21

Accumulated depreciation	Property, plant and equipment							
	Plant and Machinery	Furniture and Fixtures	Office Equipment	Invertor	Computers	Others	Vehicles	Total
Balance as at April 01, 2024	3.92	30.60	3.87	1.41	25.21	-	0.17	65.19
Depreciation charge for the year	0.03	0.65	0.03	0.01	0.21	-	0.00	0.93
Disposal/transfer	-	-	-	-	-	-	-	-
Balance as at March 31, 2025 - (C)	3.95	31.25	3.90	1.43	25.42	-	0.17	66.12
Balance as at April 01, 2025	3.95	31.25	3.90	1.43	25.42	-	0.17	66.13
Depreciation charge for the year	0.03	0.37	0.02	0.01	0.18	-	0.00	0.61
Disposal/transfer	-	-	-	-	-	-	-	-
Balance as at March 31, 2026 - (D)	3.98	31.62	3.92	1.44	25.60	-	0.17	66.74

Carrying Amount	Property, plant and equipment							
	Plant and Machinery	Furniture and Fixtures	Office Equipment	Invertor	Computers	Others	Vehicles	Total
As at March 31, 2025 (A-C)	0.18	3.69	0.17	0.06	1.20	1.20	0.01	6.51
As at March 31, 2026 (B-C)	0.15	3.32	0.16	0.04	1.60	1.20	0.01	6.48

Note :

i. There are no impairment losses recognised during the year.
ii. There are no exchange differences adjusted in property, plant and equipment.
iii. Refer note 22 for depreciation

Threesixtyone Degree Minds Consulting Pvt. Ltd.

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THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

3 (b) Intangible Assets

Gross Block	Intangible Assets	
	Intellectual Property	Total
Balance as at April 01, 2024	**575.12**	**575.12**
Additions	52.71	52.71
Disposal/transfer	-	-
Balance as at March 31, 2025 - (A)	**627.83**	**627.83**
Balance as at April 01, 2025	**627.83**	**627.83**
Additions	35.08	35.08
Disposal/transfer	-	-
Balance as at March 31, 2026 - (B)	**662.91**	**662.91**

Accumulated amortisation	Intangible Assets	
	Intellectual Property	Total
Balance as at April 01, 2024	**515.05**	**515.05**
Amortisation charge for the year	46.44	46.44
Disposal/transfer	-	-
Balance as at March 31, 2025 - (C)	**561.49**	**561.49**
Balance as at April 01, 2025	**561.49**	**561.49**
Amortisation charge for the year	42.98	42.98
Other Adjustments	-	-
Balance as at March 31, 2026 - (D)	**604.47**	**604.47**

Carrying Amount	Intangible Assets	
	Intellectual Property	Total
As at March 31, 2025 (A-C)	**66.34**	**66.34**
As at March 31, 2026 (B-D)	**58.43**	**58.43**

Note :
i) There are no imparment losses recognised during the year.
ii) Refer note 24 for amortisation

Threesixtyone Degree Minds Consulting Pvt. Ltd.

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3(c). Intangibles assets under development

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Opening balance	11.00	-
Add: Addition during the year	-	11.00
Less: Capitalized during the year	-	-
Closing balance	**11.00**	**11.00**

Intangibles assets under development ageing

	Amount in intangible assets under development for a period of				
	0-1 years	**1-2 Years**	**2-3 Years**	**More Than 3 years**	**Total**
As at March 31, 2026	-	11.00	-	-	**11.00**
As at March 31, 2025	11.00	-	-	-	**11.00**

Threesixtyone Degree Minds Consulting Pvt. Ltd

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(All amounts are Rupees in Lacs unless otherwise stated)

4 Deferred tax assets

	As at March 31, 2026	As at March 31, 2025
Net deferred tax assets (Refer note 36)	153.82	152.19
	153.82	**152.19**

In assessing the realisability of deferred tax assets, management considers whether it is reasonable, that some portion, or all, of the deferred tax assets will be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the period in which the temporary differences become deductible.

5 Investments

	As at March 31, 2026	As at March 31, 2025
Investments (Investment in foreign subsidiary Three Sixty One Degree Minds Inc.)	1.00	1.00
Investment in ICE Gate Educational Institute Pvt. Ltd. 7350 (March 31, 2025: 7350) fully paid up equity shares of Rs.8,652 each	635.92	635.92
	636.92	**636.92**

During the current previous year, the company had acquired 73.50% equity stake in ICE GATE Educational Institute Private Limited in exchange of issuing additional shares to the holding company - CL Educate Limited. As a result of this transaction, ThreeSixtyOne Degree Minds Consulting Private Limited holds controlling interest in ICE GATE Educational Institute Private Limited.

7 Trade receivables

	As at March 31, 2026	As at March 31, 2025
Unsecured, Considered good	107.86	116.08
Trade receivable which have significant increase in credit risk	6.53	-
Less : ECL provision on trade receivables	-	-
	114.39	**116.08**

Trade receivable ageing schedule

	Trade receivable aging						Total
	Current but not due	Less than 6 months	6 months to 1 years	1-2 Years	2-3 Years	More Than 3 years	
As at March 31, 2026							
Undisputed trade receivables- considered good	-	55.37	52.49	-	-	-	**107.86**
Undisputed trade receivables- which have significant increase in credit risk	-	-	-	4.72	1.81	-	**6.53**
Undisputed trade receivables- credit impaired	-	-	-	-	-	-	-
Disputed trade receivables- considered good	-	-	-	-	-	-	-
Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables- credit impaired	-	-	-	-	-	-	-
	-	**55.37**	**52.49**	**4.72**	**1.81**	**-**	**114.39**

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Threesixtyone Degree Minds Consulting Pvt. Ltd.

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

	Trade receivable aging						Total
	Current but not due	Less than 6 months	6 months to 1 years	1-2 Years	2-3 Years	More Than 3 years	
As at 31st March 2025							
Undisputed trade receivables- considered good	-	38.00	52.36	22.44	3.28	-	**116.08**
Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables- credit impaired	-	-	-	-	-	-	-
Disputed trade receivables- considered good	-	-	-	-	-	-	-
Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables- credit impaired	-	-	-	-	-	-	-
	-	**38.00**	**52.36**	**22.44**	**3.28**	**-**	**116.08**

Notes:

i. The Company had measured Expected Credit Loss of trade receivable based on simplified approach as per Ind AS 109 'Financial Instruments'. (Refer note 33)

ii. For explanation on the Company credit risk management process (Refer Note 33)

iii. Trade receivables are non interest bearing and are received in normal operating cycle.

iv. No trade or other receivable are due from directors or other officers of the Company and firms or private companies in which any director is a partner, a director or a member either jointly or severally with other persons except as stated above.

v. For terms and conditions of trade receivables owing from related parties (Refer note 32)

8 Cash and cash equivalents

	As at March 31, 2026	As at March 31, 2025
Balances with banks in current account	4.56	11.80
Cash on hand	0.30	0.30
	4.86	**12.10**

Notes:
For explanation on the Company risk management process (Refer note 33)

9 Other financial asset

	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good unless stated		
Security deposits	1.96	1.86
Other receivables	24.90	23.83
	26.86	**25.69**

Notes:
For explanation on the Company risk management process (Refer note 33)

10 Other current assets

	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good, unless otherwise stated		
Prepaid expenses	0.07	0.07
Other receivable	0.03	0.03
GST receivable	50.32	67.26
TDS receivable	17.90	19.81
Advance to suppliers	30.20	30.21
	98.52	**117.38**

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Threesixtyone Degree Minds Consulting Pvt. Ltd

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

11 Equity share capital and Preference share capital

a. Equity shares.

	March 31, 2026	March 31, 2025
Authorised shares		
5,50,000 (March 31, 2025: 5,50,000) equity shares of INR 10 each fully paid up	55.00	55.00
Issued, subscribed and fully paid-up shares		
67,234 (March 31, 2025: 67,234) equity shares of INR 10 each fully paid up	6.72	6.72
	6.72	**6.72**

b. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year.

Particulars	March 31, 2026		March 31, 2025	
	Number	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	67,234	6.72	47,622	4.76
Increse/(Decrease) in equity share capital during the year	-	-	19,612	1.96
Allotment of new share 17199 and preference share convert in to Equity Shares 2413 during the previous year				
Shares outstanding at the end of the year	**67,234**	**6.72**	**67,234**	**6.72**

c. Preference shares

	March 31, 2026	March 31, 2025
Authorised shares		
4,50,000 (March 31, 2025: 4,50,000) preference shares of INR 10 each fully paid	45.00	45.00
Issued, subscribed and fully paid-up shares		
0 (March 31, 2025: NIL) equity shares of INR 10 each fully paid up	-	-
	-	-

d. Reconciliation of the preference shares outstanding at the beginning and at the end of the reporting year.

Particulars	March 31, 2026		March 31, 2025	
	Number	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	-	-	59,000	-
Increse/(Decrease) in equity share capital during the year	-	-	(59,000)	(5.90)
Shares outstanding at the end of the year	**-**	**-**	**-**	**(5.90)**

e. Terms/rights attached to equity share

Voting

Each holder of equity shares is entitled to one vote per share held.

Dividends

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed. The Company has not distributed any dividend in the current year and previous year.

Liquidation

In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive all of the remaining assets of the Company after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

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Threesixtyone Degree Minds Consulting Pvt. Ltd.

f. Details of shares held by holding/ ultimate holding company and/ or their subsidiaries/associates and shareholders holding more than 5% of equity shares of the Company

Particulars	Nature of Relationship	March 31, 2026		March 31, 2025	
		Number	% of Holding	Number	% of Holding
1. CL Educate Ltd.	Holding Company	35,733	53.15%	35,733	53.15%
2. P.Rammohan	Director/Promoter	4,586	6.82%	4,586	6.82%
3. C.P.Gopinath	Promoter	4,585	6.82%	4,585	6.82%
4. Ritu Gopinath	Promoter	4,585	6.82%	4,585	6.82%

As per records of the Company, including its register of shareholders/members, the above shareholding represents both legal and beneficial ownerships of shares.

g. No class of shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash, allotted as fully paid up by way of bonus shares or bought back by the Company during the period of five years immediately preceding the reporting date.

h. Details of shares held by promoters and promoters group

Equity shares of INR 10 each, fully paid up held by:

	As at March 31, 2026			As at March 31, 2025	
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares
1. P.Rammohan	4,586	6.82%	0.00%	4,586	6.82%
2. C.P.Gopinath	4,585	6.82%	0.00%	4,585	6.82%
3. Ritu Gopinath	4,585	6.82%	0.00%	4,585	6.82%

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Threesixtyone Degree Minds Consulting Pvt. Ltd.

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Notes to the financial statements for the year ended March 31, 2026

(All amounts are Rupees in Lacs unless otherwise stated)

12 Other equity

	As at March 31, 2026	As at March 31, 2025
Deficit in the statement of profit and loss		
Opening balance	(1,615.54)	(1,488.45)
Add: adjustment during the year	25.17	-
Net loss for the year	(58.18)	(127.09)
Closing balance (a)	**(1,648.55)**	**(1,615.54)**
Securities premium		
Opening balance	2,118.81	1,479.02
Addition (refer footnote i)	-	639.79
Closing balance (b)	**2,118.81**	**2,118.81**
General reserve		
Opening balance	(183.16)	(183.16)
Addition	-	-
Closing balance (c)	**(183.16)**	**(183.16)**
Equity component of financial liabilities (d)	**1.09**	**1.09**
Other comprehensive income		
Opening balance	23.56	23.56
Add: Other comprehensive income/(loss) for the year	-	-
Closing balance (e)	**23.56**	**23.56**
Total other equity (a+b+c+d+e)	**311.75**	**344.76**

Note:

(i) During the previous year the securities premium addition - Rs.639.79 Lacs comprise of Rs. 634.13 Lacs pertaining to New Allotment and Rs. 5.66 Lacs pertaining to Preference share convert in to equity shares

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Threesixtyone Degree Minds Consulting Pvt Ltd

(All amounts are Rupees in Lacs unless otherwise stated)

13 Current financial liabilities

	As at March 31, 2026	As at March 31, 2025
Current Borrowings		
Secured (Refer notes i & ii)		
Bank Overdrafts	-	263.34
Cash Credit from Banks	82.32	82.43
Unsecured (Refer notes i & ii)		
From others (refer footnote ii)	354.05	40.85
Total	**436.37**	**386.62**

For amount outstanding as at March 31, 2026

i. Loans aviled from various Banks, financa Intitutions, and Parent company having an interest rate ranges from 9.25% to 19.00%.
For related party transactions refer to note 34.
ii. (Refer note 33) For explanation regarding Company liquidity risk management process

14 Trade payables

	As at March 31, 2026	As at March 31, 2025
- total outstanding dues of micro and small enterprises;	8.03	3.23
- total outstanding dues of creditors other than micro and small enterprises	52.38	111.75
Total	**60.41**	**114.98**

Particulars	Outstanding for following periods from due date of					Total
	Less than 1 year	1-2 Years	2-3 Years	More Than 3 years	Unbilled payable	
As at March 31, 2026						
Total outstanding dues of micro enterprises and small enterprises	6.71	1.30	0.02	-	-	8.03
Total outstanding dues of creditors other than micro enterprises and small enterprises	44.40	0.20	-	7.78	-	52.38
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	51.11	**1.50**	**0.02**	**7.78**	-	**60.41**
As at March 31, 2025						
Total outstanding dues of micro enterprises and small enterprises	2.84	-	-	0.38	-	3.23
Total outstanding dues of creditors other than micro enterprises and small enterprises	101.19	1.75	3.20	5.61	-	111.75
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-		-
	104.03	**1.75**	**3.20**	**6.00**	-	**114.98**

Note:

i. Trade payables are non interest bearing and are normally settled in normal trade cycle.
ii. (Refer note 33) For explanation on the Company liquidity risk management process

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Threesixtyone Degree Minds Consulting Pvt. Ltd.

(All amounts are Rupees in Lacs unless otherwise stated)

15 Other Current financial liabilities

	As at March 31, 2026	As at March 31, 2025
Deferred revenue	44.07	37.34
Advances from customers	42.31	30.75
Employee related payables	161.61	149.02
Total	**247.99**	**217.11**

Note:

i. (Refer note 33) For explanation on the Company liquidity risk management process

16 Other current liabilities

	As at March 31, 2026	As at March 31, 2025
Statutory dues	23.49	29.78
Other current liability	3.66	28.02
Total	**27.15**	**57.80**

17 Current provisions

	As at March 31, 2026	As at March 31, 2025
Provisions	19.03	14.36
Audit fees payable	1.86	1.86
Total	**20.89**	**16.22**

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Threesixtyone Degree Minds Consulting Pvt. Ltd.

(All amounts are Rupees in Lacs unless otherwise stated)

18 Revenue from operations

	Year ended March 31, 2026	Year ended March 31, 2025
Sale of services		
- Sale of Services	120.87	240.91
Total	**120.87**	**240.91**

Disaggregated revenue information as per geographical markets

	For the year ended March 31, 2026		
	Geographical markets		
	India	**Overseas**	**Total**
Sale of Services	120.87	-	**120.87**
Total	**120.87**	-	**120.87**

Disaggregated revenue information as per geographical markets

	For the year ended March 31, 2025		
	Geographical markets		
	India	**Overseas**	**Total**
Sale of Services	240.91	-	240.91
Total	**240.91**	-	**240.91**

Changes in contract liablity are as follows:-	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	37.34	54.35
Revenue recognised that was deducted from trade receivables as unearned revenue balance at the beginning of the year	(37.34)	(54.35)
Increase due to invoicing during the year, excluding amount recognised as revenue during the year	44.07	37.34
Closing Balance at the end of the year	44.07	**37.34**

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied)	Year ended March 31 , 2026	Year ended March 31 , 2025
Within one year	44.07	37.34

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Threesixtyone Degree Minds Consulting Pvt. Ltd.

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

19 Other income

	Year ended March 31, 2026	Year ended March 31, 2025
Interest Income		
On term deposits	-	2.40
Discount income	0.00	0.00
Interest on income tax refund	0.79	0.22
Liability written back	47.46	-
	48.25	**2.62**

20 Employee benefit expenses

	Year ended March 31, 2026	Year ended March 31, 2025
Salary, wages, bonus and other benefits	36.19	43.01
Contribution to provident and other funds (refer note 31)	1.91	2.10
Staff welfare expenses	0.47	0.60
	38.57	**45.71**

21 Finance costs

	Year ended March 31, 2026	Year ended March 31, 2025
Interest on borrowings	41.33	30.96
Interest on statutory dues	0.06	0.02
	41.39	**30.98**

22 Depreciation and amortisation expenses

	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on tangible assets (refer note 3a)	0.61	0.93
Amortisation on intangible assets (refer note 3b)	42.98	46.44
	43.59	**47.37**

23 Service delivery expenses

	Year ended March 31, 2026	Year ended March 31, 2025
Service delivery expenses	18.45	129.84
	18.45	**129.84**

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Threesixtyone Degree Minds Consulting Pvt. Ltd.

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

24 Sales and marketing expenses

	Year ended March 31, 2026	Year ended March 31, 2025
Advertisement and marketing expenses	27.20	37.79
	27.20	**37.79**

25 Other expenses

	Year ended March 31, 2026	Year ended March 31, 2025
Auditors remuneration	1.75	1.75
Travelling and conveyance expenses	1.06	6.19
Printing and stationery expenses	0.27	0.28
Postage and courier charges	0.05	0.04
Rent	-1.02	1.12
Repair and maintenance	0.77	1.02
Bad debts	12.24	12.02
Rates &Taxes	0.07	0.00
Filling fees	0.01	0.08
Bank charges	0.81	0.22
Electricity charges	0.64	0.65
Administrative expenses	2.62	3.84
Legal and professional fees	5.70	12.49
IT expenses	3.27	19.47
Telephone and communication	0.88	0.81
Sales commission and incentive	9.28	11.93
Miscellaneous expenses	21.33	4.47
	59.74	**76.38**

26 Disclosure as per Ind AS 33 on 'Earnings per Share'

	Year ended March 31, 2026	Year ended March 31, 2025
Basic and diluted earnings per share		
Basic & diluted earnings per share (refer note i & ii)	(86.53)	(249.23)
Nominal value per share	10.00	10.00
i. Profit attributable to equity shareholders		
Losses for the year	(58.18)	(127.09)
Losses attributable to equity shareholders	**(58.18)**	**(127.09)**
ii. Weighted average number of shares used as the denominator		
Opening balance of issued equity shares	67,234	47,622
Effect of shares issued during the year, if any	-	3,369
Weighted average number of equity shares for Basic and Diluted EPS	**67,234**	**50,991**

At present, the Company does not have any dilutive potential equity share.

Threesixtyone Degree Minds Consulting Pvt. Ltd

(All amounts are Rupees in Lacs unless otherwise stated)

27 Contingent liabilities

There are no contingent liabilities as at March 31, 2026; (March 31, 2025 Rs. Nil).

28 Commitments

There are no capital or other material commitments as at March 31, 2026 ; (March 31, 2025 Rs. Nil).

29 Disclosure as per Ind AS 108 on 'Operating segments'

Segment information is presented in respect of the Company's key operating segments. The operating segments are based on the company's management and internal reporting structure.

Operating Segments

The board of directors have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.The Company's board reviews the results on a quarterly basis. The company's board of directors uses Earning Before Interest, Tax, Depreciation and amortisation('EBITDA') to assess the performance of the operating segments. Accordingly, there is only one reportable segment of the Company which is "EdTech".

Entity wide disclosures

Information about products and services

Company deals in one business namely "EdTech". Therefore product wise revenue disclosure is not applicable.

Information about geographical areas

Company operates under single geographic location, there are no separate reportable geographical segments.

Information about major customers (from external customers)

During the years ended March 31, 2026 and March 31, 2025 no single customer represents 10% or more of the Company's total revenue.

30 Disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

	As at March 31, 2026	As at March 31, 2025
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in	-	-
Principal amount due to micro and small enterprises	8.03	3.23
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting Half year.	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the Interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.	-	-

31 Employee benefits

The Company contributes to the following post-employment defined benefit/contribution plans in India.

A. Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and EDLI, which are defined contribution plans. The contributions are charged to the statement of profit and loss as they accrue.

	March 31, 2026	March 31, 2025
Contribution to provident fund and other fund (refer note 20)	1.91	2.10

B. Defined benefit plan: The Company does not have any defined benefit plan.

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THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2026
(All amounts are Rupees in Lacs unless otherwise stated)

32 Related party disclosure

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

(a) List of related parties

(i) Related parties where control exists:

Relationship	Name of related party
Holding Company	CL Educate Limited

(ii) Other related parties with whom transactions have taken place:

Relationship	Name of related party
Key Management Personnel	1. P.Rammohan

(b) Details of related party transactions are as below:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
1. Expenses		
a. Interest on borrowings		
- CL Educate Limited	18.00	2.29
2. Borrowings availed during the year		
- CL Educate Limited	321.04	78.00
3. Borrowings repaid during the year		
- CL Educate Limited	-	63.00
Year end balances		
1 .Unsecured loans		
P Rammohan (Director)	7.58	52.58
C.P.Gopinathan	7.31	24.00
Ritu Gopinathan	-	-
CL Educate Limited	336.04	15.00
Total	**350.93**	**91.58**

(d) Terms and conditions of transactions with the related parties

i. The terms and conditions of the transactions with key management personnel were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

ii. All outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash. None of the balances are secured and all the loans are payable on demand.

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(All amounts are Rupees in Lacs unless otherwise stated)

33 Fair value measurement and financial instruments

a Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value

i As on March 31, 2026

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Investments	636.92	-	-	636.92	-	-	-
Financial assets							
Current							
Trade receivables	-	-	114.39	114.39	-	-	-
Cash and cash equivalents	-	-	4.86	4.86	-	-	-
Other financial assets	-	-	26.86	26.86	-	-	-
Total	**-**	**-**	**146.11**	**783.03**	**-**	**-**	**-**
Financial liabilities							
Current							
Borrowings	-	-	436.37	436.37	-	-	-
Trade payables	-	-	60.41	60.41	-	-	-
Other financial liabilities	-	-	247.99	247.99	-	-	-
Lease liabilities	-	-	-	-	-	-	-
Total	**-**	**-**	**744.77**	**744.77**	**-**	**-**	**-**

ii As on March 31, 2025

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets							
Non-current							
Investments	636.92	-	-	636.92	-	-	-
Current							
Trade receivables	-	-	116.08	116.08	-	-	-
Cash and cash equivalents	-	-	12.10	12.10	-	-	-
Other financial assets	-	-	25.69	25.69	-	-	-
Total	**-**	**-**	**153.88**	**790.79**	**-**	**-**	**-**
Financial liabilities							
Current							
Borrowings	-	-	386.62	386.62	-	-	-
Trade payables	-	-	114.98	114.98	-	-	-
Other financial liabilities	-	-	217.11	217.11	-	-	-
Lease liabilities	-	-	-	-			
Total	**-**	**-**	**718.71**	**718.71**	**-**	**-**	**-**

Level 1: It includes financial instruments measured using quoted prices.
Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

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The Company's borrowings have been contracted at fixed rates of interest. Accordingly, the carrying value of such borrowings (including interest accrued but not due) which approximates fair value.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of non-current financial assets which includes bank deposits (due for maturity after twelve months from the reporting date) and security deposits is similar to the carrying value as there is no significant differences between carrying value and fair value.

Valuation processes

The Management performs the valuations of financial assets and liabilities required for financial reporting purposes on a periodic basis, including level 3 fair values.

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company has policies covering specific areas, such as interest rate risk, foreign currency risk, other price risk, credit risk, liquidity risk, and the use of derivative and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis.

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(All amounts are Rupees in Lacs unless otherwise stated)

b. Financial risk management (continued)

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables	114.39	116.08
Cash and cash equivalents	4.86	12.10

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's credit risk is primarily to the amount due from customer. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates. The Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

The Company's exposure to credit risk for trade receivables are as follows:

	Gross carrying amount	
Particulars	**As at March 31, 2026**	**As at March 31, 2025**
0-90 days past due	-	-
91 to 180 days past due	55.37	38.00
181 to 270 days past due	52.49	52.36
271 to 360 days past due	4.72	22.44
More than 360 days	1.81	3.28
Total	**114.39**	**116.08**

The Company believes that the unimpaired amounts that are past due and are not recovered within agreed credit period are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

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b. Financial risk management (continued)

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.
The Company believes that its liquidity position, including total cash (including bank deposits under lien and excluding interest accrued but not due) of Rs. 4.86 Lacs as at March 31, 2026 (March 31, 2025: Rs. 12.10 Lacs) and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business.
Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.
The Company's liquidity management process as monitored by management, includes the following:
- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

Exposure to liquidity risk
The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

As at March 31, 2026	Carrying amount	Contractual cash flows			
		Less than one year	Between one year to five years	More than five years	Total
Non-Current liabilities					
Borrowings	-	-	-	-	-
Margin money deposit	-	-	-	-	-
Security Deposit	-	-	-	-	-
Current Financial Liabilities					
Current borrowings	436.37	436.37	-	-	436.37
Trade payables	60.41	60.41	-	-	60.41
Deferred Revenue	44.07	44.07	-	-	44.07
Advances from customers	42.31	42.31	-	-	42.31
Employee Related Payables	161.61	161.61	-	-	161.61
Lease liabilities	-	-			-
Total	**744.78**	**744.78**	-	-	**744.78**

As at March 31, 2025	Carrying amount	Contractual cash flows			
		Less than one year	Between one year to five years	More than five years	Total
Non-Current liabilities					
Borrowings	-	-	-	-	-
Margin money deposit	-	-	-	-	-
Security Deposit	-	-	-	-	-
Current financial liabilities					
Borrowings	386.62	386.62	-	-	**386.62**
Trade payables	114.98	114.98	-	-	**114.98**
Deferred Revenue	37.34	37.34	-	-	**37.34**
Advances from customers	30.75	30.75	-	-	**30.75**
Employee Related Payables	149.02	149.02	-	-	**149.02**
Lease liabilities	-	-	-	-	-
Total	**718.71**	**718.71**	-	-	**718.71**

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(All amounts are Rupees in Lacs unless otherwise stated)

B. Financial risk management (continued)

iii. Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Since, the Company does not have any foreign currency transactions and investments, the currency risk and other price risk is not applicable on the Company.

Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

Exposure to interest rate risk
The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Variable-rate instruments	As at March 31, 2026	As at March 31, 2025
Current borrowings	436.37	386.62
Total	**436.37**	**386.62**

Cash flow sensitivity analysis for variable-rate instruments
A reasonably possible change of 50 basis points (bps) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars		Profit or loss		Equity, net of tax	
		50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Interest on term loans from banks					
For the year ended March 31, 2026		(2.18)	2.18	(1.61)	1.61
For the year ended March 31, 2025		(1.93)	1.93	(1.43)	1.43

34 Capital Management
For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

Particulars	As at March 31, 2026	As at March 31, 2025
Borrowings	436.37	386.62
Less : Cash and cash equivalent	(4.86)	(12.10)
Adjusted net debt (A)	431.51	374.52
Total equity (B)	318.47	351.48
Adjusted net debt to adjusted equity ratio (A/B)	**1.35**	**1.07**

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35 Note Ratio analysis disclosure

	Ratios:	Formula:	Amounts in Rs. Lacs	Year ended March 31, 2026	Year ended March 31, 2025	% Change	Reaaon for Variance
a)	Current Ratio	Current Assets	244.63	0.31	0.34	-9.82%	Not applicable, variance is below than threshold
		Current Liabilities	792.81				
b)	Debt Equity Ratio	Total Debt	436.37	1.37	1.10	24.57%	Borrowings have incrreased since the company is trying to Pivot more towards its B2C Biz from the initial B2B model
		Total Shareholder's Equity	318.47				
c)	Debt Service Coverage Ratio	Earnings available for debt services	25.09	0.61	(1.49)	-140.67%	Due to movement in debts.
		(Interest + Instalments)	41.33				
d)	Return on Equity Ratio	Net Profit after taxes-Preference Dividend (if any)	(58.18)	0.18	0.36	-49.47%	The company has managed to decrease its losses and improve its operating profit.
		Equity Shareholders' Funds	318.47				
f)	Trade Receivable Turnover Ratio	Credit Sales	120.87	1.05	1.98	-47.10%	Decrease in sales has resulted in decrease in the Trade receivable Turnover ratio
		Average Accounts Receivable	115.23				
h)	Net capital Turnover Ratio	Net Sales	120.87	0.11	0.21	-48.34%	Due to increase in sales in current year.
		Working Capital	1,111.28				
i)	Net Profit Ratio	Net Profit	(58.18)	(0.48)	(0.53)	-8.75%	The company has managed to decrease its losses by improving operational efficiency resulting in improvement in net profit margin.
		Sales	120.87				
j)	Return on Capital Employed Ratio (Pre tax)	EBIT*100	(18.43)	0.06	0.27	-78.26%	The company has managed to decrease its losses and improve its operating profit, resulting in improved returns on equity.
		Capital Employed	318.47				
k)	Return on Investment	Net Profit	(58.18)	(0.09)	(0.20)	-54.22%	Company has managed to decrease its losses
		Investments	636.92				

Threesixtyone Degree Minds Consulting Pvt. Ltd.

(All amounts are Rupees in Lacs unless otherwise stated)

36 Deferred tax asset (net)

A. Amounts recognised in profit or loss

	Year ended March 31, 2026	Year ended March 31, 2025
Current tax expense		
Current year	-	-
Prior period adjustment	-	-
	-	-
Deferred tax expense		
Change in recognised temporary differences	(1.64)	2.55
Total tax expense	**(1.64)**	**2.55**
	(1.64)	**2.55**

B. Amounts recognised in other comprehensive income

	March 31, 2026			March 31, 2025		
	Before tax	Tax (Expense)/ Income	Net of tax	Before tax	Tax (Expense)/ Income	Net of tax
Remeasurements of defined benefit liability	-	-	-	-	-	-
	-	-	-	-	-	-

C. Reconciliation of effective tax rate

	Year ended March 31, 2026		Year ended March 31, 2025	
	Rate	Amount	Rate	Amount
Profit before tax	26.00%	(59.82)	26.00%	(124.54)
Tax using the Company's domestic tax rate **(A)**		(15.55)		(32.38)
Tax effect of:				
Rate changes impact		-		-
MAT credit		-		-
Temporary differences		13.91		34.93
Other		-		-
Total (B)		**13.91**		**34.93**
(A)+(B)		**(1.64)**		**2.55**

D. Movement in deferred tax balances

	As at March 31, 2025	Recognized in P&L	Recognized in OCI	As at March 31, 2026
Deferred tax assets				
MAT credit entitlement	12.15	-	-	12.15
Carried forward losses	155.83	-	-	155.83
Sub- Total (a)	**167.98**	-	-	**167.98**
Deferred tax liabilities				
Property, plant and equipment and intangibles	15.79	(1.64)	-	14.15
Sub- total (b)	**15.79**	**(1.64)**	-	**14.15**
Net deferred tax asset/(liability) (b)-(a)	**152.19**	**1.64**	-	**153.82**

Threesixtyone Degree Minds Consulting Pvt. Ltd.

(All amounts are Rupees in Lacs unless otherwise stated)

37 The accounts of the Company have been prepared on the going concern assumption, as the management is confident about improvement in business activities based on future prospects.

38 **Other statutory informations**

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with Regtrar of Companies "ROC") beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company does not receive any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vii) The Company does not have transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax

39 These financial statements were authorized for issue by Board of Directors on May 07, 2026.

For A.V.DEVEN & Co.
Chartered Accountants
Firm registration No. 000726S

A.V. DEVEN & CO. FRN 000726S Ph: 2474 3395 Chennai - 83 Chartered Accountants

CA P KANNAN
Partner
Membership No.: 024687
UDIN:26024687QUTUTE2082

Place: Chennai
Date: May 07, 2026

For and on Behalf of the Board of Director of
THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Rammohan Parameswaran	**Satya Narayanan Ramakrishnan**
Director	Director
DIN: 01828999	DIN: 00307326
Place: Chennai	Place: Chennai
Date: May 07, 2026	Date: May 07, 2026

Threesixtyone Degree Minds Consulting Pvt Ltd