

THE BOARD OF DIRECTORS (as on August 01, 2024)

Mr. Sowmyanarayanan Sadagopan
Mr. Piyush Sharma
Mr. Rammohan Parameswaran
Mr. Satya Narayanan Ramakrishnan
Mr. Krishnamurthy Ramachandran
Mr. Nikhil Mahajan

Additional Director (Chairman)
Director
Director
Director
Director
Director

STATUTORY AUDITORS
(Financial Year 2023-24)

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

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED (“THE COMPANY” OR “361DM”) WILL BE HELD ON TUESDAY, AUGUST 27, 2024 AT 09:00 A.M. AT FIRST FLOOR, NO. 10, SATHYA GARDENS, KAMARAJAR NAGAR, 80 FEET ROAD, SALIGRAMAM, CHENNAI, TAMIL NADU- 600093, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2024:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, along with the reports of the Statutory Auditor and Board of Directors thereon.

2. Retirement by Rotation:

To appoint a Director in place of Mr. Rammohan Parameswaran (DIN: 01828999), 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 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. Rammohan Parameswaran (DIN: 01828999)**, 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. Satya Narayanan Ramakrishnan (DIN: 00307326), 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 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)**, 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 BUSINESS

4. **To regularize the appointment of Mr. Sowmyanarayanan Sadagopan (DIN: 00118285), Additional Director, as a Director (Non- Executive, Chairman) of the Company and approve the Remuneration payable to him:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) 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. Sowmyanarayanan Sadagopan (DIN: 00118285)**, who was appointed as an Additional Director by the Board of Directors of the Company on and with effect from May 07, 2024, as a Director (Non- Executive, Chairman) of the Company, with his office liable to determination by retirement by rotation.

RESOLVED FURTHER THAT as a Non-Executive Director on the Board, Mr. Sowmyanarayanan Sadagopan may be entitled to such Stock Options, and/or such Sitting Fee for attending the Meetings of the Board/Committees or for any other purpose whatsoever as may be approved by the Board of Directors of the Company from time to time, along with the reimbursement of expenses incurred by him towards the Company’s work, or for participation in the Board and other meetings of the Company.

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 and ratify the appointment of Mr. Rammohan Parameswaran (DIN: 01828999) as a Whole Time Director (Executive, Professional) of the Company and the remuneration payable to him:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the status of the Company changing from a Private Company to a Deemed Public Company on and with effect from February 17, 2024, and provisions relating to Managerial Remuneration contained in Section 196, 197, 198 and Schedule V of the Companies Act, 2013 (“the Act”) becoming applicable to the Company with effect from such date, the approval of the Members of the Company be and is hereby accorded, in accordance with the provisions of Sections 149, 152, 196, 197, 198, Schedule V and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), to the continuation of the appointment of Mr. Rammohan Parameswaran (DIN: 01828999), as a Whole Time Director (Executive, Professional) of the Company for an initial period of three years, i.e. from February 17, 2024 till February 16, 2027, 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 or inadequacy of profits in any Financial Year contained in the aforesaid period of 3 (three) years, in accordance with and subject to the compliance with the provisions of Section 197 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 said resolution, including filing of the necessary forms/ returns with the Registrar of Companies.”

6. **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:**

To consider and, if thought fit, to pass 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. 4,50,00,000/- (Rupees Four Crores and Fifty Lacs 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 individual 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.”

7. **Approval to the shifting of the Registered Office of the Company from the State of "Tamil Nadu" to the "National Capital Territory (NCT) of Delhi" and consequential amendment to the Situation Clause of the Memorandum of Association of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendments(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Hon'ble Regional Director, Southern Region, or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, the approval of the Members of the Company be and is hereby accorded to the shifting of the Registered Office of the Company from the State of "Tamil Nadu" to the "National Capital Territory (NCT) of Delhi" and consequential amendment to the Clause-II of the Memorandum of Association of the Company, to be substituted by the following clause:

'II. The Registered office of the Company will be situated in the National Capital Territory (NCT) of Delhi'.

RESOLVED FURTHER THAT upon receipt of the Order of the Hon'ble Regional Director, Southern Region, approving the alteration, and filing of the certified copy of such Order with the Registrar of Companies, NCT of Delhi & Haryana ("ROC") and issuance of the necessary Certificate by the ROC indicating the alteration, the Registered Office of the Company be shifted from "State of Tamil Nadu" to the "National Capital Territory (NCT) of Delhi, to be effective from such date as may be prescribed in law in this respect.

RESOLVED FURTHER THAT the individual Directors on the Board of the Company, be and are hereby severally authorized, in its absolute discretion, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the afore-said matter and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to or in furtherance of the above resolutions, including the finalization of the location of the Registered Office of the Company within the National Capital Territory (NCT) of Delhi from time to time."

**By order of the Board
Threesixtyone Degree Minds Consulting Private Limited**


**Rammoohan Parameswaran
Director
DIN: 01828999**

**Address: No. 9, Flat No. S3, SSR Pankajam Road,
Queens Park, Saligramam, Chennai- 600093**

**Date: August 01, 2024
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. In case of a Corporate Member, a certified true copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting must be sent.
3. Members are requested to bring their copy of Annual Report and attendance slip (enclosed with this notice) with them at the AGM.
4. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the AGM of the Company.
5. The Explanatory Statement pursuant to Section 102(1) of the Act, is given below and forms part of this Notice.
6. Additional Information, pursuant to Secretarial Standard- 2 (SS- 2) as issued by the Institute of Company Secretaries of India ("ICSI") with respect to the Directors seeking appointment/ re- appointment is annexed as **Annexure- B**.

By order of the Board
Threesixtyone Degree Minds Consulting Private Limited



Rammohan Parameswaran
Director
DIN: 01828999

Address: No. 9, Flat No. S3, SSR Pankajam Road,
Queens Park, Saligramam, Chennai- 600093

Date: August 01, 2024
Place: Chennai

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

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

3. 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 18th Annual General Meeting of the Company, to be held on Tuesday, August 27, 2024 at 09:00 A.M. at the Registered Office of the Company situated at First Floor, No. 10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam, Chennai, Tamil Nadu- 600093 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
Ordinary Business:			
1.	Adoption of Annual Audited Financial Statements for the Financial Year ended March 31, 2024;		
2.	To appoint a Director in place of Mr. Rammohan Parameswaran (DIN: 01828999), 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. Satya Narayanan Ramakrishnan (DIN: 00307326), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.		

Special Business:			
4.	To regularize the appointment of Mr. Sowmyanarayanan Sadagopan (DIN: 00118285), Additional Director, as a Director (Non-Executive, Chairman) of the Company and approve the Remuneration payable to him.		
5.	To approve and ratify the appointment of Mr. Rammohan Parameswaran (DIN: 01828999) as a Whole Time Director (Executive, Professional) of the Company and the remuneration payable to him.		
6.	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.		
7.	Approval to the shifting of the Registered Office of the Company from the State of "Tamil Nadu" to the "National Capital Territory (NCT) of Delhi" and consequential amendment to the Situation Clause of the Memorandum of Association of the Company.		

Signed this August 01, 2024

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 18TH ANNUAL GENERAL MEETING

Venue of the meeting:

First Floor, No. 10, Sathya Gardens,
Kamarajar Nagar, 80 Feet Road,
Saligramam, Chennai, Tamil Nadu - 600093.

Date and Time:

Tuesday, August 27, 2024 at 09:00 A.M.

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

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

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 18th Annual General Meeting of Threesixtyone Degree Minds Consulting Private Limited held on Tuesday, August 27, 2024 at 09:00 A.M. at the Registered Office of the Company situated at First Floor, No. 10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam, Chennai, Tamil Nadu-600093.

Signature of the Member/ Proxy

THREESIXTYONE DEGREE MINDS CONSULTING PRIVATE LIMITED

Registered Office: First Floor, No.10, Sathya Gardens, Kamarajar Nagar, 80 Feet Road, Saligramam,
Chennai, Tamil Nadu- 600093

CIN: U74910TN2006PTC060463, **Email:** ram@361dm.com, **Phone No.:** +91-9884410984

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CALLING THE 18TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

To regularize the appointment of Mr. Sowmyanarayanan Sadagopan (DIN: 00118285), Additional Director, as a Director (Non- Executive, Chairman) of the Company and approve the Remuneration payable to him.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sowmyanarayanan Sadagopan (DIN: 00118285) was appointed as an Additional Director of the Company by the Board of Directors on and with effect from May 07, 2024, to hold office up to the conclusion of the 18th Annual General Meeting of the Company.

The Board proposes that Mr. Sowmyanarayanan Sadagopan's appointment be regularized as a Director (Non-Executive, Chairman) on Board of the Company, and as a Non-Executive Director, Mr. Sowmyanarayanan Sadagopan may be entitled to such Stock Options, and/or such Sitting Fee for attending the Meetings of the Board/Committees or for any other purpose whatsoever as may be approved by the Board of the Company from time to time, apart from the reimbursement of expenses incurred by him towards the Company's work, or for participation in the Board and other meetings of the Company.

A brief Profile of Mr. Sadagopan is given below:

'Professor Sowmyanarayanan Sadagopan was the Director (President) of IIIT-Bangalore (a Ph.D. granting University) until July 2021. Earlier he taught at IIT Kanpur (1979-95) and IIM Bangalore (1995-99) as well as RUTGERS University, USA (1997) and AIT Bangkok, Thailand (1990).

He obtained his MS & Ph.D. Degrees from Purdue University, USA in 1979 and BE (Hons) Degree from Madras University, India in 1973. His teaching/ research interests include OR, IT Applications to Government, Enterprises, and Education.

He has won numerous awards that include Fulbright Fellowship (1995), "Champion of humanity" Award of Hindustan Chamber of Commerce (2009), "Rotary Honor of Vocational Excellence" by Rotary Northwest Bangalore District 3190 (2013), Cisco NDTV "Digital Pioneer" Award (2016), "Distinguished Alumni Award" from the College of Engineering, Guindy (2019) to name a few.

Currently, he is on the Boards of NEIL, eGov Foundation and MOSIP and Chairman of BoG of IIIT-Kancheepuram, and Advisor to Jain University, ISBR, SaiU. He has earlier served on Boards of Bharat Electronics, Neyveli Lignite Corporation and Indian Renewable Energy Agency, IIIT Bhubaneswar, IIIT-Delhi and IBAB, Bank of India, NMDC, VisualSoft, Megasoftware, Informatics and Shawman Software.

Prof. Sadagopan is a Member of Karnataka Knowledge Commission, Chief Minister's Vision Group on IT, NASSCOM Regional Council and ISA Executive Council. He is the Chair of IEEE Computer Society, Bangalore Chapter and a Member of ACM India Council. He is also a Member of WWW Conference Committee (W3CC).

He writes extensively for the popular press he is a featured Columnist for Times of India (the largest circulated English newspaper in the world). He has authored seven books, several book chapters and papers.

He is also a Fellow of IEE (UK) and Computer Society of India. He is a Senior Member of IEEE, ACM and AIS.

Prof. Sadagopan consults widely across different industry segments (Auto, Manufacturing, Banking, IT and Social Sector) and lectures extensively at corporations, industry events and universities in North America, South America, Europe, Middle East, Asia, Australia and New Zealand on all aspects of IT.'

The Board feels that the presence of Mr. Sowmyanarayanan Sadagopan on the Board would be immensely beneficial to the Company, and hence recommends Resolution No. 4 for approval of the shareholders of the Company.

Except for Mr. Sowmyanarayanan Sadagopan, being the proposed appointee himself, none of the Directors or their relatives, are in any way, concerned or interested, whether 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.

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

Item No. 5

To approve and ratify the appointment of Mr. Rammohan Parameswaran (DIN: 01828999) as a Whole Time Director (Executive, Professional) of the Company, and the Remuneration payable to him.

Mr. Rammohan Parameswaran (DIN: 01828999) is one of the Promoter Directors of the Company since July 06, 2006. Consequent to the Company becoming a subsidiary of CL Educate Limited on and with effect from February 17, 2024, the status of the Company changed from being a Private Company to a Deemed Public Company and the provisions relating to Managerial Remuneration contained in Section 196, 197, 198 and Schedule V of the Companies Act, 2013 ("the Act") became applicable to the Company with effect from such date.

In a Public Company, the appointment and remuneration of Whole Time Director is subject to approval by the shareholders of the Company.

Keeping the same in view, at its meeting held on August 01, 2024, the Board of Directors of the Company, subject to the approval of the Shareholders of the Company, ratified and approved the continuation of the appointment of Mr. Rammohan Parameswaran as a Whole time Director of the Company with effect from February 17, 2024 for an initial period of 3 (three) years, i.e. from February 17, 2024 to February 16, 2027, with his period of office liable to determination by retirement by rotation, at such monthly Remuneration as may be decided and approved by the Shareholders of the Company. 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 the compliance with the provisions of Section 197 and Schedule V of the Act.

The Board proposes that Mr. Rammohan Parameswaran's appointment as a Whole time Director of the Company from February 17, 2024 to February 16, 2027 be approved by the Shareholders of the Company, and as a Whole-Time Director, Mr. Rammohan Parameswaran may be entitled to such Remuneration as may be decided and approved by the Board of Directors, in its absolute discretion, from time to time

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

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, 2024.
- 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	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 running the division since then.
Past Remuneration	Rs 11,39,985/-
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

	<p>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.</p> <p>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 the compliance with the provisions of Section 197 and Schedule V of the Act.</p>
<p>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)</p>	<p>While devising the Remuneration structure of Mr. Rammohan Parameswaran, the following factors would be taken into consideration:</p> <ul style="list-style-type: none"> • the size of the Company, • the profile of Mr. Rammohan Parameswaran, • the responsibilities shouldered by him, and <p>The remuneration package should be commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.</p>
<p>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any:</p>	<p>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.</p>

III. 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 good profitability over the years to come.

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.

None of the Directors or their relatives except Mr. Rammohan Parameswaran, being the appointee director himself, are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice hereto.

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

Item No. 6

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 substantially in the times to come. Hence, it is considered necessary that the borrowing powers of the Board be increased to 'Rs. 4,50,00,000/- (Rupees Four Crores and Fifty Lacs 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 undertaking 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. 4,50,00,000/- (Rupees Four Crores and Fifty Lacs 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.

Item No. 7

Approval to the shifting of the Registered Office of the Company from the state of "Tamil Nadu" to the "National Capital Territory (NCT) of Delhi" and consequential amendment to the Situation Clause of the Memorandum of Association of the Company:

Presently, the Registered Office as well as the Corporate Office of the Company is situated in the State of Tamil Nadu.

With the Company becoming a Subsidiary Company of CL Educate Limited, which is based in Delhi, it is, for the sake of better administrative and business controls and operational convenience, considered appropriate by the Board of Directors of the Company that the Registered Office of the Company be shifted from the "State of Tamil Nadu" to the "National Capital Territory (NCT) of Delhi", subject to necessary statutory approval(s), while the Corporate Office of the Company continues to remain at Chennai, Tamil Nadu.

In view of the same, the Board of Directors, subject to the approval of the Shareholders of the Company and of the Central Government, approved the shifting of the Registered Office of the Company from the State of Tamil Nadu to NCT of Delhi, and the consequent alteration of the Memorandum of Association of the Company at its meeting held on August 01, 2024.

The Board is of the view that the shifting of the Registered Office as aforesaid will be in the best interest of the Company, its shareholders and all other concerned stakeholders, and will not be prejudicial to the interests of any Stakeholder.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of Registered Office of a Company from one State to another and consequent alteration of the Memorandum of Association requires approval of shareholders by way of a Special Resolution, as well as the approval of the Central Government (Powers delegated to the Regional Director).

The Board of Directors of your Company, therefore, recommends that this Resolution be passed as a Special Resolution by the Members.

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.

By order of the Board
Threesixtyone Degree Minds Consulting Private Limited



Rammohan Parameswaran
Director
DIN: 01828999

Address: No. 9, Flat No. S3, SSR Pankajam Road,
Queens Park, Saligramam, Chennai-600093

Date: August 01, 2024
Place: Chennai

Annexure- B

Information pursuant to Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment and/or fixation of remuneration of Director is given herein below:

S. No.	Particulars	Information		
		Mr. Rammohan Parameswaran	Mr. Satya Narayanan Ramakrishnan	Mr. Sowmyanarayanan Sadagopan
1.	Name of the Director	Mr. Rammohan Parameswaran	Mr. Satya Narayanan Ramakrishnan	Mr. Sowmyanarayanan Sadagopan
2.	Date of Birth and age	Date of Birth: February 28, 1970 Age: 54 years	Date of Birth: July 13, 1970 Age: 54 years	Date of Birth: April 02, 1951 Age: 73 years
3.	Date of First Appointment on the Board	July 06, 2006	March 29, 2010 as an Additional Director	May 07, 2024 as an Additional Director
4.	Date of re- appointment	August 27, 2024 (AGM 2024 Date)	September 09, 2010	August 27, 2024 (AGM 2024 Date)
5.	Qualification	Bachelor of Pharmacy (Hons), Post Graduate Diploma in Business Analytics, and Post Graduate Diploma in Hospital Administration.	Bachelor's degree in Computer Sciences from St. Stephen's College, University of Delhi and Post Graduate Diploma in Management from IIM Bangalore.	MS & Ph.D. Degrees from Purdue University, USA in 1979 and BE (Hons) Degree from Madras University, India in 1973.
6.	Experience	He has over 33 years of experience in sales and marketing.	He has over 29 years of experience in the education sector.	He has over 42 years of experience in teaching/ research and 3 years of experience in the industry.
7.	List of other Companies in which Directorship held (as on March 31, 2024)	Threesixtyone Degree Minds Consulting Inc. (USA)	As per Annexure- C	As per Annexure- C
8.	Chairman/ Member of Committees of Board of Directors of the Company	None	None	None
9.	Chairman/ Member of Committees of Board of Directors of other Companies	None	CL Educate Limited: Member of Corporate Social Responsibility Committee; and Chairman of Share Transfer Committee	Brickwork Ratings India Private Limited: Chairman of Nomination and Remuneration Committee
10.	No. of Equity Shares held	4,586	2,046	Nil

	in the Company			
11.	No. of Board Meetings attended during the year (Financial Year 2023-24)	16 (out of 16 Board Meetings held during the Financial year)	6 (out of 16 Board Meeting held during the Financial year).	He was appointed as an Additional Director on the Board on and w.e.f. the last Board Meeting held on May 07, 2024 and therefore, did not attend any meeting held during the Financial Year 2023-24.
12.	Terms and Conditions of appointment/ re-appointment along with remuneration sought to be paid	<p>1. As per Item No. 2 of this Notice, he retires by rotation at the ensuing AGM to be held on August 27, 2024 and being eligible has offered himself for re-appointment.</p> <p>2. As per Item No. 5 of this Notice, he is being appointed as a Whole Time Director of the Company for an initial period of 3 years w.e.f. February 17, 2024 till February 16, 2027.</p> <p>Remuneration sought to be paid has been mentioned in point no. 14 below.</p>	<p>He retires by rotation at the ensuing AGM to be held on August 27, 2024 and being eligible has offered himself for re-appointment.</p> <p>No remuneration is sought to be paid.</p>	<p>Appointment of Mr. Sowmyanarayanan Sadagopan, whose term as an Additional Director expires at the ensuing AGM, is proposed to be regularized as a Non-Executive Director (Chairman) of the Company.</p> <p>Remuneration sought to be paid has been mentioned in point no. 14 below.</p>
13.	The Remuneration last drawn (From the Company)	Rs. 11,39,985/-	Nil	Nil
14.	Remuneration sought to be paid (From the Company)	He will be entitled to such remuneration monthly 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	Nil	He may be entitled to such Stock Options, and/or such Sitting Fee for attending the Meetings of the Board/ Committees or for any other purpose whatsoever as may be approved by the Board of Directors of the Company from time to time, along with the reimbursement of expenses incurred by

		the company as Variable Compensation, or by whatever name called, as may be decided by the Board of Directors, from time to time and such 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.		him towards the Company's work, or for participation in the Board and other meetings of the Company.
15.	Relationship with other directors, Manager and Key Managerial Personnel	The proposed appointee director has no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company.	The proposed appointee director has no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company.	The proposed appointee director has no relationship with other directors, Manager and/or the Key Managerial Personnel of the Company.

By order of the Board
Threesixtyone Degree Minds Consulting Private Limited



Rammohan Parameswaran
Director
DIN: 01828999

Address: No. 9, Flat No. S3, SSR Pankajam Road,
Queens Park, Saligramam, Chennai-600093

Date: August 01, 2024
Place: Chennai

Annexure- C**List of Directorships (other than 361DM) held as on March 31, 2024****Mr. Satya Narayanan Ramakrishnan**

S. No.	Name of the Company/ LLP	Designation	Date of Appointment
1	CL Educate Limited	Chairman and Executive Director	25.04.1996
2	Bilakes Consulting Private Limited	Director	10.03.2008
3	Z5 WAIN CAPITAL LLP	Designated Partner	30.12.2019
4	CL Educate (Africa) Ltd.	Director	13.01.2020
5	Drstikona Consultancy and Program Management Services Private Limited	Director	10.01.2020
6	Kestone CL Asia Hub. Pte. Ltd.- Singapore	Director	23.12.2020
7	Career Launcher Private Limited	Director	15.03.2021
8	Kestone CL US Limited	Director	June, 2023
9	CL Singapore Hub Pte. Ltd	Director	16.08.2023

Mr. Sowmyanarayanan Sadagopan

S. No.	Name of the Company/ LLP	Designation	Date of Appointment
1	Karnataka State Electronic Development Corporation Limited	Director	18.08.2000
2	NESL E- Infrastructure Limited	Chairman (Non-Executive)	18.12.2007
3	Coempt Edu Teck Private Limited	Chairman (Non-Executive)	19.09.2022
4	Brickwork Ratings India Private Limited	Additional Director	16.11.2023

By order of the Board
Threesixtyone Degree Minds Consulting Private Limited


Rammohan Parameswaran
Director
DIN: 01828999

Address: No. 9, Flat No. S3, SSR Pankajam Road,
Queens Park, Saligramam, Chennai-600093

Date: August 01, 2024
Place: Chennai

BOARD'S REPORT 2024

To,
The Members,
Threesixtyone Degree Minds Consulting Private Limited

The Board of Directors of your Company takes pleasure in presenting the 18th 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, 2024.

1. FINANCIAL HIGHLIGHTS/ SUMMARY

Particulars	(Amount in Rs. Lacs)	
	March 31, 2024	March 31, 2023
Total Income	457.53	214.52
Total expenditure	1,303.44	537.22
Profit / (Loss) before tax	(845.91)	(322.70)
Tax Expense	(154.23)	(0.15)
Profit / (Loss) after tax	(691.68)	(322.55)
Exceptional Items	-	-
Profit for the year		
Other Comprehensive Income	-	(0.11)
Total Comprehensive Income	(691.68)	(322.66)

Your Company is pleased to report a robust 113% increase in the total income, climbing to Rs. 457.53 Lacs in Financial Year 2023-24 from Rs. 214.52 Lacs in Financial Year 2022-23. This impressive growth is primarily attributed to our successful expansion of the client base, reflecting the increasing demand for our services and our strong market position.

The total expenditure saw an increase to Rs. 1,303.44 Lacs in Financial Year 2023-24 from Rs. 537.22 Lacs in Financial Year 2022-23. A significant portion of this increase of Rs. 577.70 Lacs, represents a one-time write-off of debtors on account of business that was impacted during COVID. This prudent decision strengthens the balance sheet and positions the Company for more stable growth in the future. The company does not anticipate significant further write-offs in the future.

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. CHANGE IN THE NATURE OF BUSINESS

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

4. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

As on March 31, 2024, your Company has one wholly owned foreign subsidiary as stated below:

Threesixtyone Degree Minds Consulting Inc., US, was incorporated on April 23, 2018. The Company did not conduct any business operations during the Financial Year under review.

5. DIVIDEND

Your Directors do not recommend any dividend for the Financial Year 2023-24.

6. CAPITAL STRUCTURE

As on March 31, 2024,

- Authorized Share Capital of the Company was ₹ 100 Lacs comprising of 50,000 equity shares of Face Value ₹ 10/- each and 9,50,000 preference shares of ₹ 10/- each. (During the current Financial Year 2024-25, the Authorized Share Capital of the Company was re-classified to ₹ 100 Lacs comprising of 5,50,000 equity shares of Face Value ₹ 10/- each and 4,50,000 preference shares of ₹ 10/- each pursuant to shareholders' approval in the Extra-Ordinary General Meeting held on April 30, 2024.)
- Paid-Up Share Capital of the Company was ₹ 10.67 Lacs comprising of 47,622 equity shares of Face Value ₹ 10/- each and 59,000 preference shares of ₹ 10/- each.

Changes to the Capital Structure during the year under review:

1. **Right Issue:** At its meeting held on February 01, 2024, the Board of Directors approved a Right Issue of 23,311 equity shares of the Company in 1:1 ratio (i.e. one equity share for every one equity share held) of face value of Rs. 10/- each to its existing shareholders at an issue price of Rs. 500/- per equity share (including a premium of Rs. 490/- per equity share). The Right issue closed on February 14, 2024 and the Board, in its meeting held on February 17, 2024, allotted 23,311 equity shares. The unsubscribed portion of the issue was offered by the Board of Directors to other existing shareholders of the Company, all of whom subscribed to the same.
2. **Share allotment under ESOP:** The Company has an Employee Stock Option Plan in place, under which 1,000 Equity Shares of face value of Rs. 10/- each were allotted to eligible employees (grantees) during the Financial Year 2023-24.

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. 5 to the Financial Statements of the Company.

9. **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

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, in the prescribed form AOC-2 is annexed as **Annexure- I** to this report.

Details of the Related Party Transactions, as required to be provided under the relevant Accounting Standards are given in Note No. 34 to the Financial Statements of the Company.

10. **TRANSFER TO RESERVES**

While the Company has reported losses for this Financial Year, keeping in view the future growth driven plans and prospects of the Company, the Company shall retain the entire amount generated/ utilized from Profit & Loss statement as part of the Other Equity.

Further, the balance of other equity as on 31st March, 2024 is Rs. (167.94) Lacs.

11. **EXTRACT OF 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 Annual Return for the Financial Year 2023-24 is available on the website of the Company at the web link <https://www.361dm.com/>.

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 increase efficiency and to reduce the cost of operations.

During the Financial Year under review, the Foreign Exchange earnings were USD 38690.42 and Foreign Exchange outgo was 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 a set of robust Internal Financial Control Systems in place, some of which are as under:

1. A robust fully functional accounting software to help with the accounting needs of the Company;
2. 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 2023-24:

During the year under review, Mr. C.P. Gopinathan (DIN: 01828934) and Ms. Ritu Gopinathan (DIN: 01828948), Directors of the Company, resigned from Directorship w.e.f. February 23, 2024. The Board took note of the same in its Board meeting held on February 24, 2024.

Mr. Nikhil Mahajan (DIN: 00033404), Mr. Piyush Sharma (DIN: 08759840) and Mr. Krishnamurthy Ramachandran (DIN: 10521748) were appointed as Additional Directors, liable to retire by rotation, on Board of the Company, w.e.f. February 24, 2024.

b) Appointments & Cessations after the end of Financial Year 2023-2024 till the date of this Report:

- At the Extra- Ordinary General Meeting of the Company held on April 30, 2024, the following matters related to Directors were approved by the members unanimously:
 - Regularization of appointment of Mr. Nikhil Mahajan (DIN: 00033404) as Non- Executive Director of the Company, liable to retire by rotation.
 - Regularization of appointment of Mr. Piyush Sharma (DIN: 08759840) as Non- Executive Director of the Company, liable to retire by rotation.
 - Regularization of appointment of Mr. Krishnamurthy Ramachandran (DIN: 10521748) as Executive Director of the Company for a period of 3 years w.e.f. February 24, 2024, liable to retire by rotation.
- Mr. Sowmyanarayanan Sadagopan (DIN: 00118285) was appointed as an Additional Director (Non-Executive, Chairman) on the Board of the Company on and with effect from May 07, 2024.

c) Retirement by Rotation at the ensuing AGM

- Mr. Rammohan Parameswaran (DIN: 01828999), Director, who retires by rotation at the 18th Annual General Meeting, and being eligible, has offered himself for re-appointment, is proposed to be re-appointed. A resolution seeking members' approval to the re- appointment of Mr. Rammohan Parameswaran has been incorporated in the notice convening the 18th AGM of the Company.
- Mr. Satya Narayanan Ramakrishnan (DIN: 00307326), Director, who retires by rotation at the 18th Annual General Meeting, and being eligible, has offered himself for re-appointment, is proposed to be re-appointed. A resolution seeking members' approval to the re- appointment of Mr. Satya Narayanan Ramakrishnan has been incorporated in the notice convening the 18th AGM of the Company.

d) Regularization of appointments at the ensuing AGM.

Mr. Sowmyanarayanan Sadagopan (DIN: 00118285), appointed as an Additional Director of the Company by the Board of Directors on and with effect from May 07, 2024, holds office till the conclusion of ensuing Annual General Meeting of the Company, unless appointed thereat. Your Directors recommend that Mr. Sowmyanarayanan Sadagopan's appointment on Board be regularized as a Director (Non-Executive, Chairman) of the Company, with his office liable to determination by retirement by rotation, at the ensuing Annual General Meeting at such remuneration as may be approved by the Members of the Company.

e) Approval and ratification of the appointment of Mr. Rammohan Parameswaran (DIN: 01828999), as a Whole- Time Director (Executive, Professional) of the Company, and the Remuneration payable to him.

Mr. Rammohan Parameswaran has currently been serving as a Director (Category: Executive, Promoter) on the Board of the Company. With effect from February 17, 2024, the Company became a subsidiary of CL Educate Ltd. and all provisions with respect to Managerial Remuneration contained in Section 197, 198 and Schedule V of the Act became applicable with effect from such date.

Keeping the same in view, at its meeting held on August 01, 2024, the Board of Directors of the Company ratified and approved the continuation of the appointment of Mr. Rammohan Parameswaran as a Whole time Director of the Company with effect from February 17, 2024 for an initial period of 3 (three) years, at such remuneration as may be approved by the members of the Company for these 3 years.

The Board has placed its recommendation before the Shareholders for the appointment and remuneration payable to Mr. Rammohan. Accordingly, a resolution seeking members' approval to the appointment of Mr. Rammohan Parameswaran as a Whole Time Directors for an initial term of 3 years, and the remuneration payable to him for these 3 years is included in the Notice convening the 18th Annual General Meeting, along with all relevant details.

f) Disclosure of Interest in other concerns

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/ Interest in other concerns in the prescribed format, for the Financial Years 2023-24 and 2024-25.

The Company has received confirmation from all the Directors that as on March 31, 2024, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act.

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.

Statutory Auditor's Report 2024

There is no qualification, reservation, adverse remark or disclaimer made by the Statutory Auditor in the Auditor's/ CARO Report.

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

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

18. CORPORATE GOVERNANCE

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

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

The details of the remuneration paid to the Directors are given in the notes to the Financial Statements.

19. NUMBER OF MEETINGS OF THE BOARD

Sixteen (16) 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.	April 17, 2023	4	3
2.	April 28, 2023	4	4
3.	May 22, 2023	4	2
4.	May 29, 2023	4	3
5.	June 9, 2023	4	3
6.	July 13, 2023	4	3
7.	August 30, 2023	4	3
8.	October 10, 2023	4	3
9.	January 11, 2024	4	2
10.	February 01, 2024	4	4
11.	February 02, 2024	4	2
12.	February 15, 2024	4	4
13.	February 17, 2024	4	2
14.	February 24, 2024	2	2
15.	March 23, 2024	5	5
16.	March 30, 2024	5	5

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

Board Meetings held	No. of meetings entitled to attend	No. of meetings attended
Directors' Attendance		
Mr. Rammohan Parameswaran	16	16
Mr. Satya Narayanan R.	16	6
Mr. Nikhil Mahajan*	2	2
Mr. Piyush Sharma*	2	2
Mr. Krishnamurthy Ramachandran*	2	2
Mr. C. P. Gopinathan**	13	13
Ms. Ritu Gopinathan**	13	9

* Appointed w.e.f. February 24, 2024

** Resigned w.e.f. February 23, 2024

The Company is/ was 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) During the year under review, the Company, along with CL Educate Limited (“CL”) and Others entered into an addendum to the Investment cum Shareholders agreement dated August 03, 2017, inter-alia agreeing that if at any given point of time, CL, whether acting alone or along with its subsidiaries, becomes the single largest shareholder of 361DM, as determined by the percentage of shares held, then from such time, and till the time it so remains the single largest shareholder, CL shall have the right to have majority representation (in number) on the Board of 361DM.

Pursuant to the exercise of its right by CL in the Company’s Right Issue, along with accepting the shares renounced in its favor by other existing shareholders, CL, became the single largest shareholder of the Company w.e.f. February 17, 2024, thereby gaining Control over the Company, and becoming a Holding Company of the Company pursuant to the provisions of Section 2(46) of the Act.

- b) During the year under review, the Board of Directors and the Shareholders of the Company, at their respective Meetings held on March 30, 2024 and April 30, 2024, approved the conversion of 59,000 preference shares of the Company into 2,413 equity shares of the Company, at the pre-agreed Conversion Formula, based on the Valuation of the Shares of the Company by a Category 1 Merchant Banker. The execution of the same is underway.
- c) During the year under review, the Board of Directors and the Shareholders of the Company, at their respective Meetings held on March 30, 2024 and April 30, 2024, approved an investment in the equity share capital of Ice Gate Educational Institute Private Limited [a 73.5% Subsidiary Co. of CL] by acquiring the entire 73.5% stake from CL, at a total consideration of approximately Rs. 6.36 Crores, to be paid in kind, by way of fresh issuance of Company’s equity shares of an equivalent value to CL on a preferential basis. The approved transaction is at arm’s length basis, based on the Valuation of both the Companies carried out by separate and Independent Category 1 Merchant Bankers. The execution of the same is underway.
- d) No Bonus Shares were declared for the Financial Year 2023-24.
- e) There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
- f) Your Company has not issued any Equity shares with Differential rights during the Financial Year under review.
- g) Your Company has issued 1,000 shares under Employees Stock options Plan.
- h) Your Company has not redeemed any preference shares or Debentures during the Financial Year under review. During the year under review, your Company converted Preference Shares issued earlier into Equity Shares, as stated in this Report above.
- i) Your Company has not accepted any Public Deposits.

- j) Your Company has not bought back any of its securities during the Financial Year under review.
- k) No significant and 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.
- l) The maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act, is not applicable on the Company.
- m) During the year under review, neither the Company made any application nor there are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 against the Company.
- n) 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, and the same is not applicable on the Company.
- o) The provisions related to appointment of Independent Directors are not applicable to the Company. No independent director was appointed during the year. Accordingly, the requirement of providing 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 in place a Policy and has constituted an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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, 2024, 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, 2024 and of the Loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for 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. 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
Director
DIN: 01828999

Address: No. 9, Flat No. S3, SSR,
Pankajam Road, Queens Park, Saligramam,
Chennai-600093

Date: August 01, 2024
Place: Chennai



Krishnamurthy Ramachandran
Director
DIN: 10521748

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

ANNEXURES TO BOARD'S REPORT 2024

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, 2024, which were not at arm's length basis.
- 2. Details of Material contracts or arrangement or transactions at arm's length basis:** The details of all material contracts or arrangements or transactions at arm's length basis for the Financial Year ended March 31, 2024 are as follows:-

(Amount in Rs. Lacs)							
Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangements/ 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 31.03.2024	

<p>Threesixtyone Degree Minds Consulting Private Limited ("361DM") and CL Educate Limited ("CL")</p>	<p>Purchase, by 361DM, of a 73.5% stake in the equity share capital of Ice Gate Educational Institute Private Limited ("Ice Gate") (a subsidiary Company of CL) from CL for a consideration of Rs. 6.36 Crores approximately, to be paid in kind by 361DM, by way of fresh issuance of its 17,199 equity shares to CL.</p> <p>This is a Material RPT for 361DM in terms of Section 188(1)(a) of the Companies Act, 2013, and the Rules made thereunder.</p> <p>The Transaction is on an arm's length basis, not in the Ordinary Course of Business.</p>	<p>One-time transaction to be carried out during the Financial Year 2024-25.</p>	<p>Purchase, by 361DM, of a 73.5% stake in the equity share capital of Ice Gate from CL for a consideration of Rs. 6.36 Crores approximately, to be paid in kind by 361DM, by way of fresh issuance of its 17,199 equity shares to CL.</p> <p>The transaction has been executed on the basis of the valuation of both the Companies- 361DM and Ice Gate carried out by separate and Independent Registered Valuers.</p>	<p>March 30, 2024</p>	<p>Nil</p>	<p>Nil</p> <p>(The transaction, approved by the Board of Directors in the Financial Year 2023-24, has been approved by the Shareholders of the Company in the Financial Year 2024-25, and will be carried out in the current Financial Year)</p>
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For Threesixtyone Degree Minds Consulting Private Limited



Rammohan Parameswaran
 Director
 DIN: 01828999

Address: No. 9, Flat No. S3, SSR,
 Pankajam Road, Queens Park, Saligramam,
 Chennai-600093

Date: August 01, 2024
 Place: Chennai



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 Director
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 Adyar, Chennai- 600020, Tamil Nadu