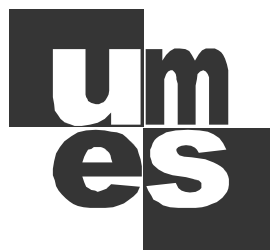


23rd
ANNUAL
REPORT
2020



USHA MARTIN EDUCATION & SOLUTIONS LIMITED



NOTICE TO THE MEMBERS

NOTICE is hereby given that the 23rd Annual General Meeting of the members of Usha Martin Education & Solutions Limited will be held on Monday, the 21st day of September, 2020 at 3:00 P.M. through Video Conferencing (VC) to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2020, Statement of Profit & Loss for the year ended on that date and the Report of the Directors' and Auditors' thereon.
2. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the members of the company do hereby approve the re-appointment of M/s. G Basu & Co., Chartered Accountants (Registration No. 301174E), whose terms of reference has come to an end by the conclusion of this meeting, for a period of 5 years i.e from the conclusion of this meeting till the conclusion of 28th Annual General Meeting of the Company to be held in the year 2025, on a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

Special Business

3 To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**::
"RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable guidelines for managerial remuneration issued by the Central Government from time to time, and in terms of Article 114 of Articles of Association of the Company, the Company hereby ratifies the re-appointment of Shri Vinay Kumar Gupta as the Whole-Time Director of the Company for another period of One (1) year with effect from 4th July, 2020 upon the terms and conditions embodied in the Agreement placed, which agreement is hereby sanctioned with the liberty to the Board of Directors (which term shall be deemed to include the Committee, if any, constituted by the Board of Directors from time to time) to alter and vary, subject to necessary approvals as may be required from time to time, the terms and conditions of the said reappointment and/or Agreement in such manner as may be agreed to between the Board of Directors and Shri Vinay Kumar Gupta."

"RESOLVED FURTHER that Smt. Chaitee Baral, Company Secretary of the Company be and is hereby authorized to take all necessary, expedient and effective steps and execute all documents and writings as the case may be for the implementation of the above re-appointment and to do all such acts, deeds, matters and things as he may deem fit and proper for giving effect to the above."

By Order of the Board of Directors

Registered Office:

Godrej Waterside, 5th Floor, Block DP
Sector V, Salt Lake, Kolkata - 700091
Dated: 22nd June, 2020

Sd/-
Chaitee Baral
Company Secretary

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC). Hence, Members can attend and participate in the ensuing AGM through VC.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time (AGM will start at 3:00 PM on 21st September, 2020) of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 28th August, 2020. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. Register of Members and the Share Transfer Book of the Company will remain closed from 15th September, 2020 to 21st September, 2020 (both days inclusive).
10. Members holding shares in physical form are requested to advise any change in their registered address, transfer of equity shares and allied matters to the Company's Registrar and Transfer Agent, MCS Share Transfer Agents Limited, quoting their folio number. Members holding shares in electronic form must send the advice about change in their registered address or bank particulars, transfer of equity shares and allied matters to their respective Depository Participant and not to the Company.
11. In all correspondence with the Company or with its Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialised form, they must quote their Client ID Number and their DPID Number.
12. As per the Circular no. 17/2011 dated 21st April, 2011 issued by Ministry of Corporate Affairs, Members are requested to register their email address either with the Registrar and Transfer Agents of the Company, i.e., MCS Share Transfer Agents Limited or with their Depositories for electronic communication.
13. EQUITY SHARES OF THE COMPANY ARE UNDER COMPULSORY DEMAT TRADING BY ALL INVESTORS. THOSE MEMBERS, WHO HAVE NOT DEMATERIALIZED THEIR SHARES, ARE ADVISED TO DEMATERIALIZED THEIR SHAREHOLDING, TO AVOID INCONVENIENCE IN FUTURE.
14. Members who are holding equity shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent, MCS Share Transfer Agents Limited, to enable the Company to consolidate their shareholding in one folio.
15. All documents referred to in the Notice are open for inspection. On request of the shareholders, those documents can be sent through email.
16. Electronic copy of the Annual Report for 2020 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.
17. Members holding share(s) in physical mode are requested to send the following details for registration of their email id: Folio No., Distinctive No., Certificate No., Name of shareholder, Mobile no., and email id by email to USHA MARTIN EDUCATION & SOLUTIONS LIMITED at chaittee.baral@umesl.co.in, evoting@nsdl.co.in and mcssta@rediffmail.com a noticed dated 6th August 2020 has already been published in one nation wide circulated newspaper (Business Standard) and in one regional newspaper (ArthikLipi) and also available on our website www.umesl.co.in.
18. Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz; "UMESL" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Usha Martin Education & Solutions Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mukhopadhyay_k@yahoo.co.in.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IV. You are requested to update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on day, 18th day of September, 2020 at 9:00 am and ends on 20th day of September, 2020 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 14th day September, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, the 14th day of September, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com
- VII. Mr. K Mukhopadhyay (Membership No. FCS 4176), Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.umesl.co.in and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and NSE Limited.
- X. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to chaitee.baral@umesl.co.in and mcssta@rediffmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to chaitee.baral@umesl.co.in and mcssta@rediffmail.com
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting

credentials. The link for VC will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at chaitee.baral@umesl.co.in and mcssta@rediffmail.com latest by 5:00p.m. (IST) on 17th day of September, 2020.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at chaitee.baral@umesl.co.in latest by 5 p.m. (IST) on 16th day of September, 2020. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in / 022-24994545

ANNEXURE TO NOTICE

Explanatory Statements in respect of Special Business pursuant to Section 102 & 152 of the Companies Act, 2013

Shri Vinay Kumar Gupta was reappointed as a Whole-time Director at a meeting of the Board of Directors on 22nd June, 2020, to hold office as such with effect from 4th July, 2020 for another period of one (1) year subject to the approval of the members at the ensuing Annual General Meeting of the Company and other necessary approvals, if any.

Shri Vinay Kumar Gupta is an Associate Member of Institute of the Chartered Accountants of India with more than 17 years of experience. He has vast experience of working in various industry verticals. Prior to joining the Company, he has served prestigious companies like Century Plyboards (India) Limited, Hiland Group etc.

He is associated with this Company for the past 10 years. With effect from January 2015 he was the Chief Financial Officer of the Company and from 4th July 2016 he is the Whole-time Director. He has an extensive knowledge about the Company and it's working from all perspective.

The agreement entered into between the Company and Shri Gupta, inter alia, contains the following terms and conditions, in brief:

1. Period of Appointment: The appointment is for a period of 1 year with effect from 4th July 2020.
2. Compensation: Total remuneration by way of salary, perquisites and other allowances payable to Mr. Gupta shall not exceed ₹ 12,50,000/- (Rupees twelve lakhs and fifty thousand only) per annum. The Total Salary includes basic, HRA, Conveyance, special allowance, telephone, medical, attire, books & periodicals, leave travel allowance, contribution towards provident fund, leave encashment and gratuity payment.
3. Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay consolidated remuneration as specified above.
4. The terms and conditions of the appointment and/ or the Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, within the maximum amount payable to the managerial personnel in accordance the applicable provisions of the Companies Act, 2013, or any amendments or enactments made hereafter in this regard.
5. Either party shall be entitled to determine this Agreement by giving three calendar months' notice in writing in that behalf to the other party or at shorter notice as mutually agreed or on the expiry of the period of such notice, this Agreement shall stand terminated.

The entire agreement is available for inspection by the Members of the Company through email.

The Board of Directors of your Company is of the opinion that his appointment would be beneficial to the Company and hence recommend the resolution at item no. 3 for your approval.

Shri Vinay Kumar Gupta is deemed to be interested in the proposed resolution to the extent of his appointment as a Whole-time Director. No other Director of the Company is interested in this resolution.



DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the 23rd Annual Report, together with the Audited Statement of Accounts of the Company for the financial year ended 31st March, 2020.

Financial Results

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	Year ended 31.3.2020	Year ended 31.3.2019	Year ended 31.3.2020	Year ended 31.3.2019
Gross Income	77.67	86.66	83.09	94.92
Gross Profit/(loss) before Finance Cost and Depreciation	22.16	30.36	24.42	33.00
Less: Finance Cost	15.14	20.41	15.16	20.43
Less: Depreciation	2.75	4.63	2.75	4.63
Profit/(loss) before exceptional items and tax	4.27	5.32	6.51	7.94
Less : Exceptional Items	-	-	-	-
Profit/(loss) Before Tax	4.27	5.32	6.51	7.94
Less: Provision for Tax(net)	-	16.53	0.59	17.87
Profit/(loss) After Tax	4.27	(11.21)	5.92	(9.93)
Transfer to Reserves and Surplus	4.27	(11.21)	5.92	(9.93)

Financial Review

During the Financial Year ended 31st March 2020, your company recorded standalone revenue of ₹ 77.67 Lakhs, commensurate with its present business activities. Consolidated revenue for the current financial year is ₹ 83.09 Lakhs.

Dividend

Your Directors do not recommend any dividend for the current financial year.

Reserve and Surplus

The balance of Reserves and Surplus, as at 31st March, 2020 stands at ₹ 1082.05 Lakhs after making the appropriations indicated above.

Subsidiary

The Company has obtained exemption from annexing accounts and other documents pertaining to subsidiary, through the general approval from Ministry of Corporate Affairs, Government of India, vide their letter no. 47/07/2011-CL-III dated 20th January 2011. However, the financial statements of the subsidiary company (i.e., Usha Martin Education Private Limited) and other detailed information will be made available to the members seeking such information at any point of time. The annual accounts of the subsidiary company will also be available for inspection at the Registered Office of the Company as well as at the Registered Office of the subsidiary.

Consolidated Financial Statements

The Audited Consolidated Financial Statements based on the Financial Statements received from subsidiary company, as approved by its Board of Directors, have been prepared in accordance with the Accounting Standard 21 (AS-21) – Consolidated Financial Statements as notified under Section 129 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as applicable. Further, the Consolidated Financial Statements are also presented in accordance with Regulation 33 of the SEBI (Listing Obligation and Disclosures Requirement) Act, 2015 entered into with the stock exchanges where the shares of the company are listed.

Public Deposit

The Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees or Investments:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company are given in the notes to the financial statements.

Internal Control Systems and their adequacy:

Company is equipped with a proper and adequate system of internal controls for maintaining proper accounting cost control and efficiency in operation. Company has developed documented procedures and various methods as follows:-

- Proper Delegation of power to de-centralize the whole operation for making it more dynamic.
- Preparation of annual budget for targets for business growth which is continuously monitored throughout the year.
- Financial control & approval based on budget allocation.

The Company also has adequate system to ensure that all of its assets are safeguarded and protected against loss from unauthorized use or disposition, and transactions are authorized, recorded, and reported correctly. The internal control system is supplemented by internal audits, review by management, documented policies and procedures.

Corporate Social Responsibility initiatives

Your Company does not fulfill the criteria for making contribution towards corporate social responsibility as directed by The Companies (Corporate Social Responsibility Policy) Rule, 2014. However, as a responsible entity of the country we respect society value and make endeavor to contribute for the social cause as far as possible.

Directors

During the year, two of the Directors of the Company, who were associated with the Company for quite a long duration and also contributed for the betterment of the Company greatly, viz. Mr Rajeev Jhawar and Mr. Trivikram Khaitan, placed their resignations from the post of Directorship, both due to their other pressing and domestic commitments.

The Board places on record great appreciation for them and wish them all the best in their life ahead.

None of the Directors are disqualified under Section 149 of Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

- **Declaration of Independence**

The Independent Directors have submitted their declaration of Independence, as per the Companies Act, 2013 and Regulation 25 of the Listing Agreement, to the Board at the first Board Meeting of this current Financial Year.

- **Board Evaluation:**

You are aware that, in compliance with the Companies Act, 2013, your Board on its Meeting held on 29th January 2015, has adopted a Policy for evaluation of itself along with all its committees and all the Directors individually.

According to the policy, a comprehensive evaluation was done to assess the Board's performance as well as working of all its committees in its first Board Meeting held after the end of Financial Year 2019-20. The evaluation also included personal evaluation of individual Directors. The Directors provided their opinion and feedback on the questionnaire on secret ballot.

The Board noted the outcome of the evaluation and expects better governance in the Board's working for the coming period.

- **Remuneration Policy**

The earlier Remuneration Committee of the Company was renamed as The Nomination and Remuneration Committee. The Committee has been re-constituted in line with the provisions of Regulation 19 of the SEBI (Listing Obligation and Disclosures Requirement) Act, 2015 and also meets the requirement of Section 178 of the Companies Act, 2013.

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and their remuneration.

- **Meetings:**

Details of the various meetings held during the financial year 2019-20 have been given in the Corporate Governance Report.

Corporate Governance

Your Company recognizes the importance of good Corporate Governance in building stakeholders' confidence, improving investor protection and enhancing long-term enterprise value. A report on Corporate Governance is annexed.

CEO / CFO Certification

The Whole-time Director and CFO of the Company have submitted a certificate to the Board as required under Regulation 17 (8) of the Listing Agreement for the year ended 31st March 2020.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, the Directors confirm:

- (i) That in preparation of the accounts for the financial year ended 31st March 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2020 on a 'going concern' basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Auditors

M/s G Basu & Co., Chartered Accountant were appointed as the statutory auditors of the Company for a term upto the 23rd Annual General Meeting of the Company i.e. upto the financial year 2020-21. This year appointment has come to an end.

Keeping in view their performance and the guidance provided by them, the Board of Directors thought it prudent to re-appoint them for another terms of 5 years, which is in accordance with the provisions of Companies Act, 2013.

A resolution to approving their re-appointment has been made a part of the Notice of the Meeting, for your consideration and adoption.

Human Resources

At your Company, the management believes and affirms the importance of development of human resources, which is most valuable and key element in bringing all round improvement and achieving growth of the business. We are proud to have a



successful relationship philosophy at all level, which focuses on finding solutions through dialogue in a spirit of open work culture and constructive team work. This has enabled us to maintain a cordial and peaceful work environment throughout.

The ratio of remuneration of Median Employee to that of the Whole time Director is 1:2 as at 31st March 2020. No other Directors get any remuneration from the Company except the Board sitting fees, which is ₹ 2,000 per meeting.

There was no increase in the salary of the Whole time Director and a nominal increase in the salaries of the Company Secretary and other employees of the Company.

Related Party Transactions:

The Board has adopted a Related Party Transaction Policy for the Company at its meeting held on 29th January 2015.

However, during the financial year 2019-20, there is no materially significant related party transaction made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

Energy, Technology and Foreign Exchange Earning and Outgo

The nature of the Company's business does not require involving any type of energy consumption or adaptation of any technology.

The particulars required to be furnished under Rule 8 of the Companies (Accounts) Rules, 2014:

- (i) Part A and B pertaining to conservation of energy and technology absorption are not applicable to the Company.
- (ii) Foreign Exchange earnings and outgo are as under:
Earnings : ₹71.10 Lakhs
Outgo : NIL

Vigil Mechanism / Whistle Blower Policy:

The Board has adopted a Whistle Blower Policy for the Company at its meeting held on 29th January 2015.

This policy is formulated to provide opportunity to all the employees to access in good faith, to the Audit Committee of the Company in case they observe any unethical and improper practice or behaviour or wrongful conduct in the Company and to prohibit managerial personnel from taking adverse personnel action against such employee.

Environment

Though the Company's operations are not inherently polluting in nature, the Company continues to take adequate precautions to comply with all regulatory measures in this regard at all the educational premises and sites, so that no harm would cause to the society and the nature at a large.

Declaration on compliance with code of conducts

The Board has formulated a Code of Conducts for the Board Members and Senior Management of the Company, which has been posted on the website of the Company.

It is hereby affirmed that all the Directors and Senior Management Personnel have complied with the Code and a confirmation to that effect has been obtained from the Directors and the Senior Management.

Prevention of Insider Trading:

The Company already had a structured Code of Conduct for Prevention of Insider Trading Policy since long back, with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code has been further streamlined to keep parity with the new Companies Act, 2013 and the newly enacted SEBI (Prohibition of Insider Trading) Amendment Regulation, 2019.

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Directors and the designated employees, who hold any shares in the Company, have confirmed compliance with the Code.

Secretarial Audit:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Prateek Kohli, Partner of M/s Prateek Kohli & Associates., Practising Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure B".

Extract of Annual Return:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A".

Business Risk Management:

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the company has adopted a Risk Management Policy. The Board identified some risks that may affect the business of your Company and segregated them in various categories. Based upon such categorization Board has directed the Management to adopt and follow certain preventive steps.

Board reviews the risks periodically.

Compliance Certificate:

A Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Schedule (V) (E) of the SEBI (Listing Obligation and Disclosures Requirement) Act, 2015 is attached to this Report.

Acknowledgements

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, customers, vendors, bankers, and other business constituents for their support during the year under review. Your Directors also wish to place on records their deep sense of appreciation for the commitment displayed by all employees during the year.

Place: Kolkata

Date: 22nd June, 2020

On Behalf of the Board of Directors
Vinay Kumar Gupta
Whole-time Director (DIN: 00574665)

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of USHA MARTIN EDUCATION & SOLUTIONS LIMITED

We have examined the compliance of conditions of Corporate Governance by Usha Martin Education & Solutions Limited ("the Company"), for the year ended 31st March, 2020, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations)

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the company.

We conducted our examination in accordance with the guidance note on Reports & Certificates for Special Purposes (Revised 2016) issued by Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC), Quality control for firms that perform audits and Reviews of Historical Financial Statements, and Other Assurance and Related Services Engagements.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Obligations and Disclosure Requirements, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For G.Basu & Company
Firm Registration Number:301174E
Chartered Accountants
P.K.Chaudhuri Partner
Membership No. 003814

Place: Kolkata
Date: 22nd June 2020

CEO & CFO Certification [Regulation 17(8)]

CEO/CFO Certification specified in Part –B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To
The Board of Directors
Usha Martin Education & Solutions Limited

In pursuance to Part –B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, with various Stock Exchanges, I hereby certify as under with regard to the Annual Audited Accounts of the Company for the financial year ended 31st March, 2020, including the Schedules and notes forming part thereof, as well as the Cash Flow Statement for the financial year ended as on that date:

- a. That the financial statements and the cash flow statement for the year have been reviewed and that to the best of my knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. That there are, to the best of my knowledge and belief, no transactions entered into by the company during the year which is fraudulent, illegal or violative of the company's code of conduct.
- c. That I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware of and the steps I have taken or propose to take to rectify these deficiencies.
- d. That I have indicated to the auditors and the Audit committee :
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date: 22nd June 2020
Place: Kolkata

Vinay Kumar Gupta
Whole-time Director

Indrajit Bandyopadhyay
Chief Financial Officer



ANNEXURE - A

<p>Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31/03/2020 [Pursuant to Section 92(1) of the Companies Act, 2013 And Rule 11(1) of the Companies (Management and Administration) Rules, 2014]</p>

I. REGISTRATION AND OTHER DETAILS

i)	CIN:	L31300WB1997PLC085210
ii)	Registration Date	18/08/1997
iii)	Name of the Company	Usha Martin Education & Solutions Limited
iv)	Category/Sub Category of the Company	Company Limited by shares/ Indian Non-Government Company
v)	Address of the Registered Office and Contact Details	Godrej Waterside, 5 th Floor, Block - DP, Sector V, Salt Lake City, Kolkata-700091 Telephone:033 4085 3700 FAX: 033 4085 3800 E-mail: chaitee.baral@umesl.co.in
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agents Limited 383, Lake Garden, 1 st Floor, Kolkata - 700 045 Telephone:033 4072- 4051/52/53, FAX: 033 4072- 4050 E-mail: mcssta@rediffmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No	Name and Description of main products / services	NIC Code of the Product /service	% to total turnover of the company	% of Shares	Applicable Section
1	Educational Support Services	855	100%	100%	2 (87)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	% Of Shares	Applicable Section	Holding/Subsidiary/Associate
1	Usha Martin Education Private Limited Godrej Waterside, 5 th Floor Block-DP, Sector-V, Salt Lake City, Kolkata - 700 091	U80221WB2009PTC140112	100%	2 (87)	Subsidiary

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	392473	0	392473	1.515	355516	0	355516	1.346	0.169
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	8526881	0	8526881	32.279	8526881	0	8526881	32.280	0.001
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1):-	8919354	0	8919354	33.794	8882397	0	8882397	33.626	0.17
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp	2388291	0	2388291	9.041	1938291	0	1938291	7.334	1.707

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	2388291	0	2388291	9.041	1938291	0	1938291	7.334	1.707
Total Shareholding of Promoter(A)=A(1) + A(2)	11307645	0	11307654	42.835	10820688	0	10820688	40.96	1.707
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1101	533	1634	0.006	1101	533	1634	0.006	0
b) Banks / FI	2921	3052	5973	0.023	2921	3052	5973	0.023	0
c) Central Govt	0	727	727	0.003	0	727	727	0.003	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	929862	0	929862	3.520	929862	0	929862	3.5201	0
g) FIs	1277291	699	1277990	4.838	1727291	699	1727990	6.542	1.704
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	2211175	5011	2216186	8.390	2661175	5011	2666186	10.09	1.7
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1739519	15044	1754563	6.8360	1660157	6944	1667101	6.311	0.525
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹.2Lakh	7797061	568428	8365489	32.2893	8105223	564044	8669267	32.819	0.53
ii) Individual shareholders holding nominal share capital in excess of ₹.2 lakh	1896366	0	1896366	7.3196	1727707	0	1727707	6.540	0.78
iii) NBFC Registered with RBI	0	0	0	0	0	0	0	0	0
c) Others (specify)									
i. Trust & Foundation	132	0	132	0	132	0	132	0	0
ii. NRI with REPAT	333535	9495	343030	1.3240	325994	9479	335473	1.27	0.05
ii. NRI without REPAT	23548	0	23548	.0909	21405	0	21405	.0810	0.01
iii. Cooperative Societies	1000	0	1000	0.004	0	0	0	0	0
iv. OCB	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	11791161	592967	12383996	47.8638	11840618	580467	12421085	47.021	0.84
Total Shareholding of Promotor (B)=B(1) + B(2)	14002336	597978	14600303	53.27	14501793	585478	15087271	57.111	3.84
C. Shares held by Custodian for GDRs & ADRs	507852	0	507852	1.9602	507852	0	507852	1.9602	0
Grand Total (A+B+C)	25817833	597978	26415811	100	25830333	585478	26415811	100	5.547

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	
1	Usha Breco Limited	3377627	12.79	0	3377627	12.79	0	0
2	UMIL Shares & Stock Broking Services Ltd	3075127	11.64	0	3075127	11.64	0	0
3	Peterhouse Investments Ltd	2388291	9.23	0	1938291	7.34	0	1.89
4	Prajeev Investments Limited	2057610	7.79	0	2057610	7.79	0	0
5	Usha Martin Ventures Ltd.	16517	0.05	0	16517	0.05	0	0
6	Basant Kumar Jhawar	158462	0.60	0	158462	0.60	0	0
7	Prashant Jhawar	134220	0.51	0	134220	0.51	0	0
8	Rajeev Jhawar	36957	0.14	0	0	0	0	0.14
9	Anupama Jhawar	14316	0.542	0	14316	0.0542	0	0
10	Shanti Devi Jhawar	35065	0.13	0	35065	0.13	0	0
11	Akshay Goenka	4878	0.02	0	4878	0.02	0	0
12	Susmita Jhawar	4736	0.02	0	4736	0.02	0	0
13	Brij Kishore Jhawar	2973	0.11	0	2973	0.11	0	0
14	Stuti Raghav Agarwalla	666	0.00	0	666	0.00	0	0
15	Apurv Jhawar	399	0.00	0	399	0.00	0	0
16	Biharilal Santhalia	200	0.00	0	200	0.00	0	0
17	Anupriya Jhawar	661	0.00	0	661	0	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Peterhouse Investments India Limited				
	At the beginning of the year	2388291	9.23	2388291	9.23
	Sale of Shares	450000	1.89	450000	1.89
	At the end of the year	1938291	7.34	1938291	7.34
2.	Rajeev Jhawar				
	At the beginning of the year	36957	0.14	36957	0.14
	Sale of Shares	36957	0.14	36957	0.14
	At the end of the year	0	0	0	0

iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs)

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ELARA INDIA OPPORTUNITIES FUND LIMITED	1277291	4.8353	1277291	4.8353
2	JHUNJHUNWALA RESORTS LIMITED	468000	1.7717	468000	1.7717
3	AJAY MEENA	458356	1.7352	458356	1.7352

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	RAJYA BARDHAN KANORIA	450055	1.7037	450055	1.7037
5	RESONANCE OPPERTUNITIES FUND	450000	1.7035	450000	1.7035
6	GENERAL INSURANCE CORPORATION OF INDIA	369295	1.398	369295	1.398
7	ANTONY JONES	319016	1.2077	319016	1.2077
8	JRL MARKETING PLTD	284899	1.0785	284899	1.0785
9	PUSHPA KISHOR PARIKH	252780	0.9569	252780	0.9569
10	FALGUNI NILESH DEDHIA	247500	0.9369	247500	0.9369

v) Shareholding of Directors and Key Managerial Personnel

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Prashant Jhawar				
	At the beginning of the year	134220	0.51	134220	0.51
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	134220	0.51	134220	0.51
2.	Nipendra Kumar Sharma				
	At the beginning of the year	19900	0.08	19900	0.08
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	19900	0.08	19900	0.08

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2713734.52	22875000	—	25588734.52
ii) Interest due but not paid	32742.00	7429410	—	7462152.00

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2746476.52	30304410	-	33050886.52
Change in Indebtedness during the financial year				
* Addition	63627.18	17550000	-	17613627.18
* Reduction	2777361.70	13360000	-	16137361.70
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	-	27065000	-	27065000
ii) Interest due but not paid	-	1849411	-	1849411
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	28914411	-	28914411

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in ₹.)

SN.	Particulars of Remuneration	Name of Whole-time Director	
		Vinay Kumar Gupta	Total Amount
1	Gross salary	4,12,500	4,12,500
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission- as % of profit- others, specify ...	NIL	NIL
5	Others, (Allowances, Reimbursements & Retrials)	8,37,500	8,37,500
	Total (A)	12,50,000	12,50,000
	Ceiling as per the Act		

B. Remuneration to other Directors

(Amount in ₹.)

SN.	Particulars of Remuneration	Name of Directors				Total Amt.
		Trivikram Khaitan	Arun Kumar Ladha	Manoj Kumar Vijay	Nipendra kumar Sharma	
1	Independent Directors					
	Fee for attending board committee meetings	2000	8000	16000	16000	
	Commission	0	0	0	0	
	Others, please specify	0	0	0	0	
	Total (1)	2000	8000	16000	16000	
2	Other Non-Executive Directors	P.Jhawar	R.Jhawar	Gangotri Guha		
	Fee for attending board committee meetings	6000	0	16000		
	Commission	0	0	0		
	Others, please specify	0	0	0		
	Total (2)	6000	0	16000		
	Total (B)=(1+2)	6000	0	16000		64000
	Total Managerial Remuneration					64000
	Overall Ceiling as per the Act					64000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in ₹.)

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,74,900	2,82,979	4,57,697
	(b) Value of perquisites u/s 17(2) income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL
5	Others, (Allowances, Reimbursements & Retrials)	3,55,100	5,74,163	9,29,263
	Total	530000	856960	1286960

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details Penalty of / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
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A. COMPANY

Penalty					
Punishment					
Compounding					

B. DIRECTORS

Penalty					
Punishment			NIL		
Compounding					

C. OTHER OFFICERS IN DEFAULT

Penalty					
Punishment					
Compounding					



SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st Day of March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2015 as amended from time to time]

To,

The Members,

Usha Martin Education & Solutions Limited

L31300WB1997PLC085210

We have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Usha Martin Education & Solutions Limited (hereinafter called "the Company")**. The Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of **Secretarial Audit**, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March, 2020** according to the provisions of:

- I. The Companies Act, 2013 ("the Act") and the rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - V. No Specific Laws were applicable to the Company during the period under review.
- We have also examined the compliance by the company of the following statutory provisions/standards/regulations:
- a. The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - b. The Secretarial Standards (SS - 1 and SS - 2) issued by the Institute of Company Secretaries of India.

We further report that:

The Board of Directors of the Company is **duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director** whereas, the Board has accepted resignation of Mr. Rajeev Jhawar w.e.f 14.02.2020, who has not attended any meetings of the Board in the period under review. The change of designation of Mr. Vinay Kumar Gupta has been filed as fresh appointment. Hence the MCA Portal reflects him at two (2) positions. As per the explanations provided by the Management of the Company the post of Chief Financial Officer of the Company is not occupied by him and relevant explanations has been provided to regulator for the same. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI (LODR) Regulations, 2015.

Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management.

We further report that during the period under review there were no special events which occurred.

Place : Kolkata

Date : 22nd June, 2020

For Prateek Kohli & Associates
Company Secretaries

Prateek Kohli - Partner
C. P. No. : 16457

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st Day of March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2015 as amended from time to time]

To,

The Members,

Usha Martin Education Private Limited

U80221WB2009PTC140112

We have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **USHA MARTIN EDUCATION PRIVATE LIMITED (hereinafter called "the Company")**. The Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of **Secretarial Audit**, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March, 2020** according to the provisions of:

- I. The Companies Act, 2013 ("**the Act**") and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- III. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
 - (a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable;
- IV. No Specific Laws were applicable to the Company during the period under review. We have also examined the compliance by the company of the following statutory provisions/standards/regulations:
 - a. The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.
 - b. The Secretarial Standards (SS - 1 and SS - 2) issued by the Institute of Company Secretaries of India.

We further report that:

The Board of Directors of the Company is **duly constituted as per the provisions of the Act**. The changes in the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management.

We further report that during the period under review there were no special events which occurred.

Place : Kolkata

Date : 22nd June, 2020

For Prateek Kohli & Associates
Company Secretaries

Prateek Kohli - Partner
C. P. No. : 16457

MANAGEMENT DISCUSSION AND ANALYSIS

Indian higher education is in need of radical reforms. A focus on enforcing higher standards of transparency, strengthening of the vocational and doctoral education pipeline, and professionalization of the sector through stronger institutional responsibility would help in reprioritizing efforts and working around the complexities. The rise of IT sector and engineering education in India has boxed students into linear path without giving them a chance to explore and discover their passions. Concerted and collaborative efforts are needed to broaden student choices through liberal arts education. As of 2020, India has over 1000 universities, with a break up of 50 central universities, 402 state universities, 125 deemed universities, 334 private universities, 7 Institute under State Legislature Act, and 155 Institutes of National Importance which include IIMs, AIIMS, IITs, IIITs, IISERs and NITs among others. Other institutions include 52,627 colleges as government degree colleges, private colleges, standalone institutes and post-graduate research institutions, functioning under these universities as reported by the MHRD in 2020. Colleges may be Autonomous, i.e. empowered to examine their own degrees, up to PhD level in some cases, or non-autonomous, in which case their examinations are under the supervision of the university to which they are affiliated; in either case, however, degrees are awarded in the name of the university rather than the college. The emphasis in the tertiary level of education lies on science and technology.] Indian educational institutions by 2004 consisted of many technology institutes. Distance learning and open education is also a feature of the Indian higher education system, and is looked after by the Distance Education Council. Indira Gandhi National Open University (IGNOU) is the largest university in the world by number of students, having approximately 3.5 million students across the globe.

Despite the increased access to higher education in India, challenges remain. Low employability of graduates, poor quality of teaching, weak governance, insufficient funding, and complex regulatory norms continue to plague the sector. India's gross enrolment ratio (GER) in 2018-19 was 26.3% but still far from meeting the Ministry of Human Resource Development's target of achieving 32% GER by 2022.

Industry Overview:

2030. This year marks 80 years of constitutional democracy, 40 years of economic liberalisation, and 20 years of accelerated educational reform. While each of these is a milestone in itself on the road to India's success, the last of these is perhaps the most momentous for India at a time when the world's oldest civilisation is also its youngest nation. Today, the median age of India's 1.5 billion strong population is a mere 32; a good ten years lower than most other nations in the world. Today, India is the largest contributor to the global workforce, its working age population surpassing 950 million. It is no surprise then that, India has emerged to be the world's third largest economy achievement underpinned, no doubt, by its unique demographic advantage, but also a prospect that would not have translated into reality if not for the country's pioneering reforms in university education over the past 20 years. Over the last two decades, India has remarkably transformed its higher education landscape. It has created widespread access to low-cost high-quality university education for students of all levels. With well and a student-centric learning-driven model of education, India has not only bettered its enrolment numbers but has dramatically enhanced its learning outcomes. A differentiated three distinct strategic objective - has enabled universities to build on their strengths and cater across different categories of educational needs. Further, with the effective use of technology, India has been able to resolve the longstanding tension between excellence and equity. India has also undertaken large by making teaching an attractive career path, expanding capacity for doctoral students at research universities and delinking educational qualifications from teaching eligibility. As a result, today, India's 70 million student population is a force to reckon with.

In today's advanced technology and digitalization era, e-learning is a boon and plays a vital role in the development of an individual as well as the future of the nation. The impact of advanced technology has witnessed the shift from conventional learning methods to e-learning methods. Technology has revolutionized the scope of education in India. E-learning concept is providing an opportunity to participate in engaging and interactive sessions, helping students with lucid concepts and to make them more competitive. Earlier, monotonous hour-long typical classroom sessions have now transformed into interesting ones.

With the latest technology spreading its wings to the education industry, online/digital education has made life easier for both students and teachers. According to the KPMG report, the Indian online education industry will reach \$ 1.96 billion by 2021. The user base of online education is expected to grow up to 9.5 million users in 2021, at a CAGR of 44 per cent. E-learning has become one of the most preferred methods of learning among millennial.

Advanced internet connectivity, rise in numbers of smartphone users, adoption of digital payments options, and increase in participation at the government level have significantly aided in the growth of the digital market/ online education in India. Latest e-learning platforms are helping students, educators and institutions in evaluating the performance as a whole and are frequently being adopted by educational institutions in India. E-learning is leading universities and educators to students at homes and hostels through internet connectivity over smartphones, laptops, computers, etc. E-learning helps to train, evaluate skills through quizzing, interactive sessions, providing ample opportunity to resolve queries using webinars. Easily accessible for students anytime and anywhere, especially living in rural areas and tier 2 and 3 cities.

(Source: Organization's internal research data, teqipgoodgovernance.in, bweducation.businessworld.in, en.wikipedia.org/wiki/higher_education_in_India, brookings.edu/research/reviving-higher-education-in-india)

Company Outlook & Strategy:

Your Company is engaged in imparting training to the fresher and experienced professionals in different modules (technical and functional) of ERP. In addition to that your company is engaged to impart training on Hybris.

Since your company is operating from Kolkata, we are suffering from the problem of enrolment of the desired number. The reasons are of the low affordability of the inhabitants and less job opportunity in the local industries followed by low level of interest and awareness. At the outset of 2020 outbreak of Covid -19 impacted your company negatively in terms of enrolment and placing freshers.

Your Company also has started imparting training to the employees of various corporates including some of the Companies within the same Group.

Business Review:

Learning Business Segment:

- Understanding the gradual increase of the importance of e-learning and IT-enabled courses your company is continuing to impart quality training of ERP modules in a state-of-art infrastructure.
- Your company is also providing training on ERP, e-Commerce, and other allied areas to the employees of its sister concerns.
- Your company has also initiated to impart training on customised ERP modules and assist the neighbouring countries to get trained and to enhance the employability skill.

Opportunities and Threats:

E-learning provides students with a chance to share the knowledge acquired through online communities. A discussions forum can add value to the learning procedure, by incorporating scope for fruitful collaboration and conversation. Sharing of resources in e-learning is also an extremely healthy way for education to flourish. This limits the student base considerably. With e-learning, educators have access to a wide base of students, since distance isn't a hindrance anymore. It's quite clear that e-learning is eco-friendly. In a study conducted by the Open University, it was revealed that distance learning courses consumed 90% less energy and resulted in 85% lesser emission of carbon dioxide per student! India has become a major source for e-learning content development owing to the country's highly educated workforce and low-cost benefits. It is about time for the concept of e-learning to be fully incorporated in the country's education system. The current annual growth rate of India's e-learning industry has been estimated to be at 17-20% and is set to reach the \$50 billion market size by 2020. More than half of the country's population fall under the expected target reaches for e-learning.

Even though the concept of e-learning is set to create major waves in the education sector in the recent years, the challenges are streaming in. Many organizations have embraced e-learning with open arms, but the problems amount to a staggering sky-high heap when it comes to implementing e-learning at the school level. A vast majority of the Indian population resides in rural areas. The lack of infrastructure in such areas gives rise to connectivity and accessibility issues. However, the Government of India has been instrumental in removing such barriers by implementing various measures. Even though the e-learning courses are available in a wide range of platforms for learners to choose from, a basic knowledge of how to operate those devices is imperative to benefit from the courses. And being a tech-savvy teacher becomes a primary requisite. Therefore, before e-learning could be implemented, learners and educators need to be educated about the ins and outs of technology to facilitate a smooth learning curve.

Above all the outbreak of pandemic is now a big challenge of any kind of education because of affordability and fear of violating social distancing. It is gradually becoming a big threat to education industry.

Adequacy of Internal Controls:

As a practice the company continues with the process of having internal control system which is adequate and in commensuration with the span and quality of operations of the organization. Benchmarks related to cost, quality, purchase etc. are strictly monitored to ensure a smooth and standardized operations. The synopsis of the procedures is:

- Proper Delegation of power to de-centralise the whole operation for making it more dynamic.
- Preparation of annual budget for targets for business growth which is continuously monitored throughout the year. Any deviation is properly evaluated and addressed.
- Financial control & approval based on budget allocation.

The Company also has adequate system to ensure that all of its assets are safeguarded and protected against loss from unauthorized use or disposition, and transactions are authorized, recorded, and reported correctly. The internal control system is supplemented by internal audits, review by management, documented policies and procedures.

Human Resources:

Human capital is treated as an integrated part of organization's development. Right skills and attitudes are required for achieving the objectives of the organization. Keeping those in mind your company searches the right talent as and when required and right skills are always encouraged. The company maintains the appropriate HR policies and practices as per the industry standards and creates a congenial working environment within the organization.

The Board of Directors expresses its deep appreciation for sincere efforts made by the employees of your Company at all levels for the development of its business during the year and their co-operation in maintaining cordial relations.

Cautionary Statements

This document includes certain forward-looking statements. These statements are based on management's current expectations or beliefs, and are subject to uncertainty and changes in circumstances. Actual results may vary materially from those expressed or implied by the statements herein due to changes in economic, business, competitive, technological and/or regulatory factors. The Company is under no obligation to, and expressly disclaims any such obligation to, update or alter its forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. This Report should be read in conjunction with the financial statements included herein and the notes thereto.

On Behalf of the Board of Directors

Place : Kolkata

Date : 22nd June, 2020

Gangotri Guha

Director (DIN: 01666863)

Vinay Kumar Gupta

Whole-time Director (DIN: 00574665)

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance ensures a mechanism of observance which in turn ensures that the Management empowered with the ultimate decision making abilities, is using utmost care and is responsible enough to safeguard the stakeholders aspirations and expectations. Good governance can be achieved only if it is embedded as part of the corporate culture in the Organisation. Good corporate governance is a continuing exercise and it or the lack of it can have an impact on the entire organization and its business activities as a whole. Hence the Company's activities are carried out in accordance with good corporate practices and are constantly striving to improve upon the same. The Company is always in compliance with all the procedures and stipulations as directed by Companies Act and other statutory legislations and the SEBI (LODR) Regulations, 2015.

II. BOARD OF DIRECTORS

➤ Composition

The Company's policy is to maintain optimum combination of Executive Directors, Non-Executive Directors and Independent Directors.

The total strength of your Board of Directors as on 31st March, 2020 is seven members consisting of one Non-Executive Chairman, One Non-Executive Woman Director, Four Independent Director and One Executive Director.

None of the Directors on the Board is a Member of more than ten Committees or a Chairman of more than five Committees [as specified under Regulation 26 of SEBI (Listing Obligation and Disclosure Requirement) Regulation] across all the companies in which he is a Director. All the Directors have furnished a notice of disclosure of interest as specified under Section 184(1) of the Companies Act, 2013. The Company maintains Register of Contracts and details of companies and firms in which Directors are interested as provided under Section 189 of the said Act.

All the Independent Directors of the Company at the first meeting of the Board in every financial year give a declaration that they meet with the criteria of independence as provided under Companies Act, 2013 and Reg. 16 & 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Composition of the Board of Directors and their shareholding as on 31st March, 2020

Name	Designation	No. of Outside Directorship held **	No. of outside Committee position held #		No. of Equity Shares held in the Company
			Member	Chairman	
Shri. Prashant Jhawar	Chairman/Non-Executive	4	-	-	134,220
Shri. Trivikram Khaitan	Non-Executive/ Independent	2	-	-	-
Smt. Gangotri Guha	Woman Director/ Non-Executive	2	-	-	-
Shri. Vinay Kumar Gupta	Whole-Time Director/ Executive	-	-	-	-
Shri. Manoj Kumar Vijay	Non-Executive/ Independent	2	2	-	-
Shri. Nipendra Kumar Sharma	Non-Executive/ Independent	2	-	-	-
Shri. Arun Kumar Ladha	Non-Executive/ Independent	-	-	-	19,900

**Excluding foreign companies, private companies and companies under Section 8 of the Companies Act, 2013

Chairmanship and membership of Audit Committee and Stakeholders Relationship Committee is only considered.

➤ Meeting of the Board of Directors

The dates of the Board Meeting are fixed in advance and accordingly intimation is sent to the Board Members. Senior officials are also invited to attend the meetings to provide clarification as and when required. During the year under review, 4(Four) Board meetings were held.

The dates on which the Board Meetings were held are as follows: 28th May, 2019, 5th August, 2019, 13th November, 2019 and 14th February, 2020. All relevant information as required under Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 was placed before the Board from time to time.

Attendance of the Directors at the Meeting of the Board and at the last AGM

Director	Board Meetings Attended	Attendance in last AGM
Shri Prashant Jhawar	3	Not Present
Shri Rajeev Jhawar (Resigned on 14 th February, 2020)	Nil	Not Present
Shri Arun Kumar Ladha	2	Not Present
Shri Trivikram Khaitan	1	Not Present
Smt. Gangotri Guha	4	Present

Attendance of the Directors at the Meeting of the Board and at the last AGM

Director	Board Meetings Attended	Attendance in last AGM
Shri Manoj Kumar Vijay	4	Present
Shri Vinay Kumar Gupta	4	Present
Shri Nipendra Kumar Sharma	4	Present

➤ Functioning and responsibilities of Board of Directors

The Board of directors plays the primary role in ensuring good corporate governance and functioning of the Company. All statutory and other significant and material information including information mentioned in the Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, is placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of the members. The Company has an effective post-meeting follow-up mechanism in place. Action Taken Report on decisions taken at previous meetings of the Board is reviewed at the subsequent meeting of the Board.

➤ Compliance with Laws

Pursuant to Regulation 17(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, the Board periodically reviews compliance report on all laws applicable to the Company, as prepared by the Company. There has been no non-compliance in this respect.

➤ Code of Conduct

The Company maintains a well-defined Code of Conduct for Board Members and Senior Executive of the Management, and the same has been circulated to all concerned and is also hosted on the website of the Company. As per Regulation 17(5) SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, the Board Members and Senior Executives of the Management have given their declarations confirming compliance of the provisions of the above Code of Conduct.

➤ Board Evaluation

As per Companies Act, 2013, the Board has a formal mechanism for evaluating its performance and has adopted a Policy for evaluation of itself alongwith all its committees and all the Directors individually.

Based on such policy, the Board in its first Board Meeting held after the end of Financial Year 2019-20, performed an Evaluation, on a comprehensive basis, of its own working, as well as working of all its committees. The evaluation also included personal evaluation of individual Directors.

As a result of such evaluation some advises generated, which the entire Board noted and adopted to follow in its future performance.

III. AUDIT COMMITTEE
➤ Constitution of Audit Committee

The Audit Committee has been constituted in the year 2000 and it meets all the requirements of the provisions of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and also meets the requirement of Section 177 of the Companies Act, 2013. The members of the Committee are financial experts. The Chairman of the committee is an independent director, elected by the Members of the Committee.

The members of Audit Committee as on 31st March 2020 are as follows:

Name	Designation
Shri Nipendra Kumar Sharma	Chairman/Independent/Non-executive
Shri Arun Kumar Ladha	Member/Independent/Non-executive
Shri Manoj Kumar Vijay	Member/Independent/Non-executive
Smt. Gangotri Guha	Member/Non-executive

➤ Terms of Reference for Audit Committee

The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as well as Section 177 of the Companies Act, 2013.

Apart from the Audited Annual Accounts, the Audit Committee had also reviewed the Un-audited quarterly financial results and Internal Audit Report of the Company during the year.

➤ Meeting of the Audit Committee

The dates of the Audit Committee Meeting are fixed in advance and accordingly intimation is sent to the Audit Committee Members. During the year under review, 4 (four) Audit Committee Meetings were held on 28th May, 2019, 5th August, 2019, 13th November, 2019 and 14th February, 2020.

Director	Audit Committee Meeting Attended
Smt. Gangotri Guha	4
Shri Manoj Kumar Vijay	4
Shri Nipendra Kumar Sharma	4
Shri. Arun Kumar Ladha	2

IV. NOMINATION AND REMUNERATION COMMITTEE
➤ Constitution of Nomination and Remuneration Committee

The Nomination and Remuneration has been constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and also meets the requirement of Section 178 of the Companies Act, 2013. As on 31st March 2020, the Committee comprises of following members:

Name	Nomination and Remuneration Committee attended
Shri Nipendra Kumar Sharma	Chairman/Independent/Non-Executive
Shri Manoj Kumar Vijay	Member/Independent/Non-Executive
Smt. Gangotri Guha	Member/Non-Executive

➤ Terms of Reference of Nomination and Remuneration Committee

The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013.

➤ Meeting of the Nomination and Remuneration Committee

The Nomination & Remuneration Committee did not took place during the year ended 31st March, 2020.

Details of Remuneration paid to all Directors

- **Executive Directors**

The remuneration of Whole-time Director is recommended by the Nomination and Remuneration Committee and is approved by both the Board of Directors and the members at the General Meeting of the Company.

Executive Director	Relationship with other Directors	Business relationship with the Company	All elements of remuneration package	Fixed components and performance linked incentives	Service contracts, notice period	Stock options details, if any	Date of Appointment
Shri. Vinay Kumar Gupta	None	Whole-Time Director	Pl. see note below	Pl. see note below	Pl. see note below	Pl. see note below	Re-Appointed as Executive Director w.e.f: 4th July, 2020

Notes:

- a) Details as per Note to the Notes on Accounts;
- b) The appointment is subject to termination by 3 months' notice in writing from either side;
- c) The Company does not have any scheme for grant of stock options to its Directors and Employees.

- **Non- Executive Directors**

Directors	Sitting Fees Paid (₹)		
	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee
Shri Prashant Jhawar	6000	NA	NA
Shri Rajeev Jhawar (Resigned on 14 th February, 2020)	Nil	NA	NA
Shri Arun Kumar Ladha	4000	4000	NA
Shri Trivikram Khaitan	2000	NA	NA
Smt. Gangotri Guha	8000	8000	NIL
Shri Manoj Kumar Vijay	8000	8000	NIL
Shri Nipendra Kumar Sharma	8000	8000	NIL

The Non-Executive Directors of the Company are also eligible for commission for any financial year as per the Articles of Association of the Company, if approved by the Board. The Non-Executive Directors were not paid any commission or any other remuneration during the financial year under review.

V. STAKEHOLDERS RELATIONSHIP COMMITTEE
➤ Constitution of Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of following members as on 31st March 2020:

Director	Designation
Shri Vinay Kumar Gupta	Chairman/Executive
Smt. Gangotri Guha	Member/ Non-Executive

➤ **Terms of Reference of the Committee**

The Terms of Reference of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and also include the roles as stipulated in Regulation 20 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

Status of complaints for the period from 01-04-2019 to 31-03-2020:

Complaints pending as on 1st April, 2019	Nil
Number of complaints received	Nil
Number of complaints attended to/resolved	Nil
Complaints pending as on 31st March, 2020	Nil
Number of share transfer pending for approval as on 31st March, 2020	Nil

➤ **Meeting of the Stakeholders Relationship Committee**

During the year under review, 4 (Four) Stakeholders Relationship Committee Meetings were held on 28th May, 2019, 5th August, 2019, 13th November, 2019 and 14th February, 2020.

Director	Stakeholders Relationship Committee Meeting Attended
Smt Gangotri Guha	4
Shri Vinay Kumar Gupta	4

VI. GENERAL BODY MEETINGS

Particulars of Annual General Meetings (AGM) held during the three previous years

Date	Venue	Special Resolutions Passed
4 th September, 2019 at 11.00 A.M	"Sujata Sadan Auditorium", 7, Bakul bagan Bhawanipore, Hazra Road, Kolkata 700 126	None
12 th September, 2018 at 11.30 A.M	"Sujata Sadan Auditorium", 7, Bakul bagan Bhawanipore, Hazra Road, Kolkata 700 126	None
22 nd September, 2017 at 11.00 A.M.	"Rabindra Niketan Auditorium, Nalban Sector. IV, Salt Lake, Kolkata - 700 091	None

VII. DISCLOSURES

➤ **Materially significant related party transactions**

The Board of Directors have adopted Related Party Disclosure Policy as per the newly enacted Companies Act, 2013 and Regulation 23(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 the same has been uploaded in the website of the Company.

There were no materially significant related party transactions (i.e. transactions of the Company of material nature) made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

Transactions with the related parties are disclosed in the Notes to the Accounts.

➤ **Details of Non-compliance during the last three year**

During the last three years, there were no strictures or penalties imposed on the Company by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter relating to Capital Market.

➤ **Whistle Blower Policy**

The Whistle Blower Policy made in accordance with Companies Act, 2013 and Regulation 46 (2)(e) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 has been adopted by the Board of Directors and the same has been uploaded in the website of the Company. It is also affirmed that no personnel has been denied access to the Audit Committee.

➤ **Subsidiaries**

The Company has a subsidiary under the name and style of "Usha Martin Education Private Limited". An Independent Director of the Company is appointed as one of the Director of subsidiary company. The minutes of proceedings of meetings of the Board of Directors of subsidiary companies are placed before the Board of Directors of the Company and attention of the directors is drawn to significant transactions and arrangements entered into by the subsidiary company.

➤ **Disclosure of Accounting treatment**

The financial statements are prepared on accrual basis of accounting and in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India from time to time, Indian GAAP, provisions of the Companies Act, 2013 and comply in material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 2013 read with the Companies (Accounting Standard) Rules, 2006

➤ **CEO/CFO Certification**

As required by Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the management has given a declaration to the Board that they have no personal interest in any material, commercial and financial transactions that may have potential conflict with the interest of the Company at large.

➤ **Reconciliation of Share Capital Audit**

A qualified practicing Company Secretary carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd (NSDL) and Central Depository Services Ltd (CDSL) with the total issued paid-up and listed capital. The Reconciliation of Share Capital Audit Report confirms the total issued/paid-up capital is in agreement with the total number of share in physical and dematerialized form.

➤ **Compliance with Non Mandatory requirements**

• **The Board**

The Board decided to maintain the office of Chairman. Shri Prashant Jhawar was appointed/ elected to be the Chairman of the Company, until otherwise decided.

• **Audit Qualification**

There is no audit qualification.

• **Report of Internal Auditor**

Internal Audit Report as issued by the Internal Auditor of the Company is reviewed quarterly by the Audit Committee of the Company.

The rest of the Non Mandatory Requirements such as Shareholders' Right, will be implemented by the Company as and when required and / or deemed necessary by the Board.

VIII. MEANS OF COMMUNICATION

➤ **Financial Results**

The quarterly unaudited financial results of the Company are announced within 45 days of the end of respective quarter and the audited financial results are announced within 60 days of the end of financial year. The results are published in one English Newspaper and a vernacular (Bengali) Newspaper. The results are also promptly forwarded to stock exchanges in which the shares of the Company are listed.

➤ **Website**

The Company's website www.umesl.co.in provides a separate section for the investors where relevant shareholders information is available. The Annual Report of the Company is also available on the website in a user-friendly and downloadable form.

➤ **Annual Report**

Annual Report is circulated to members and others entitled thereto. Corporate Governance Report form a part of the Annual Report.

➤ **Chairman's speech at General Meeting**

Chairman's speech is distributed to the members at the Annual General Meeting. The same is also sent to the stock exchanges for information of members

IX. GENERAL SHAREHOLDERS INFORMATION

➤ Date of Incorporation	18 th August, 1997
➤ Corporate Identity Number (CIN)	L31300WB1997PLC085210
➤ Registered Office	Godrej Waterside, 5 th Floor, Block - DP, Sector - V, Salt Lake Kolkata 700 091
➤ Date and time of Annual General Meeting	21 st September, 2020 at 3:00 p.m. through Video Conferencing
➤ Financial Calendar (tentative and subject to change)	
• Financial reporting for the first quarter ending June 30, 2020	Due to pandemic situation the due date has been extended upto 15 th September, 2020
• Financial reporting for the second quarter ending September 30, 2020	On or before 15 th November, 2020
• Financial reporting for the third quarter ending December 31, 2020	On or before 15 th February, 2021
• Audited Results for the year ended March 31, 2021	On or before 31 st May, 2021
• Annual General Meeting for the year ended March 31, 2021	On or before 30 th September, 2021
➤ Date of Book Closure	15 th September, 2020 to 21 st September, 2020
➤ Dividend Payment Date	Not Applicable

➤ Listing on Stock Exchange and Code Number	Stock Exchange	Scrip Code
• Equity Shares	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	532398 UMESL
	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, G Block Bandra Kurla Complex, Bandra (E) Mumbai - 400 051	UMESLTD.
• Global Depository Receipt (GDRs)	Societ� de la Bourse de Luxembourg Societe Anonyme, R.C.B.6222 B.P. 165, L-2011 Luxembourg	UMIFG
• Overseas Depository for GDRs	Deutsche Bank Trust Company Americas, 60, Wall Street, New York, NY10005, United States	
• Domestic Custodian of GDRs	ICICI Bank Limited Securities Market Services, 1 st floor, Empire Complex, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	
➤ ISIN	Fully paid up equity shares: ISIN INE240C01028 GDRs : US91730W1053	
➤ Registrar and Transfer Agents	M/s. MCS Share Transfer Agents Ltd. 383, Lake Garden, 1 st floor, Kolkata-700 045 Tel: 033 4072 4051 / 4052 / 4053 Fax: 033 4072 4050 e-mail: mcssta@rediffmail.com Website : www.mcsdel.com	
➤ Address for correspondence / enquiry	Usha Martin Education & Solutions Limited Godrej Waterside, 5th Floor, Block - DP, Sector - V, Salt Lake , Kolkata-700 091 Email: chaitee.baral@umesl.co.in	

➤ Market Price Data

Share price for financial year 2019 - 20

Prices in ₹

Month	High	Low
Mar 20	1.26	0.81
Feb 20	1.05	0.80
Jan 20	1.05	0.84
Dec 19	0.99	0.87
Nov 19	1.12	0.97
Oct „19	1.13	0.94
Sep 19	1.18	0.87
Aug 19	1.52	0.91
Jul 19	1.94	1.59
Jun 19	2.25	1.96
May 19	2.06	1.55
Apr 19	1.63	1.29

Distribution of Shareholding as on 31st March, 2020

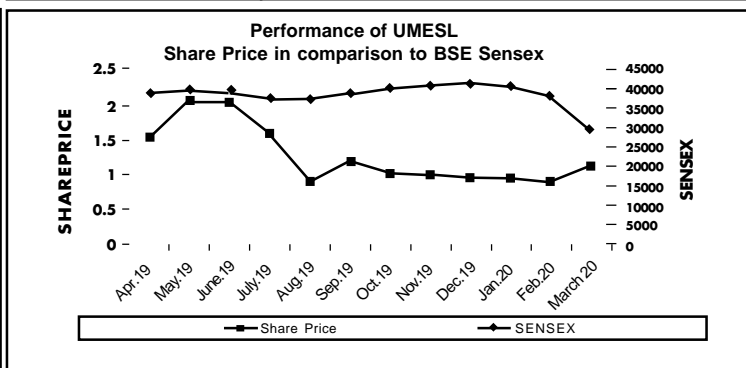
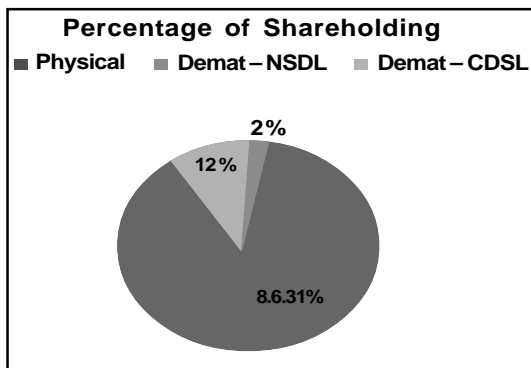
Range	No. of Shareholders	Number of Shares
1 -500	28546	1957384
501 -1000	1032	882196
1001 -5000	878	2103135
5001 -10000	118	884252
10001 & above	142	20588844
Total	30716	26415811

➤ **Performance of Company's Shares vis-à-vis BSE Sensex**

Comparison of monthly closing price of the Company with monthly closing BSE Sensex during the period April 2019 to March, 2020 is given below:

SR. NO:	MONTH	SENSEX	SHARE PRICE
1.	Apr, 19	39031.55	1.54
2.	May, 19	39714.20	2.06
3.	Jun, 19	39394.64	2.04
4.	July, 19	37481.12	1.59
5.	Aug, 19	37332.79	0.91
6.	Sept, 19	38667.33	1.18
7.	Oct, 19	40129.05	1.02
8.	Nov, 19	40793.81	1.01
9.	Dec, 19	41253.74	0.95
10.	Jan, 20	40723.49	0.94
11.	Feb, 20	38297.29	0.90
12.	Mar, 20	29468.49	1.13

➤ **Physical vis-à-vis Demat shareholding as on 31st March 2020**



➤ **Dematerialization of Shares and Liquidity as on 31st March, 2020**

The shares of the Company are compulsorily traded in dematerialized form. In order to facilitate the members to dematerialize the shares, the Company has an agreement with NSDL and CDSL. The summarized position of members in physical and Demat segment as on 31st March, 2020 is as under:

Type of shareholding	Number of Shares	Percentage of Shareholding
Physical	585478	2.22
Demat - NSDL	22562575	85.41
Demat - CDSL	3267758	12.37
Total	26415811	100

➤ **Pattern of shareholding as on 31st March, 2020**

Category	No. of shareholders	Percentage of shareholders	No. of shares held	Percentage of shareholding
Promoters Group	14	0.046	10820688	40.96
Mutual Funds//UTI	6	0.019	1634	0.006
Banks/Financial	33	0.107	936562	3.55
Institutions/Ins/ Govt.				
FIIS/FVC	6	0.020	1727990	6.54
Bodies Corporates	338	1.10	1667101	6.31
Individuals	30154	98.17	10396974	39.36
Others	164	0.53	357010	1.35
GDRs	1	0.003	507852	1.92
Total	30716	100	26415811	100

➤ **Share Transfer System**

The Company at its Registered Office or at M/s. MCS Share Transfer Agent Ltd, Registrar and Transfer Agents, Kolkata receives the application for transfers, transmission, sub division and consolidation. As the Company's shares are currently traded in dematerialized form, the transfers are processed and approved in the electronic form by NSDL/CDSL through their depository participants. The Company on a regular basis processes the physical transfers and the certificates are dispatched by the Registrar directly to the transferees. A committee of the members of the Board is also formed to approve the share transfer on a fortnightly basis.

➤ **Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity.**

As on 31st March, 2020, there are 507852 outstanding GDRs each representing one equity share of the Company.

INDEPENDENT AUDITOR'S REPORT

To the Members of Usha Martin Education & Solutions Ltd.
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying stand alone financial statements of Usha Martin Education & Solutions Ltd. ("the Company") which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the stand alone financial statements").

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 Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 audit opinion on the stand alone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<p>Principal Audit Procedures</p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. • Selected a sample of continuing and new contracts and performed the following procedures: <ul style="list-style-type: none"> • Read, analyzed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.

Sr. No.	Key Audit Matter	Auditor's Response
		<ul style="list-style-type: none"> • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. • In respect of samples relating to fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems. • Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. • We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
2.	<p>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates Estimated effort is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.</p> <p>Refer Notes 1 (d) and Nil to the Standalone Financial Statements.</p>	<p>Principal Audit Procedures Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations. • Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred. • Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated. • Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations. • Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.
3.	<p>Evaluation of uncertain tax positions & Recoverability of advance tax. The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 1 (j) and NIL to the Standalone Financial Statements</p>	<p>Principal Audit Procedures Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. Involvement of our internal experts hardly found anything to challenge the management's underlying assumptions in estimating the tax provision and recoverability and advance tax.</p>
4.	<p>Valuation of investments and impairment thereof.</p> <p>(a). Non Current Investments in Body Corporate; (b). Fixed Deposit with IDBI</p>	<p>Held at cost. No impairment provision is called for in terms of latest balance sheet of investee Carried at cost.</p>

Responsibilities of Management's and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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 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.

Board of Directors is 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, misrepresentations, 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 section 143(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.
- 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 in 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

1. As required by the Companies (Auditor's Report) order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(ii) of the Act, we give in the Annexure-2 a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of Indian 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director.
- (f) We have audited the Internal Financial Controls over Financial Reporting (IFCOFR) of the company as on 31st March, 2020 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date and our report dated June 22, 2020 as per Annexure-1 expressed an unmodified report.
- (g) Pursuant to Section-197(16) of Companies Act, 2013, it is hereby confirmed that remuneration paid to whole time Director has been very much within the limit laid down under this section.
- (h) 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 has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note NIL to the financial statements; [or the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

For G.Basu & Company
 Firm Registration Number:301174E
 Chartered Accountants

P.K.Chaudhuri Partner
 Membership No. 003814

Place : Kolkata

Dated : 22nd June 2020

UDIN : 20003814AAAAAF8302

ANNEXURE "1" TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Usha Martin Education & Solutions Limited, ("the Company") as of 31st March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting includes 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting 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.

Place : Kolkata
Dated : 22nd June 2020
UDIN : 20003814AAAAAF8302

For G.Basu & Company
Firm Registration Number:301174E
Chartered Accountants

P.K.Chaudhuri Partner
Membership No. 003814

ANNEXURE "2" TO THE AUDITORS' REPORT

THIS IS REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE

- i) The body corporate has fixed assets during the year.
The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. Physical Verification has not been conducted during the year under audit.
- ii) The company is a service company. Accordingly it does not hold any physical inventories. Thus paragraph 3(ii) of the Order is not applicable.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3(iii)(a) to (c) of the Order are not applicable to the Company.
- iv) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable. Hence, paragraph 3(v) of the Order is not applicable.
- v) The clause relating to maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company. Hence, paragraph 3(vi) of the Order is not applicable.
- vi) (a) Accordingly to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. Accordingly to the information and explanation given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March, 2020 for a period of more than six months from the date on when they become payable.
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- vii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institution, bank, government or dues to debenture holders (there is no debenture holders).
- viii) 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 raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, paragraph 3(xi) of the order is not applicable to the Company.
- ix) According to the information and explanations given to us, no fraud by the Company or on the company by its offers or employees has been noticed or reported during the year.
- x) Accordingly to the information and explanations given to us and on the basis of our examination of the records of the company, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies.
- xi) In our Opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xii) According to the information and explanations given to us and on the basis of our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiii) Accordingly 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xiv) 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 entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable to the company
- xv) Other clauses of the Order are not applicable to the Company.

Place : Kolkata
Dated : 22nd June, 2020
UDIN : 20003814AAAAAF8302

For G.Basu & Company
Firm Registration Number:301174E
Chartered Accountants

P.K.Chaudhuri Partner
Membership No. 003814

Balance Sheet as at 31st March, 2020

Particulars	Note no.	As at 31st March, 2020 (Amount in ₹)	As at 31st March, 2019 (Amount in ₹)
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	1	1,26,17,641	1,28,92,936
Intangible Assets	2	847	847
Financial Assets			
(i) Investment	3(i)	16,05,00,000	16,05,00,000
(ii) Others	3(ii)	11,75,000	11,75,000
Other Non-Current Assets	4	6,66,469	6,66,469
Total Non-Current Assets		17,49,59,957	17,52,35,252
Current Assets			
Financial Assets			
(i) Trade Receivables	5	7,28,871	7,89,871
(ii) Cash and Cash Equivalents	6	3,42,096	1,28,559
(iii) Bank Balances other than (ii) above	7	-	13,31,140
Other Current Assets	8	78,21,058	77,57,411
Total Current Assets		88,92,025	1,00,06,981
TOTAL ASSETS		18,38,51,982	18,52,42,233
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	2,64,15,811	2,64,15,811
Other Equity	10	10,82,04,870	10,77,77,761
TOTAL EQUITY		13,46,20,681	13,41,93,572
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	11(i)	-	-
Provisions	11(ii)	1,26,31,619	1,25,35,097
Total Non-Current Liabilities		1,26,31,619	1,25,35,097
Current Liabilities			
Financial Liabilities			
(i) Borrowings	12(i)	2,70,65,000	2,55,88,735
(ii) Trade and Other Payables	12(ii)	38,50,974	43,35,810
(iii) Others	12(iii)	54,37,082	83,22,551
Other Current Liabilities	13	2,34,032	2,55,164
Provisions	14	12,594	11,304
Total Current Liabilities		3,65,99,682	3,85,13,564
TOTAL LIABILITIES		4,92,31,301	5,10,48,661
TOTAL EQUITY AND LIABILITIES		18,38,51,982	18,52,42,233

Notes on Account and Significant
Accounting Policies

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The accompanying notes are integral part of the Balance Sheet.

This is the Balance Sheet referred to in our report of even date.

For G.Basu & Company

Firm Registration Number: 301174E

Chartered Accountants

P.K.Chaudhuri

Partner

Membership No. 003814

Place: Kolkata

Date : 22nd June, 2020

UDIN : 20003814AAAAAF8302

For and on behalf of the Board of Directors
Gangotri Guha

Director (DIN: 01666863)

Vinay Kumar Gupta

Whole-Time Director (DIN: 00574665)

Indrajit Bandyopadhyay

Chief Financial Officer

Chaitee Baral

Company Secretary

Statement of Profit and Loss for the Year Ended 31st March, 2020

Particulars	Note no.	Year Ended 31st March, 2020 (Amount in ₹)	Year Ended 31st March, 2019 (Amount in ₹)
REVENUES			
Revenue from Operations	15	71,09,938	75,40,530
Other Income	16	6,56,661	11,25,228
Total Income		77,66,599	86,65,758
EXPENSES			
Employee Benefits Expense	17	28,90,021	28,53,606
Finance Cost	18	15,14,369	20,41,359
Depreciation and Amortization	19	2,75,295	4,62,705
Operating and Administrative Expenses	20	26,59,805	27,76,313
Total Expenses		73,39,490	81,33,983
Profit / Loss before Exceptional Items and Tax		4,27,109	5,31,775
Exceptional Items		-	-
Profit / Loss before Tax		4,27,109	5,31,775
Tax Expense:			
(i) Current Tax		-	-
(ii) Previous Years		-	16,53,564
Profit / (Loss) after Taxation		4,27,109	(11,21,789)
Profit/ Loss per equity share [Nominal Value per share : ₹.1]			
-Basic and Diluted in Rupees		0.02	(0.04)

Notes on Account and Significant
Accounting Policies 21
The accompanying notes are integral part of the Profit
and Loss.

This is the Statement of Profit & Loss referred
to in our report of even date

For G.Basu & Company
Firm Registration Number: 301174E
Chartered Accountants
P.K.Chaudhuri
Partner
Membership No. 003814

Place: Kolkata
Date : 22nd June, 2020
UDIN :20003814AAAAAF8302

For and on behalf of the Board of Directors

Gangotri Guha	Director (DIN: 01666863)
Vinay Kumar Gupta	Whole-Time Director (DIN: 00574665)
Indrajit Bandyopadhyay	Chief Financial Officer
Chaitee Baral	Company Secretary

**Cash Flow Statement for the year ended March 31, 2020**

Particulars	For the Year Ended 31st March, 2020 (Amount in ₹)	For the Year Ended 31st March, 2019 (Amount in ₹)
A. Cash Flow generated / (used) in Operating Activities		
Profit/(Loss) before tax	4,27,109	5,31,775
Adjustment for:		
Depreciation and Amortization	2,75,295	4,62,705
Interest Income	(5,195)	(1,54,346)
Liabilities no longer required written back	(4,11,466)	(6,99,930)
Bad Debts / Sundry balances written off (net)	92,736	96,410
Finance Costs	15,14,369	20,41,359
Operating Profit before working capital changes	18,92,848	22,77,973
Adjustment for changes in Working Capital :		
- (Decrease) / Increase in Trade Payables	(73,370)	(1,61,580)
- (Decrease)/ Increase in Provisions	97,812	85,790
- (Decrease)/Increase in Other Financial Liabilities	27,27,272	(1,66,739)
- (Decrease)/Increase in Other Current Liabilities	(21,132)	(1,95,694)
- (Decrease)/Increase in Trade Receivables	61,000	6,70,100
-(Decrease)/Increase in Other Non-Current Financial Assets	-	1,30,000
- Decrease/(Increase) in Other Assets	11,97,223	(1,47,075)
Cash generated from Operations	58,81,653	24,92,775
Direct Taxes Paid (Net)	(22,466)	(1,90,131)
Net Cash generated from Operating Activities	58,59,187	23,02,644
B. Cash Flow used in Investing Activities		
Interest Received	5,195	1,54,346
Net Cash used in Investing Activities	5,195	1,54,346
C. Cash Flow used in Financing Activities		
Proceeds/(Repayments) of Loan from Banks	14,76,265	(14,62,644)
Finance Costs	(71,27,110)	(10,08,487)
Net Cash used in Financing Activities	(56,50,845)	(24,71,131)
Net increase /decrease in Cash and Cash equivalents	2,13,537	(14,141)
Cash and Cash Equivalents at the beginning of the year	1,28,559	1,42,700
Cash and Cash Equivalents at the end of the year	3,42,096	1,28,559
	2,13,537	(14,141)
<i>* Amount is below the rounding off norm adopted by the Company</i>	As at 31st March, 2020 (Amount in `)	As at 31st March, 2019 (Amount in ₹)
Cash and Cash Equivalents comprise:		
Cash on hand	2,509	2,082
Balances with Banks		
- In current accounts	3,39,587	1,26,477
The accompanying notes are integral part of the Cash Flow Statements.	3,42,096	1,28,559
For G.Basu & Company Firm Registration Number: 301174E Chartered Accountants P.K.Chaudhuri Partner Membership No. 003814	For and on behalf of the Board of Directors	
Place: Kolkata Date : 22nd June, 2020 UDIN :20003814AAAAAF8302	Gangotri Guha Director (DIN: 01666863)	
	Vinay Kumar Gupta Whole-Time Director (DIN: 00574665)	
	Indrajit Bandyopadhyay Chief Financial Officer	
	Chaitee Baral Company Secretary	

Statement of Changes in Equity for the year ended March 31, 2020

A. Equity Share Capital

(Amount in ₹)

Balance at the April 01, 2019	2,64,15,811
Changes in the Equity Share Capital during the year on account of shares issued	-
Balance at the March 31, 2020	2,64,15,811

B. Other Equity

(Amount in ₹)

Particulars	Retained Earnings / (Accumulated Deficit)	Capital Contribution by Holding Company	Total
Balance as at April 01, 2019			
Share Premium Account	1,20,249	-	1,20,249
Retained Earnings:			
Opening Balance	10,76,57,512	-	10,76,57,512
(a) Profit/(Loss) for the year	4,27,109	-	4,27,109
(b) Other comprehensive income for the year	-	-	-
Total comprehensive loss for the year (a+b)	4,27,109	-	4,27,109
Closing Balance	10,80,84,621	-	10,80,84,621
Share based payment expenses	-	-	-
Repayment towards Share based payment expenses	-	-	-
Balance as at March 31, 2020	10,82,04,870	-	10,82,04,870

Statement of Changes in Equity for the year ended March 31, 2019

A. Equity Share Capital

(Amount in ₹)

Balance at the April 01, 2018	2,64,15,811
Changes in the Equity Share Capital during the year on account of shares issued	-
Balance at the March 31, 2019	2,64,15,811

B. Other Equity

(Amount in ₹)

Particulars	Retained Earnings / (Accumulated Deficit)	Capital Contribution by Holding Company	Total
Balance as at April 01, 2018			
Share Premium Account	1,20,249	-	1,20,249
Retained Earnings:			
Opening Balance	10,87,79,301	-	10,87,79,301
(a) Profit/(Loss) for the year	(11,21,789)	-	(11,21,789)
(b) Other comprehensive Loss for the year	-	-	-
Total comprehensive loss for the year (a+b)	(11,21,789)	-	(11,21,789)
Closing Balance	10,76,57,512	-	10,76,57,512
Additional Capital Contribution	-	-	-
Share based payment expenses	-	-	-
Re-payment towards Share based payment expenses	-	-	-
Balance as at March 31, 2019	10,77,77,761	-	10,77,77,761

For G. Basu & Company
Firm Registration Number: 301174E
Chartered Accountants
P.K. Chaudhuri
Partner
Membership No. 003814

Place: Kolkata
Date: 22nd June, 2020
UDIN: 20003814AAAAF8302

For and on behalf of the Board of Directors

Gangotri Guha	Director (DIN: 01666863)
Vinay Kumar Gupta	Whole-Time Director (DIN: 00574665)
Indrajit Bandyopadhyay	Chief Financial Officer
Chaitee Baral	Company Secretary

Notes Annexed to and forming part of the Financial Statements
1) PROPERTY, PLANT AND EQUIPMENT

Assets	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at April 01, 2019	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2020	As at April 01, 2019	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2020	As at March 31, 2020	As at April 01, 2019
Buildings	1,34,72,826	–	–	1,34,72,826	12,96,073	–	–	12,96,073	1,21,76,753	1,21,76,753
Plant and Equipment	25,72,031	–	–	25,72,031	23,32,228	91,545	–	24,23,773	1,48,258	2,39,803
Vehicles	15,36,725	–	–	15,36,725	14,46,367	13,508	–	14,59,875	76,850	90,358
Furniture and Fixture	24,13,523	–	–	24,13,523	21,42,519	1,06,950	–	22,49,469	1,64,054	2,71,004
Office Equipment	6,35,668	–	–	6,35,668	5,20,650	63,292	–	5,83,942	51,726	1,15,018
Total [A]	2,06,30,773	–	–	2,06,30,773	77,37,837	2,75,295	–	80,13,132	1,26,17,641	1,28,92,936
Previous Year	2,06,30,773	–	–	2,06,30,773	72,75,132	4,62,705	–	77,37,837	1,28,92,936	

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2) INTANGIBLE ASSETS

Assets	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at April 01, 2019	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2020	As at April 01, 2019	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2020	As at March 31, 2020	As at April 01, 2019
Computer Software	52,582	–	–	52,582	51,735	–	–	51,735	847	847
Total	52,582	–	–	52,582	51,735	–	–	51,735	847	847
Previous Year	15,43,167	–	14,90,585	52,582	15,42,308	–	14,90,573	51,735	847	

Notes annexed to and forming part of the Financial Statements

	As at March 31,2020 (Amount in ₹.)	As at March 31,2019 (Amount in ₹.)
3 Financial Assets		
i) Investment : Non-Current		
Long-Term Trade and Unquoted Investments in Equity Instruments (Valued at Cost)	16,05,00,000	16,05,00,000
	<u>16,05,00,000</u>	<u>16,05,00,000</u>
(ii) Other		
Other : Non-Current		
Security Deposits	11,75,000	11,75,000
	<u>11,75,000</u>	<u>11,75,000</u>
4 Other Non-Current Assets		
Gratuity (Funded with LIC of India)	6,66,469	6,66,469
	<u>6,66,469</u>	<u>6,66,469</u>
5 Trade Receivables		
Unsecured, Considered Good Outstanding for a period exceeding six months	20,09,765	19,77,877
Less: Provision for Doubtful Debts	12,80,894	11,88,006
	<u>7,28,871</u>	<u>7,89,871</u>
(a)		
Considered Good		
Outstanding for a period less than six months		
From Related Parties	-	-
Others	-	-
	<u>-</u>	<u>-</u>
(b)		
Total (a) + (b)	<u>7,28,871</u>	<u>7,89,871</u>
	Percentage of Total Outstanding	
Details of Trade Receivable Outstanding		
Name of Customer		
Punjab Technical University	70.79%	65.32%
Others	29.21%	34.68%
	<u>100.00%</u>	<u>100.00%</u>
6 Cash and Cash Equivalents		
Cash on hand	2,509	2,082
Balances with Banks - In current accounts	3,39,587	1,26,477
	<u>3,42,096</u>	<u>1,28,559</u>

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

Notes annexed to and forming part of the Financial Statements

	As at March 31, 2020 (Amount in ₹.)	As at March 31, 2019 (Amount in ₹.)
7 Bank Balances other than Cash and Cash		
Equivalents		
Fixed Deposits with more than 12 months maturity	-	13,31,140
	-	13,31,140
8 Other Current Assets		
Prepaid Expenses	40,491	42,169
Balances with Government Authorities	1,66,483	1,17,422
Advance Payment of Taxes (Net of Provisions)	76,13,084	75,90,618
Advance/Loans to Employees	1,000	7,202
	<u>78,21,058</u>	<u>77,57,411</u>
9 Equity Share Capital		
a) Authorized Share Capital		
200,000,000 (As at March 31, 2019 : 200,000,000; equity shares of ₹. 1 each	20,00,00,000	20,00,00,000
1,000,000 10.75% Cumulative Redeemable Preference Shares of ₹.50/- each (As at March 31, 2019 : 1,000,000)	5,00,00,000	5,00,00,000
10.75% Cumulative Preference Shares of ₹. 50/-each		
	<u>25,00,00,000</u>	<u>25,00,00,000</u>
b) Issued, Subscribed and Paid up Share Capital		
26,415,811 Equity Shares of ₹. 1/- each (As at March 31, 2019: 26,415,811; equity shares of ₹. 1 each	2,64,15,811	2,64,15,811
	<u>2,64,15,811</u>	<u>2,64,15,811</u>

c) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2020		As at March 31, 2019	
	Nos.	₹	Nos.	₹.
At the beginning of the year	2,64,15,811	2,64,15,811	2,64,15,811	2,64,15,811
Issued during the year	-	-	-	-
Outstanding at the end of the year	2,64,15,811	2,64,15,811	2,64,15,811	2,64,15,811

Note:

Paid up capital includes 26,414,411 Equity Shares issued as fully paid-up in terms of the Scheme of Demerger approved by the Hon'ble Calcutta High Court.

d) There has been no movement in number of shares outstanding at the beginning and at the end of reporting period.

e) The Company has only one class of issued shares i.e. ordinary equity shares having par value of ₹. 1 per share. Each holder of ordinary shares is entitled to one vote per share and equal right for dividend. No preference and/or restrictions on distribution of dividend and repayment of capital is attached to the above shares.

Notes annexed to and forming part of the Financial Statements

f) Shares in the Company held by each shareholder holding more than 5% as on balance sheet date

Name of the Shareholders	No. of Equity Shares as on 31.03.2020	% of Equity Shares as on 31.03.2020	No. of Equity Shares as on 31.03.2019	% of Equity Shares as on 31.03.2019
UMIL Shares & Stock Broking Services Ltd	30,75,127	11.88	30,75,127	11.88
Peterhouse Investments Limited	19,38,291	7.48	23,88,291	9.23
Usha Breco Ltd	33,77,627	13.05	33,77,627	13.05
Prajeev Investments Limited	20,57,610	7.95	20,57,610	7.95

	As at March 31,2020 (Amount in ₹.)	As at March 31,2019 (Amount in ₹.)
10 Other Equity		
Retained Earnings / (Accumulated Deficit) [Refer note 'a' below']	10,80,84,621	10,76,57,512
	<u>10,80,84,621</u>	<u>10,76,57,512</u>
Reserves & Surplus		
Securities Premium Account	1,20,249	1,20,249
	<u>1,20,249</u>	<u>1,20,249</u>
a. Retained Earnings / (Accumulated Deficit)		
Opening Balance	10,76,57,512	10,87,79,301
Net (Loss)/ Surplus for the year	4,27,109	(11,21,789)
Closing Balance	<u>10,80,84,621</u>	<u>10,76,57,512</u>
	<u>10,82,04,870</u>	<u>10,77,77,761</u>
11 Non-Current Liabilities		
Financial Liabilities		
(i) Borrowings	-	-
(ii) Provisions		
Non-Current portion of Provisions		
Provision for Impairment of Assets	1,21,76,753	1,21,76,753
Employee Benefits		
Gratuity	3,30,163	2,52,767
Leave entitlement	1,24,703	1,05,577
	<u>1,26,31,619</u>	<u>1,25,35,097</u>

Notes annexed to and forming part of the Financial Statements

	As at March 31,2020 (Amount in ₹.)	As at March 31,2019 (Amount in ₹.)
12 Current Liabilities		
<u>Financial Liabilities- Current</u>		
(i) Borrowings		
Secured		
From Banks		
Cash Credit repayable on demand	-	27,13,735
	<u>-</u>	<u>27,13,735</u>
Unsecured		
From Related Party		
Inter-Corporate Deposit	2,70,65,000	2,28,75,000
	<u>2,70,65,000</u>	<u>2,28,75,000</u>
	<u>2,70,65,000</u>	<u>2,55,88,735</u>
(ii) Trade and other Payables		
Trade Payables	18,21,724	21,29,187
Employee Related Liabilities	2,76,523	3,27,537
Accrued Expenses	17,52,727	18,79,086
	<u>38,50,974</u>	<u>43,35,810</u>
(iii) Others		
Capital Creditors	32,136	1,67,893
Interest on Secured Loan	-	32,742
Interest on Unsecured Loan - Related Parties	18,49,411	74,29,410
Dues payable to related parties	35,55,535	6,92,506
	<u>54,37,082</u>	<u>83,22,551</u>
13 Other Current Liabilities		
Statutory Dues Payable	2,34,032	2,55,164
	<u>2,34,032</u>	<u>2,55,164</u>
14 Current portion of Provisions		
Employee Benefits		
Gratuity	9,079	7,967
Leave entitlement	3,515	3,337
	<u>12,594</u>	<u>11,304</u>

Notes annexed to and forming part of the Financial Statements

	For the Year Ended 31st March, 2020 (Amount in ₹)	For the Year Ended 31st March, 2019 (Amount in ₹)
15 Revenue from Operations		
Income from Business	71,09,938	75,40,530
	<u>71,09,938</u>	<u>75,40,530</u>
16 Other Income		
Interest Income		
Fixed Deposit with Bank (Tax deducted at Source ₹. Nil ,Previous year ₹. 8,843/-)	5,195	88,443
Income on Planned Assets (Gratuity)	-	65,903
Other Non-Operating Income (Tax deducted at Source ₹. 4,800/-, Previous year ₹. 4,800/-)	2,40,000	2,50,732
Foreign Exchange Fluctuation Gain(Net)	-	20,220
Liabilities no longer required written back	4,11,466	6,99,930
	<u>6,56,661</u>	<u>11,25,228</u>
17 Employee Benefits Expense		
Salaries and Bonus	27,36,105	26,98,350
Contribution to Provident and other Funds	1,49,416	1,54,783
Staff Welfare expenses	4,500	473
	<u>28,90,021</u>	<u>28,53,606</u>
18 Finance Cost		
Interest on Working Capital Loan from Bank	20,542	4,44,262
Bank Charges	27,365	34,425
Other Borrowing Cost	14,65,069	15,50,000
Others	1,393	12,672
	<u>15,14,369</u>	<u>20,41,359</u>
19 Depreciation and Amortization		
Depreciation on Property, Plant and Equipment	2,75,295	4,62,705
	<u>2,75,295</u>	<u>4,62,705</u>

Notes annexed to and forming part of the Financial Statements

	For the Year Ended 31st March, 2020 (Amount in ₹)	For the Year Ended 31st March, 2019 (Amount in ₹)
20 Operating and Administrative Expenses		
Travelling and conveyance	1,22,892	1,21,964
Communication	1,02,606	1,03,748
Maintenance expenses	24,113	1,402
Rent (Including Lease Rent)	48,000	48,000
Insurance charges	1,02,118	1,31,174
Professional and Consultancy Charges	4,56,100	4,53,654
Legal and Secreterial	10,37,781	11,99,274
Printing and Stationery expenses	3,94,979	3,68,368
Director Meeting Fees	64,000	60,200
Payment to Auditors (Refer note 'a' below)	1,25,000	1,25,000
Rates and Taxes	2,500	2,500
Foreign Exchange Fluctuation Gain (Net)	24,648	-
Other Comprehensive Expense	53,041	47,813
Bad Debts/Sundry Balances written off (Net)	92,736	96,410
Miscellaneous Expenses	9,291	16,806
	26,59,805	27,76,313
a. Payment to Auditors		
Statutory Auditors	1,00,000	1,00,000
Statutory Audit fees	25,000	25,000
Tax Audit fees	-	-
	1,25,000	1,25,000

Note 21 : Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2020

1 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

The Company generally follows mercantile system of accounting unless otherwise stated and recognizes income and expenditure on accrual basis except those with significant uncertainties. The accounts have been prepared in accordance with historical cost convention method.

b) Fixed Assets and Depreciation

Fixed assets comprising both tangible and intangible items are stated at cost less depreciation. The Company capitalizes all costs relating to acquisition of fixed assets. Cost of Software expected to be used on long-term basis is capitalized. Depreciation (including amortization) on fixed assets has been provided on the basis of the useful life of assets as provided in schedule II to the Companies Act, 2013 (the "Act")

Depreciation on additions and deletions to fixed assets is provided on a pro-rata basis.

c) Investments

Long-term investments are valued at their acquisition cost. Any decline in the value of the said investment, other than a temporary decline, is recognized and charged to the Statement of Profit and Loss.

Current Investments are stated at lower of cost or fair value.

d) Revenue Recognition

Revenue from training is recognized over the period of the course program.

e) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Note 21 : Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2020

f) Current and Non-Current assets and liabilities

An asset or liability is classified as current when it satisfies any of the following criteria

- (i) It is expected to be realized / settled, or is intended for sale or consumption, in the Company's normal operating cycle:
- (ii) It is held primarily for the purpose of being traded:
- (iii) It is expected to be realized / due to be settled within twelve months after the reporting date: or
- (iv) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date or
- (v) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date

g) Foreign Currency Transactions

Transactions in foreign currency are accounted for at the rates prevailing on the date of the transaction. Monetary assets and liabilities in foreign currencies at the year-end are restated at the exchange rates prevailing on that date. Gain/loss arising out of exchange fluctuation on settlement or such restatement are accounted for in the Statement of Profit and Loss, except to the extent these relate to acquisition of fixed assets, in which case these are adjusted to the carrying value of the related fixed assets.

h) Leases

Operating Leases- Rentals are expensed with reference to lease terms and other considerations.

i) Employee Benefits

- (i) Contribution to employee provident fund is charged to revenue on a monthly basis
- (ii) Liability for retiral, gratuity and un-availed earned leave is provided for based on an independent actuarial valuation report as per the requirements of Accounting Standard - 15 (revised) on "Employee Benefits".
- (iii) Employee benefits of short-term nature are recognized as expense as and when it accrues. Long term employee benefits (e.g. long-service leave) and post employments benefits (e.g. gratuity), both funded and unfunded, are recognized as expense based on actuarial valuation.

j) Taxation

Current Tax in respect of taxable income of the year is provided for based on applicable tax rates and laws. Deferred tax is recognized subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are Officer apable of reversal in one or more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets / liabilities are reviewed at each Balance Sheet date.

k) Borrowing Cost

Borrowing cost attributable to the acquisition and contribution of qualifying assets are added to the cost up to date when such assets are ready for their intended use. Other borrowing costs are recognized as expense in the period in which these are incurred.

l) Contingencies

Contingencies, which can be reasonably ascertained, are provided for if, in the opinion of the Company, there is a probability that the future outcome may be materially adverse to the Company.

m) Prior Period and Extra Ordinary Items and Changes in Accounting Policies

Prior Period and Extra Ordinary Items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed.

- 2) During the month of April 2019, the Company has utilized its working capital facility (Overdraft) of ₹ 27.13 lacs as on 1st April 2019 from IDBI Bank Ltd., secured by first charge by way of hypothecation of all the current assets, both present and future, of the Company. The above loan is also collaterally secured by first charge by way of hypothecation of movable fixed assets of the Company. However the said facility was fully repaid in April 2019 and the outstanding balance as on 31st March 2020 was nil

3) Foreign Currency Earnings & Outgo:

a) Expenditure in foreign currency:

	2019-20 (₹.)	2018-19 (₹.)
Listing Fees	-	194,375

b) Earnings in foreign currency:

	2019-20 (₹.)	2018-19 (₹.)
Management Training, Educational Consultancy, Market Research and Delivery of modules for H & D Business Studies and Computing Studies	7,109,938	5,456,530

Note 21 : Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2020

4) Related Party Disclosures Pursuant to Accounting Standard 18 issued by The Institute of Chartered Accountants of India.

i) **Related Parties**

Name	Relationship
Usha Martin Education Private Limited	Subsidiary
Usha Breco Education Infrastructure One Limited	Substantial interest in voting power of the entity
Redtech Network India Private Limited	- do -
Jhawar Impact Ventures Private Limited	- do -
Jhawar Venture Management Private Limited	- do -
Vinay Kumar Gupta (Whole Time Director)	Key Managerial Personnel
Indrajit Bandyopadhyay (Chief Financial Officer)	Key Managerial Personnel
Chaitee Baral (Company Secretary)	Key Managerial Personnel

ii) Particulars of Transactions during the year ended 31st March, 2020

Particulars	Subsidiaries and Associates (₹.)	Key Management Personnel (₹.)
Rent Paid (including lease Rent)	48,000	-
	48,000	-
Key Managerial Personnel's Remuneration	-	2,636,960
	-	2,582,000
Training Fees	-	-
	2,000,000	-
Interest Paid	1,465,069	-
	1,550,000	-
Reimbursement of Expenses received	253,459	-
	355,308	-
Unsecured Loans:		
Taken during the year	17,550,000	-
Repaid during the year	13,360,000	-
Balances outstanding at the year end	32,469,946	-
Investment in Equity and Preference Shares	Refer Note No. 3 to Accounts -do-	

Remuneration to key Managerial personnel's include remuneration of Chief Financial Officer, Company Secretary and Whole-Time Director Figures are inclusive of GST, wherever applicable and figures in normal font relate to previous year

5) **Computation of Earning Per Equity Share (Basic and Diluted)**

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(I) Basic		
(a) (i) Number of Equity Shares at the beginning of the year	26,415,811	26,415,811
(ii) Number of Equity Shares at the end of the year	26,415,811	26,415,811
(iii) Weighted average number of Equity Shares outstanding during the year	26,415,811	26,415,811
(iv) Face Value of each Equity Share- ₹.	1	1
(b) Profit/(Loss) after tax attributable to Equity Shareholders- (₹.)		
Net Profit/(Loss) after Taxation	427,109	(1,121,789)
Basic Earnings per Share [(b)/(a)(iii)]- (₹.)	0.02	(0.04)
(II) Diluted		
(a) Diluted Potential Equity Shares	-	-
(b) Diluted Earnings per Share [I(b)/I(a)(iii)]- `	0.02	(0.04)

Note 21 : Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2020

	2019 - 20		2018 - 19	
	₹	₹	₹	₹
(a) Key Managerial Personnel's Remuneration:				
Salary	870,197		852,060	
Contribution to Provident Fund	104,424		102,247	
Contribution to Gratuity and Superannuation	41,856		40,984	
Other Benefits (actual and/or estimated)	1,620,483	2,636,960	1,586,709	2,582,000
(b) Other Directors				
Directors' Sitting Fees		64,000		60,200
		<u>2,700,960</u>		<u>2,642,200</u>

7) The Company has unabsorbed depreciation and carried forward losses available for set off under the Income-tax Act, 1961. However, in view of inability to assess future taxable income, the extent of net deferred tax assets which may be adjusted in the subsequent years, is not ascertainable with virtual certainty at this stage and accordingly the same has not been recognized in the accounts on prudent basis.

8) The Company has no amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) as at 31.03.2020. The disclosure as required under the said Act as under:

a) Principal amount due to suppliers under MSMED Act	Nil
b) Interest due to suppliers as above	Nil
c) Any payment made to suppliers beyond appointed date (under Section 16 of the Act)	Nil
d) Interest due and payable to suppliers under MSMED Act	Nil
e) Interest accrued and remaining unpaid as at 31.03.2020	Nil
f) Interest remaining due and payable as per Section 23 of the Act	Nil

9) Defined Benefit Plans / Long Term Compensated Absences - as per Actuarial Valuations as on March 31, 2020 and recognized in the financial statements in respect of Employee Benefit Schemes.

I Components Employer Expense		Gratuity Funded	Leave Encashment Unfunded
1	Current Service Cost	35,485	13,892
		33,485	14,570
2	Interest Cost	(32,215)	8,277
		(33,732)	6,574
3	Expected Return on Plan Assets	-	-
4	Curtailment Cost / (Credit)	-	-
5	Settlement Cost / (Credit)	-	-
6	Past Service Cost	-	-
7	Actuarial Losses / (Gains)	-	47,775
		-	2,394
8	Total expense recognized in the Statement of Profit & Loss	3,270	69,944
		(247)	23,538
II Actuarial Returns for the period ended March, 2020		-	-
III Net Asset / (Liability) recognized in Balance Sheet as at March 31, 2020			
1	Present Value of Defined Benefit Obligation	423,878	(108,914)
		438,070	(85,376)
2	Fair Value on Plan Assets	-	-
3	Status [Surplus/(Deficit)]	-	-
4	Expense recognized in Income Statement	3,270	69,944
		(247)	23,538
5	Expense recognized in Other Comprehensive Income	25,467	-
		14,439	-
6	Employer Contribution	-	50,640
7	Net Asset/(Liability) recognized in Balance Sheet	395,141	(128,218)
		423,878	(108,914)

Note 21 : Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2020

IV Change in Defined Benefit Obligations (DBO) during the year ended March 31, 2020		Gratuity Funded	Leave Encashment Unfunded
1	Present Value of DBO at the Beginning of Period	260,734	108,914
2	Current Service Cost	198,482	85,376
		35,485	13,892
3	Interest Cost	33,485	14,570
		19,816	8,277
4	Curtailment Cost / (Credit)	15,283	6,574
		—	—
5	Settlement Cost / (Credit)	—	—
		—	—
6	Plan Amendments	—	—
		—	—
7	Acquisitions	—	—
		—	—
8	Actuarial (Gains)/Losses	23,207	47,775
		13,484	2,394
9	Benefits Paid	—	50,640
		—	—
10	Present Value of DBO at the End of Period	339,242	128,218
		260,734	108,914
V Change in Fair Value of Assets during the year ended March 31, 2020			
1	Plan Assets at the Beginning of Period	684,612	—
		636,552	—
2	Investment Income	52,031	—
		49,015	—
3	Return on Plan Assets	(2,260)	—
		(955)	—
4	Actuarial Gains/(Losses)	—	—
		—	—
5	Actual Company Contribution	—	—
		—	—
6	Benefits Paid	—	50,640
		—	—
7	Present Value of DBO at the End of Period	734,383	—
		684,612	—
VI Actuarial Assumptions			
	Discount Rate (%)	6.60%	7.60%
	The estimates of future salary increases, considered in actuarial valuations take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.		

Figures in normal font relate to previous year

- 10) Balances of Sundry Debtors, Sundry Creditors and Loans and Advances (Dr. & Cr.) are subject to confirmation from the respective parties.
- 11) Previous year figures have been regrouped / rearranged wherever necessary.
- 12) The investments in Usha Martin Education Private Limited (subsidiary company), Redtech Network India Private Limited (associate company) and Usha Communication Technology Limited, British Virgin Island (other company) have been evaluated by the management and no provision for impairment is considered necessary in respect of these investments.

For G.Basu & Company

Firm Registration Number: 301174E

Chartered Accountants

P.K.Chaudhuri

Partner

Membership No. 003814

Place: Kolkata

Date : 22nd June, 2020

UDIN :20003814AAAAAF8302

For and on behalf of the Board of Directors
Gangotri Guha

Director (DIN: 01666863)

Vinay Kumar Gupta

Whole-Time Director (DIN: 00574665)

Indrajit Bandyopadhyay

Chief Financial Officer

Chaitee Baral

Company Secretary

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of USHA MARTIN EDUCATION & SOLUTIONS LIMITED and its subsidiary, which comprises the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities, selection and application of appropriate accounting policies, making judgements 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express our opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March, 2020 and its Profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 audit opinion on the stand alone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

Sr. No.	Key Audit Matter	Auditor's Response
1.	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard) The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.	Principal Audit Procedures Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: <ul style="list-style-type: none"> Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.

Sr. No.	Key Audit Matter	Auditor's Response
		<p style="text-align: center;">Principal Audit Procedures</p> <ul style="list-style-type: none"> • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. • Selected a sample of continuing and new contracts and performed the following procedures: • Read, analyzed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. • In respect of samples relating to fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems. • Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. • We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
2.	<p>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates</p> <p>Estimated effort is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.</p> <p>Refer Notes 1(d) and NIL to the Standalone Financial Statements</p>	<ul style="list-style-type: none"> • Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations. • Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred. • Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated. • Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations. • Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.

Sr. No.	Key Audit Matter	Auditor's Response
		Principal Audit Procedures
3.	<p>Evaluation of uncertain tax positions & Recoverability of advance tax. The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 1(i) and NIL to the Standalone Financial Statements</p>	<p>Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. Involvement of our internal experts hardly found anything to challenge the management's underlying assumptions in estimating the tax provision and recover ability and advance tax.</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. Involvement of our internal experts hardly found anything to challenge the management's underlying assumptions in estimating the tax provision and recoverability and advance tax.</p>
4.	<p>Valuation of investments and impairment thereof.</p> <p>(a). Non Current Investments in Body Corporate;</p> <p>(b). Fixed Deposit with IDBI</p>	<p>Held at cost. No impairment provision is called for in terms of latest balance sheet of investee</p> <p>Carried at cost.</p>

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated 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 of the holding company as on 31st March, 2020 taken on record by the Board of Directors of the holding company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the directors is disqualified as on 31st March, 2020 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 over financial reporting of the Company and its subsidiary incorporated in India and the operating effectiveness of such control, refer to our separate report in Annexure.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audits 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 and its subsidiary incorporated in India does not have any pending litigations which would impact its financial position.
 - (ii) The Company and its subsidiary incorporated in India did not have any long-term contracts including derivative contracts for which there were any material for reasonable losses.

Place : Kolkata
Dated : 22nd June 2020
UDIN : 20003814AAAAAF8302

For G.Basu & Company
Firm Registration Number:301174E
Chartered Accountants
P.K.Chaudhuri Partner
Membership No. 003814

ANNEXURE TO THE AUDITORS' REPORT

(This is the Annexure referred to in our Report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"). We have audited the internal financial controls over financial reporting of USHA MARTIN EDUCATION & SOLUTIONS LIMITED ("the Company") as on 31st March, 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operation effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting includes 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 authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata

Date : 22nd June, 2020

UDIN: 20003814AAAAAF8302

For G.Basu & Company
Firm Registration Number:301174E
Chartered Accountants

P.K.Chaudhuri Partner
Membership No. 003814

Consolidated Cash Flow Statement for the year ended March 31, 2020

Particulars	For the Year Ended March 31, 2020 (Amount in ₹)	For the Year Ended March 31, 2019 (Amount in ₹)
A. Cash Flow generated / (used) in Operating Activities		
profit / (Loss) before tax	6,51,129	7,94,264
Adjustment for:		
Depreciation and Amortization	2,75,295	4,62,705
Interest Income	(4,71,224)	(9,80,572)
Liabilities no longer required written back	(4,87,466)	(6,99,930)
Bad Debts / Sundry balances written off (net)	92,736	96,410
Finance Costs	15,16,004	20,43,052
Operating Profit before working capital changes	<u>15,76,475</u>	<u>17,15,928</u>
Adjustment for changes in Working Capital :		
- (Decrease) / Increase in Trade Payables	(1,99,490)	(95,706)
- (Decrease) / Increase in Provisions	97,812	85,790
- (Decrease) / Increase in Other Financial Liabilities	(1,35,757)	2,98,570
- (Decrease) / Increase in Other Current Liabilities	(44,582)	(1,91,994)
- (Decrease) / Increase in Trade Receivables	61,000	6,70,100
- Refund / (payment) of tax	-	1,18,029
- Decrease / (Increase) Other Non-Current Financial Assets	-	1,30,000
- Decrease / (Increase) in Other Assets	36,46,030	(1,99,164)
Cash generated from Operations	<u>50,01,488</u>	<u>25,31,553</u>
Direct Taxes Paid (Net)	(85,128)	(3,10,142)
Net Cash generated from Operating Activities	<u>49,16,360</u>	<u>22,21,411</u>
B. Cash Flow used in Investing Activities		
Interest Received	9,49,824	2,38,072
Net Cash used in Investing Activities	<u>9,49,824</u>	<u>2,38,072</u>
C. Cash Flow used in Financing Activities		
Proceeds / (Repayments) of Loan from Banks	(27,13,735)	(9,12,644)
Proceeds / (Repayments) of Loan from Others	41,90,000	(5,50,000)
Finance Costs	(71,28,745)	(10,10,180)
Net Cash used in Financing Activities	<u>(56,52,480)</u>	<u>(24,72,824)</u>
Net increase / decrease in Cash and Cash equivalents	2,13,704	(13,341)
Cash and Cash Equivalents at the beginning of the year	1,49,599	1,62,940
Cash and Cash Equivalents at the end of the year	<u>3,63,302</u>	<u>1,49,599</u>
	<u>2,13,704</u>	<u>(13,341)</u>

* Amount is below the rounding off norm adopted by the Company

Cash and Cash Equivalents comprise:	As at March 31, 2020	As at March 31, 2019
Cash on hand	3,277	2,650
Balances with Banks		
- In current accounts	3,60,025	1,46,949
The accompanying notes are integral part of the Cash Flow Statements.	<u>3,63,302</u>	<u>1,49,599</u>

For G. Basu & Company
Firm Registration Number: 301174E
Chartered Accountants
P.K. Chaudhuri
Partner
Membership No. 003814
Place: Kolkata
Date: 22nd June, 2020
UDIN: 20003814AAAAAF8302

For and on behalf of the Board of Directors

Gangotri Guha	Director (DIN: 01666863)
Vinay Kumar Gupta	Whole-Time Director (DIN: 00574665)
Indrajit Bandyopadhyay	Chief Financial Officer
Chaitee Baral	Company Secretary

**Consolidated Balance Sheet as at 31st March, 2020**

Particulars	Note no.	As at 31st March, 2020 (Amount in ₹)	As at 31st March, 2019 (Amount in ₹)
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	1	1,26,17,641	1,28,92,936
Intangible Assets	2	847	847
Financial Assets			
(i) Investment	3(i)	15,50,00,000	15,50,00,000
(ii) Others	3(ii)	11,75,000	11,75,000
Other Non-Current Assets	4	6,66,469	6,66,469
Total Non-Current Assets		16,94,59,957	16,97,35,252
Current Assets			
Financial Assets			
(i) Trade Receivables	5	7,28,871	7,89,871
(ii) Cash and Cash Equivalents	6	3,63,303	1,49,599
(iii) Bank Balances other than (ii) above	7	—	13,31,140
Other Current Assets	8	1,50,43,600	1,79,03,999
Total Current Assets		1,61,35,774	2,01,74,609
TOTAL ASSETS		18,55,95,731	18,99,09,861
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	2,64,15,811	2,64,15,811
Other Equity	10	11,33,25,546	11,27,33,717
TOTAL EQUITY		13,97,41,357	13,91,49,528
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	11(i)	—	—
Provisions	11(ii)	1,26,31,619	1,25,35,097
Total Non-Current Liabilities		1,26,31,619	1,25,35,097
Current Liabilities			
Financial Liabilities			
(i) Borrowings	12(i)	2,70,65,000	2,55,88,735
(ii) Trade and Other Payables	12(ii)	40,28,064	47,15,020
(iii) Others	12(iii)	18,81,547	76,30,045
Other Current Liabilities	13	2,35,550	2,80,132
Provisions	14	12,594	11,304
Total Current Liabilities		3,32,22,755	3,82,25,236
TOTAL LIABILITIES		4,58,54,374	5,07,60,333
TOTAL EQUITY AND LIABILITIES		18,55,95,731	18,99,09,861

Notes on Account and Significant Accounting Policies 21

The accompanying notes are integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date.

For G.Basu & Company

Firm Registration Number: 301174E

Chartered Accountants

P.K.Chaudhuri

Partner

Membership No. 003814

Place: Kolkata

Date : 22nd June, 2020

UDIN: 20003814AAAAAF8302

For and on behalf of the Board of Directors**Gangotri Guha**

Director (DIN: 01666863)

Vinay Kumar Gupta

Whole-Time Director (DIN: 00574665)

Indrajit Bandyopadhyay

Chief Financial Officer

Chaittee Baral

Company Secretary

Consolidated Statement of Profit & Loss for the Year Ended 31st March, 2020

Particulars	Note no.	Year Ended 31st March, 2020 (Amount in ₹)	Year Ended 31st March, 2019 (Amount in ₹)
REVENUES			
Revenue from Operations	15	71,09,938	75,40,530
Other Income	16	11,98,690	19,51,454
Total Income		83,08,628	94,91,984
EXPENSES			
Employee Benefits Expense	17	30,47,480	29,69,706
Finance Cost	18	15,16,004	20,43,052
Depreciation and Amortization	19	2,75,295	4,62,705
Operating and Administrative Expenses	20	28,18,720	32,22,257
Total Expenses		76,57,499	86,97,720
Profit / Loss before Exceptional Items and Tax		6,51,129	7,94,264
Exceptional Items		-	-
Profit / Loss before Tax		6,51,129	7,94,264
Tax Expense:			
(i) Current Tax		58,500	82,000
(ii) Previous Year		800	17,05,241
(iii) Deferred Tax		-	-
Profit / (Loss) after Taxation		5,91,829	(9,92,977)
Profit/ Loss per equity share [Nominal Value per share : ₹. 1]			
-Basic and Diluted in Rupees		0.02	(0.04)

Notes on Account and Significant Accounting Policies 21

The accompanying notes are integral part of the Profit and Loss.

This is the Statement of Profit and Loss referred to in our report of even date.

For G. Basu & Company
Firm Registration Number: 301174E
Chartered Accountants
P.K. Chaudhuri
Partner
Membership No. 003814
Place: Kolkata
Date : 22nd June, 2020
UDIN: 20003814AAAAAF8302

For and on behalf of the Board of Directors

Gangotri Guha	Director (DIN: 01666863)
Vinay Kumar Gupta	Whole-Time Director (DIN: 00574665)
Indrajit Bandyopadhyay	Chief Financial Officer
Chaitee Baral	Company Secretary

**Consolidated Statement of Changes in Equity for the year ended March 31, 2020**

A. Equity Share Capital (Amount in ₹)

Balance at the April 01, 2019	2,64,15,811
Changes in the Equity Share Capital during the year on account of shares issued	-
Balance at the March 31, 2020	2,64,15,811

B. Other Equity (Amount in ₹)

Particulars	Retained Earnings / (Accumulated Deficit)	Capital Contribution by Holding Company	Total
Balance as at April 01, 2019			
Share Premium Account	1,20,249	-	1,20,249
Retained Earnings			
Opening Balance	11,26,13,468	-	11,26,13,468
(a) Profit/(Loss) for the year	5,91,829	-	5,91,829
(b) Other comprehensive income for the year	-	-	-
Total comprehensive loss for the year (a+b)	5,91,829	-	5,91,829
Closing Balance	11,32,05,297	-	11,32,05,297
Additional Capital Contribution	-	-	-
Share based payment expenses	-	-	-
Re-payment towards Share based payment expenses	-	-	-
Balance as at March 31, 2020	11,33,25,546	-	11,33,25,546

Statement of Changes in Equity for the year ended March 31, 2019

A. Equity Share Capital (Amount in ₹)

Balance at the April 01, 2018	2,64,15,811
Changes in the Equity Share Capital during the year on account of shares issued	-
Balance at the March 31, 2019	2,64,15,811

B. Other Equity (Amount in ₹)

Particulars	Retained Earnings / (Accumulated Deficit)	Capital Contribution by Holding Company	Total
Balance as at April 01, 2018			
Share Premium Account	1,20,249	-	1,20,249
Retained Earnings			
Opening Balance	11,36,06,445	-	11,36,06,445
(a) Profit/(Loss) for the year	(9,92,977)	-	(9,92,977)
(b) Other comprehensive Loss for the year	-	-	-
Total comprehensive loss for the year (a+b)	(9,92,977)	-	(9,92,977)
Closing Balance	11,26,13,468	-	11,26,13,468
Additional Capital Contribution	-	-	-
Share based payment expenses	-	-	-
Re-payment towards Share based payment expenses	-	-	-
Balance as at March 31, 2019	11,27,33,717	-	11,27,33,717

For G.Basu & Company

Firm Registration Number: 301174E

Chartered Accountants

P.K.Chaudhuri

Partner

Membership No. 003814

Place: Kolkata

Date: 22nd June, 2020

UDIN: 20003814AAAAAF8302

For and on behalf of the Board of Directors

Gangotri Guha

Director (DIN: 01666863)

Vinay Kumar Gupta

Whole-Time Director (DIN: 00574665)

Indrajit Bandyopadhyay

Chief Financial Officer

Chaitee Baral

Company Secretary

Notes Annexed to and forming part of the Consolidated Financial Statements

1) PROPERTY, PLANT AND EQUIPMENT

Assets	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at April 01, 2019	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2020	As at April 01, 2019	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2020	As at March 31, 2020	As at April 01, 2019
Buildings	1,34,72,826	–	–	1,34,72,826	12,96,073	–	–	12,96,073	1,21,76,753	1,21,76,753
Plant and Equipment	25,72,031	–	–	25,72,031	23,32,228	91,545	–	24,23,773	1,48,258	2,39,803
Vehicles	15,36,725	–	–	15,36,725	14,46,367	13,508	–	14,59,875	76,850	90,358
Furniture and Fixture	24,13,523	–	–	24,13,523	21,42,519	1,06,950	–	22,49,469	1,64,054	2,71,004
Office Equipment	6,35,668	–	–	6,35,668	5,20,650	63,292	–	5,83,942	51,726	1,15,018
Total [A]	2,06,30,773	–	–	2,06,30,773	77,37,837	2,75,295	–	80,13,132	1,26,17,641	1,28,92,936
Previous Year	2,06,30,773	–	–	2,06,30,773	72,75,132	4,62,705	–	77,37,837	1,28,92,936	

2) INTANGIBLE ASSETS

Assets	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at April 01, 2019	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2020	As at April 01, 2019	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2020	As at March 31, 2020	As at April 01, 2019
Computer Software	52,582	–	–	52,582	51,735	–	–	51,735	847	847
Total	52,582	–	–	52,582	51,735	–	–	51,735	847	847
Previous Year	52,582	–	–	52,282	51,735	–	–	51,735	847	

Notes annexed to and forming part of the Consolidated Financial Statements

	As at March 31,2020 (Amount in ₹.)	As at March 31,2019 (Amount in ₹.)
3) <u>Financial Assets</u>		
(i) Investment : Non-Current		
Long-Term Trade and Unquoted Investments in Equity Instruments (Valued at Cost)	15,50,00,000	15,50,00,000
	<u>15,50,00,000</u>	<u>15,50,00,000</u>
(ii) Others		
Other Non-Current		
Security Deposits	11,75,000	11,75,000
	<u>11,75,000</u>	<u>11,75,000</u>
4) <u>Other Non-Current Assets</u>		
Gratuity (Funded with LIC of India)	6,66,469	6,66,469
	<u>6,66,469</u>	<u>6,66,469</u>
5) <u>Trade Receivables</u>		
Unsecured, Considered Good Outstanding for a period exceeding than six months	20,09,765	19,77,877
Less: Provision for Doubtful Debts	12,80,894	11,88,006
	<u>7,28,871</u>	<u>7,89,871</u>
	(a)	
Considered Good		
Outstanding for a period less than six months From Related Parties	-	-
	<u>-</u>	<u>-</u>
	(b)	
	<u>-</u>	<u>-</u>
Total (a) + (b)	<u>7,28,871</u>	<u>7,89,871</u>
Details of Trade Receivable Outstanding	Percentage of Total Outstanding	
Name of Customer		
Punjab Technical University	70.79%	65.32%
Others	29.21%	34.68%
	<u>100.00%</u>	<u>100.00%</u>
6) <u>Cash and Cash Equivalents</u>		
Cash on hand	3,277	2,650
Balances with Banks		
- In current accounts	3,60,026	1,46,949
	<u>3,63,303</u>	<u>1,49,599</u>

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

Notes annexed to and forming part of the Consolidated Financial Statements

	As at March 31, 2020 (Amount in ₹.)	As at March 31, 2019 (Amount in ₹.)
7) Bank Balances other than Cash and Cash Equivalents		
Fixed Deposits with more than 12 months maturity	-	13,31,140
	<u>-</u>	<u>13,31,140</u>
8) Other Current Assets		
Intercorporate Deposits (Unsecured)	50,00,000	75,00,000
Prepaid Expenses	40,491	42,169
Balance with Excise, Customs and Sales Tax Authorities	6,19,027	5,18,774
Advance Payment of Taxes (Net of Provisions)	85,71,970	85,46,142
Advance/Loans to Employees	1,000	7,202
Interest Receivable	8,11,112	12,89,712
	<u>1,50,43,600</u>	<u>1,79,03,999</u>
9) Equity Share Capital		
a) Authorized Share Capital		
200,000,000 (As at March 31, 2019 : 200,000,000) equity shares of ₹. 1 each	20,00,00,000	20,00,00,000
1,000,000 10.75% Cumulative Redeemable Preference Shares of ₹.50/- each (As at March 31, 2019 : 1,000,000) 10.75% Cumulative Preference Shares of ₹. 50/- each	5,00,00,000	5,00,00,000
	<u>25,00,00,000</u>	<u>25,00,00,000</u>
b) Issued, Subscribed and Paid up Share Capital		
26,415,811 Equity Shares of ₹. 1/- each (As at March 31, 2019: 26,415,811 equity shares of ₹.1 each	2,64,15,811	2,64,15,811
	<u>2,64,15,811</u>	<u>2,64,15,811</u>

c) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2020		As at March 31, 2019	
	Nos.	₹.	Nos.	₹.
At the beginning of the year	2,64,15,811	2,64,15,811	2,64,15,811	2,64,15,811
Issued during the year	-	-	-	-
Outstanding at the end of the year	2,64,15,811	2,64,15,811	2,64,15,811	2,64,15,811

Note:

Paid up capital includes 26,414,411 Equity Shares issued as fully paid-up in terms of the Scheme of Demerger approved by the Hon'ble Calcutta High Court.

d) There has been no movement in number of shares outstanding at the beginning and at the end of reporting period.

e) The Company has only one class of issued shares i.e. ordinary equity shares having par value of ₹. 1 per share. Each holder of ordinary shares is entitled to one vote per share and equal right for dividend. No preference and/or restrictions on distribution of dividend and repayment of capital is attached to the above shares.

Notes annexed to and forming part of the Consolidated Financial Statements

f) Shares in the Company held by each shareholder holding more than 5% as on balance sheet date

Name of the Shareholders	No. of Equity Shares as on 31.03.2020	% of Equity Shares as on 31.03.2020	No. of Equity Shares as on 31.03.2019	% of Equity Shares as on 31.03.2019
UMIL Shares & Stock Broking Services Ltd	30,75,127	11.88	30,75,127	11.88
Peterhouse Investments Limited	19,38,291	7.48	23,88,291	9.23
Usha Breco Ltd	33,77,627	13.05	33,77,627	13.05
Prajeev Investments Limited	20,57,610	7.95	20,57,610	7.95

	As at March 31,2020 (Amount in ₹.)	As at March 31,2019 (Amount in ₹.)
10) Other Equity		
Retained Earnings / (Accumulated Deficit) [Refer note 'a' below']	11,32,05,297	11,26,13,469
	<u>11,32,05,297</u>	<u>11,26,13,469</u>
Reserves & Surplus		
Securities Premium Account	1,20,249	1,20,249
	<u>1,20,249</u>	<u>1,20,249</u>
a. Retained Earnings / (Accumulated Deficit)		
Opening Balance	11,26,13,468	11,36,06,445
Net (Loss)/ Surplus for the year	5,91,829	(9,92,977)
	<u>11,32,05,297</u>	<u>11,26,13,468</u>
Closing Balance	<u>11,33,25,546</u>	<u>11,27,33,717</u>
11) Non-Current Liabilities		
Financial Liabilities		
(i) Borrowings	-	-
(ii) Provisions		
Non-Current Portion of Provisions		
Provision for Impairment of Assets	1,21,76,753	1,21,76,753
Employee Benefits		
Gratuity	3,30,163	2,52,767
Leave entitlement	1,24,703	1,05,577
	<u>1,26,31,619</u>	<u>1,25,35,097</u>
12) Current Liabilities		
Financial Liabilities- Current		
(i) Borrowings		
Secured		
From Banks		
Cash Credit repayable on demand	-	27,13,735
	<u>-</u>	<u>27,13,735</u>
Unsecured		
From Related Party		
Inter-Corporate Deposit	2,70,65,000	2,28,75,000
	<u>2,70,65,000</u>	<u>2,28,75,000</u>
	<u>2,70,65,000</u>	<u>2,55,88,735</u>

Notes annexed to and forming part of the Consolidated Financial Statements

	As at March 31,2020 (Amount in ₹.)	As at March 31,2019 (Amount in ₹.)
(ii) Trade and other Payables		
Trade Payables	19,21,304	23,45,887
Employee Related Liabilities	2,76,523	3,27,537
Accrued Expenses	18,30,237	20,41,596
	<u>40,28,064</u>	<u>47,15,020</u>
(iii) Others	32,136	1,67,893
Capital Creditors	-	32,742
Interest on Secured Loan	18,49,411	74,29,410
Interest on Unsecured Loan- Related Parties		
	<u>18,81,547</u>	<u>76,30,045</u>
13) Other Current Liabilities		
Statutory Dues Payable	2,35,550	2,80,132
	<u>2,35,550</u>	<u>2,80,132</u>
14) Current portion of Provisions		
Employee Benefits		
Gratuity	9,079	7,967
Leave entitlement	3,515	3,337
	<u>12,594</u>	<u>11,304</u>
	For the Year Ended March 31,2020 (Amount in ₹)	For the Year Ended March 31,2019 (Amount in ₹)
15) Revenue from Operations		
Income from Business	71,09,938	75,40,530
	<u>71,09,938</u>	<u>75,40,530</u>
16) Other Income		
Interest Income		
Fixed Deposit with Bank	5,195	88,443
(Tax deducted at Source ₹. Nil, Previous year ₹.8,843/-)		
Income Tax Refund	-	1,226
Income on Planned Assets (Gratuity)	-	65,903
Inter Corporate Deposits	4,66,029	8,25,000
Other Non-Operating Income	2,40,000	2,50,732
(Tax deducted at Source ₹. 4,800/-, Previous year ₹, 4,800/-)		
Foreign Exchange Fluctuation Gain (Net)	-	20,220
Liabilities no longer required written back	4,87,466	6,99,930
	<u>11,98,690</u>	<u>19,51,454</u>

Notes annexed to and forming part of the Consolidated Financial Statements

	For the Year Ended March 31, 2020 (Amount in ₹)	For the Year Ended March 31, 2019 (Amount in ₹)
17) Employee Benefits Expense		
Salaries and Bonus	28,93,564	28,14,450
Contribution to Provident and other Funds	1,49,416	1,54,783
Staff Welfare expenses	4,500	473
	<u>30,47,480</u>	<u>29,69,706</u>
18) Finance Cost		
Interest on Working Capital Loan from Bank	20,542	4,44,262
Bank Charges	28,073	36,118
Other Borrowing Cost	14,65,069	15,50,000
Others	2,320	12,672
	<u>15,16,004</u>	<u>20,43,052</u>
19) Depreciation and Amortization		
Depreciation on Property, Plant and Equipment	2,75,295	4,62,705
	<u>2,75,295</u>	<u>4,62,705</u>
20) Operating and Administrative Expenses		
Travelling and conveyance	1,22,892	1,22,193
Communication	1,02,606	1,03,748
Maintenance expenses	24,113	1,402
Rent (Including Lease Rent)	48,000	48,000
Insurance charges	1,02,118	1,31,174
Professional and Consultancy Charges	4,83,400	7,55,254
Legal and Secreterial	10,37,781	11,99,274
Printing and Stationery expenses	3,94,979	3,68,368
Director Meeting Fees	64,000	60,200
Payment to Auditors (Refer note 'a' below)	1,35,000	1,35,000
Rates and Taxes	15,000	5,000
Foreign Exchange Fluctuation Gain (Net)	24,648	-
Other Comprehensive Expense	53,041	47,813
Bad Debts/Sundry Balances written off (Net)	92,736	96,410
Miscellaneous Expenses	1,18,406	1,48,422
	<u>28,18,720</u>	<u>32,22,258</u>
a. Payment to Auditors		
Statutory Auditors		
Statutory Audit fees	110,000	110,000
Tax Audit fees	25,000	25,000
	<u>1,35,000</u>	<u>1,35,000</u>

Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2020

1 SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

- a) The consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS-21) - 'Consolidated Financial Statements'. These financial statements comprise Usha Martin Education & Solutions Limited and its wholly owned subsidiary Usha Martin Education Private Limited. The financial statements of each of these companies are prepared using uniform accounting policies in accordance with the generally accepted accounting principles in India.
 - b) The Company has one subsidiary Company named Usha Martin Education Private Limited which has been considered in the preparation of these consolidated financial statements.
- 2 The financial statements of the Company are prepared on accrual basis and under historical cost convention. The significant accounting policies adopted by the Company are detailed below:

a) Consolidation

Consolidated Financial Statements relate to Usha Martin Education & Solutions Limited, Parent Company and its subsidiary. The Consolidated Financial Statements are in conformity with the Accounting Standard (AS)-21 on Consolidated Financial Statements, prescribed under the Companies Act, 2013 (the 'Act') and are prepared as set out below:

The financial statements of the Parent Company and its subsidiary have been combined on a line by line basis by adding together book values of like items of assets, liabilities, income and expenses after adjustments/elimination of inter-company balances and transactions.

The paid up share capital of the subsidiary company comprises of ₹.5,500,010/- divided into 550,001 equity shares of ₹.10/- each out of which 550,000 shares are held by the parent company and one share is held by a nominee beneficial interest of which vests in the parent company.

The consolidated financial statements relate to Usha Martin Education & Solutions Limited, Parent Company and its subsidiary, Usha Martin Education Private Limited, which is incorporated in India, and in which the company owns 100% of Equity Shares.

The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements.

b) Fixed Assets and Depreciation

Fixed assets comprising both tangible and intangible items are stated at cost less depreciation. The Company capitalizes all costs relating to acquisition of fixed assets. Cost of Software expected to be used on long-term basis is capitalized.

Depreciation (including amortization) on fixed assets has been provided on the basis of the useful life of assets as provided in schedule II to the Companies Act, 2013 (the "Act")

Depreciation on additions and deletions to fixed assets is provided on a pro-rata basis.

c) Investments

Long-term investments are valued at their acquisition cost. Any decline in the value of the said investment, other than a temporary decline, is recognized and charged to the Statement of Profit and Loss.

Current Investments are stated at lower of cost or fair value.

d) Revenue Recognition

Revenue from training is recognized over the period of the course program.

e) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

f) Current and Non-Current assets and liabilities

An asset or liability is classified as current when it satisfies any of the following criteria

- (i) It is expected to be realized / settled, or is intended for sale or consumption, in the Company's normal operating cycle:
- (ii) It is held primarily for the purpose of being traded:
- (iii) It is expected to be realized / due to be settled within twelve months after the reporting date: or
- (iv) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date or
- (v) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

g) Foreign Currency Transactions

Transactions in foreign currency are accounted for at the rates prevailing on the date of the transaction. Monetary assets and liabilities in foreign currencies at the year-end are restated at the exchange rates prevailing on that date. Gain/loss arising out of exchange fluctuation on settlement or such restatement is accounted for in the Statement of Profit and Loss account, except to the extent these relate to acquisition of fixed assets, in which case these are adjusted to the carrying value of the related fixed assets.

Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2020
h) Leases

Operating Leases - Rentals are expensed with reference to lease terms and other considerations.

i) Employee Benefits

- (i) Contribution to employee provident fund is charged to revenue on a monthly basis
- (ii) Liability for retiral, gratuity and un-availed earned leave is provided for based on an independent actuarial valuation report as per the requirements of Accounting Standard - 15 (revised) on "Employee Benefits".
- (iii) Employee benefits of short-term nature are recognized as expense as and when it accrues. Long term Employee benefits (e.g. long-service leave) and post employments benefits (e.g. gratuity), both funded and unfunded, are recognized as expense based on actuarial valuation.

j) Taxation

Current Tax in respect of taxable income of the year is provided for based on applicable tax rates and laws. Deferred tax is recognized subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets / liabilities are reviewed at each Balance Sheet date.

k) Borrowing Cost

Borrowing cost attributable to the acquisition and contribution of qualifying assets are added to the cost up to date when such assets are ready for their intended use. Other borrowing costs are recognized as expense in the period in which these are incurred.

l) Contingencies

Contingencies, which can be reasonably ascertained, are provided for if, in the opinion of the Company, there is a probability that the future outcome may be materially adverse to the Company.

m) Prior Period and Extra Ordinary Items and Changes in Accounting Policies

Prior Period and Extra Ordinary Items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed.

- 3) During the month of April 2019, the Company has utilized its working capital facility (Overdraft) of ₹. 27.13 lacs as on 1st April 2019 from IDBI Bank Ltd, secured by first charge by way of hypothecation of all the current assets, both present and future, of the Company. The above loan is also collaterally secured by first charge by way of hypothecation of movable fixed assets of the Company. However the said facility was fully repaid in April 2019 and the outstanding balance as on 31st March 2020 was nil.

4) Foreign Currency Earnings & Outgo:
a) Expenditure in foreign currency:

	2019 - 20 (₹.)	2018-19 (₹.)
Listing Fees	-	194,375

b) Earning in foreign currency:

	2019 - 20 (₹.)	2018 - 19 (₹.)
Management Training, Educational Consultancy, Market Research and Delivery of modules for H & D Business Studies and Computing Studies	7,109,938	5,456,530

- 5) Related Party Disclosures Pursuant to Accounting Standard 18 issued by The Institute of Chartered Accountants of India.

i) Related Parties

Name	Relationship
Usha Martin Education Private Limited.	Subsidiary
Usha Breco Education Infrastructure One Limited	Substantial interest in voting power of the entity
Redtech Network India Private Limited.	- do -
Jhawar Impact Ventures Private Limited	- do -
Jhawar Venture Management Private Limited	- do -
Rahul Chaudhary	Key Managerial Personnel
Debjit Bhattacharya	Key Managerial Personnel
Nipendra Kumar Sharma	Key Managerial Personnel
Vinay Kumar Gupta (Whole - Time Director)	Key Managerial Personnel
Indrajit Bandyopadhyay (Chief Financial Officer)	Key Managerial Personnel
Chaitee Baral (Company Secretary)	Key Managerial Personnel

Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2020

ii) Particulars of Transactions during the year ended 31st March, 2020

Particulars	Subsidiaries and Associates	Key Management Personnel
	(₹.)	(₹.)
Rent Paid (including lease Rent)	48,000	-
	48,000	-
Key Managerial Personnel's Remuneration	-	2,636,960
	-	2,582,000
Training Fees	-	
	2,000,000	
Interest Paid	1,465,069	
	1,550,000	
Reimbursement of Expenses received	253,459	
	355,308	
Unsecured Loans: Taken during the year	17,550,000	
Repaid during the year	13,360,000	
	-	
	-	
Balances outstanding at the year end	32,469,946	-
Investment in Equity and Preference Shares	Refer Note No. 3 to Accounts -do-	

Remuneration to Key Managerial Personnel's' include remuneration of Chief Financial Officer, Company Secretary and Whole-Time Director

Figures are inclusive of Service Tax, wherever applicable and figures in normal font relate to previous year

6)

Computation of Earning Per Equity Share (Basic and Diluted)

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
(I) Basic		
(a) (i) Number of Equity Shares at the beginning of the year	26,415,811	26,415,811
(ii) Number of Equity Shares at the end of the year	26,415,811	26,415,811
(iii) Weighted average number of Equity Shares outstanding during the year	26,415,811	26,415,811
(iv) Face Value of each Equity Share- ₹.	1	1
(b) Profit/(Loss) after tax attributable to Equity Shareholders- (₹.)		
Net Profit/(Loss) after Taxation	591,829	(992,977)
Basic Earnings per Share [(b)/(a)(iii)]- ₹.	0.02	(0.04)
(II) Diluted		
(a) Diluted Potential Equity Shares	-	-
(b) Diluted Earnings per Share [(b)/I(a)(iii)]- ₹.	0.02	(0.04)

Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2020

7)	Managerial Remuneration paid/payable	2019 - 20		2018 - 19	
(a)	Key Managerial Personnel's Remuneration:	₹.	₹.	₹.	₹.
	Salary	870,197		852,060	
	Contribution to Provident Fund	104,424		102,247	
	Contribution to Gratuity and Superannuation	41,856		40,984	
	Other Benefits (actual and/or estimated)	1,620,483	2,636,960	1,586,709	2,582,000
(b)	Other Directors				
	Directors' Sitting Fees		64,000		60,200
			2,700,960		2,642,200

8) The Company has unabsorbed depreciation and carried forward losses available for set off under the Income-tax Act, 1961. However, in view of inability to assess future taxable income, the extent of net deferred tax assets which may be adjusted in the subsequent years, is not ascertainable with virtual certainty at this stage and accordingly the same has not been recognized in the accounts on prudent basis.

9) The Company has no amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) as at 31.03.2020. The disclosure as required under the said Act as under:

a)	Principal amount due to suppliers under MSMED Act	Nil
b)	Interest due to suppliers as above	Nil
c)	Any payment made to suppliers beyond appointed date (under Section 16 of the Act)	Nil
d)	Interest due and payable to suppliers under MSMED Act	Nil
e)	Interest accrued and remaining unpaid as at 31.03.2020	Nil
f)	Interest remaining due and payable as per Section 23 of the Act	Nil

10) Defined Benefit Plans / Long Term Compensated Absences - as per Actuarial Valuations as on March 31, 2020 and recognized in the financial statements in respect of Employee Benefit Schemes.

I Components Employer Expense		Gratuity Funded	Leave Encashment Unfunded
1	Current Service Cost	35,485	13,892
		33,485	14,570
2	Interest Cost	(32,215)	8,277
		(33,732)	6,574
3	Expected Return on Plan Assets	-	-
4	Curtailment Cost / (Credit)	-	-
5	Settlement Cost / (Credit)	-	-
6	Past Service Cost	-	-
7	Actuarial Losses / (Gains)	-	47,775
		-	2,394
8	Total expense recognized in the Statement of Profit & Loss	(3,270)	69,944
		(247)	23,538
II Actuarial Returns for the period ended March, 2020		-	-
III Net Asset / (Liability) recognized in Balance Sheet as at March 31, 2020			
1	Present Value of Defined Benefit Obligation	423,878	(108,914)
		438,070	(85,376)
2	Fair Value on Plan Assets	-	-
3	Status [Surplus/(Deficit)]	-	-
4	Expense recognized in Income Statement	(3,270)	69,944
		(247)	23,538
5	Expense recognized in Other Comprehensive Income	25,467	-
		14,439	-
6	Employer Contribution	-	50,640
		-	-
7	Net Asset/(Liability) recognized in Balance Sheet	395,141	(128,218)
		423,878	(108,914)

Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2020

IV		Gratuity Funded	Leave Encashment Unfunded
Change in Defined Benefit Obligations (DBO) during the year ending 31, 2020			
1	Present Value of DBO at the Beginning of Period	260,734	108,914
		198,482	85,376
2	Current Service Cost	35,485	13,892
		33,485	14,570
3	Interest Cost	19,816	8,277
		15,283	6,574
4	Curtailment Cost / (Credit)	-	-
		-	-
5	Settlement Cost / (Credit)	-	-
		-	-
6	Plan Amendments	-	-
		-	-
7	Acquisitions	-	-
		-	-
8	Actuarial (Gains)/Losses	23,207	47,775
		13,484	(2,394)
9	Benefits Paid	-	50,640
		-	-
10	Present Value of DBO at the End of Period	339,242	128,218
		260,734	108,914
V			
Change in Fair Value of Assets during the year ended March 31, 2020			
1	Plan Assets at the Beginning of Period	668,612	-
		636,552	-
2	Investment Income	52,031	-
		49,015	-
3	Return on Plan Assets	(2,260)	-
		(955)	-
4	Actuarial Gains/(Losses)	-	-
		-	-
5	Actual Company Contribution	-	-
		-	-
6	Benefits Paid	-	50,640
		-	-
7	Present Value of DBO at the End of Period	734,383	-
		684,612	-
VI			
Actuarial Assumption			
1	Discount Rate (%)	6.60%	7.60%
The estimates of future salary increases, considered in actuarial valuations take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.			

Figures in normal font relate to previous year



Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2020

- 11) Balances of Sundry Debtors, Sundry Creditors and Loans and Advances (Dr. & Cr.) are subject to confirmation from the respective parties.
- 12) Previous year figures have been regrouped / rearranged wherever necessary.
- 13) The investments in Usha Martin Education Private Limited (subsidiary company), Redtech Network India Private Limited (associate company) and Usha Communication Technology Limited, British Virgin Island (other company) have been evaluated by the management and no provision for impairment is considered necessary in respect of these investments.

For and on behalf of the Board of Directors

For G.Basu & Company

Firm Registration Number: 301174E

Chartered Accountants

P.K.Chaudhuri

Partner

Membership No. 003814

Place: Kolkata

Date : 22nd June, 2020

UDIN :20003814AAAAAF8302

Gangotri Guha

Director (DIN: 01666863)

Vinay Kumar Gupta

Whole-Time Director (DIN: 00574665)

Indrajit Bandyopadhyay

Chief Financial Officer

Chaitee Baral

Company Secretary
