



**Usha Martin Education & Solutions Limited**

Godrej Waterside, Tower-1, 5th Floor,  
Unit No.: 504, DP - 5, Sector-V  
Salt Lake City, Kolkata 700091, India  
Tel : +91 33 4085 3700  
Fax : +91 33 4085 3800  
Website : www.umesl.co.in  
CIN -L31300WB1997PLC085210

Dated: 22/06/2020

To,  
The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra ( East)  
Mumbai – 400 051

The Secretary  
Bombay Stock Exchange Limited  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai – 400 001

Dear Sir,

**Re: Regulation 33 - Audited Financial Results for the year ended 31<sup>st</sup> March, 2020**

Pursuant to the provisions of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed the Audited Financial Results (Standalone and Consolidated) of the Company, along with the Auditor's Report & Form-A of the Company, for year ended 31<sup>st</sup> March, 2020.

Thanking you,  
Yours truly

**For Usha Martin Education & Solutions Limited**

*Chaitee Baral*

Chaitee Baral  
Company Secretary  
Enclosed: a/a



Usha Martin Education & Solutions Limited

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**FORM A**

**(for audit report with unmodified opinion as per Regulation 33(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015**

1. Name of the Company - Usha Martin Education & Solutions Limited
2. Annual financial statements for the year ended - 31<sup>st</sup> March, 2020
3. Type of Audit observation - Un-qualified
4. Frequency of observation - NA

Whole-Time-Director : *N.K. Sharma*

CFO : *Indrajit Bandyopadhyay*

Auditor : *[Signature]*  
For G. BASU & CO.  
Chartered Accountants  
R. No.-300174  
(P.K. CHAUDHURI)  
Partner  
(M. No. 003814)

Audit Committee Chairman : *N.K. Sharma*

Date: 22<sup>nd</sup> June, 2020

## USHA MARTIN EDUCATION & SOLUTIONS LIMITED

CIN- L31300WB1997PLC085210

Registered Office: Godrej Waterside, Unit No. 504, 5th Floor, Block DP- 5, Sector- V, Salt Lake City, Kolkata - 700 091

Tel: +91 33 40853700, Fax: +91 33 40853800

### STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2020

(Rs. in Lakh)						
Sl. No.	Particulars	Quarter ended			Year ended	
		31-03-2020 (Unaudited)	31-12-2019 (Unaudited)	31-03-2019 (Unaudited)	31-03-2020 (Audited)	31-03-2019 (Audited)
1	Revenue from Operations	10.53	14.88	7.74	71.10	75.41
2	Other Income	2.38	2.94	8.68	6.57	11.25
3	<b>Total Income (1+2)</b>	<b>12.91</b>	<b>17.82</b>	<b>16.42</b>	<b>77.67</b>	<b>86.66</b>
4	<b>Expenses</b>					
	(a) Purchase of Traded Goods	-	-	-	-	-
	(b) Employee Benefits Expense	7.17	7.41	6.26	28.90	28.54
	(c) Finance Costs	3.05	3.97	4.77	15.14	20.41
	(d) Depreciation and Amortisation Expense	0.59	0.66	0.81	2.75	4.63
	(e) Other Expenses	1.55	4.24	6.36	26.07	27.29
	(f) Exceptional Items	-	-	-	-	-
	<b>Total Expenses</b>	<b>12.36</b>	<b>16.28</b>	<b>18.20</b>	<b>72.86</b>	<b>80.87</b>
5	<b>Profit before tax (3-4)</b>	<b>0.55</b>	<b>1.54</b>	<b>(1.78)</b>	<b>4.81</b>	<b>5.79</b>
6	<b>Tax Expense</b>					
	(a) Current Tax	-	-	-	-	-
	(b) Short/(Excess) provision of taxation for previous periods	-	-	-	-	16.54
	(c) Deferred Tax	-	-	-	-	-
	<b>Total Tax Expense</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>16.54</b>
7	<b>Net Profit/(Loss) for the period (5-6)</b>	<b>0.55</b>	<b>1.54</b>	<b>(1.78)</b>	<b>4.81</b>	<b>(10.75)</b>
8	<b>Other Comprehensive income, net of income tax</b>					
	(a) (i) items that will not be classified to profit or loss	(0.53)	-	(0.48)	(0.53)	(0.48)
	(ii) income tax relating to items that will not be classified to profit or loss	-	-	-	-	-
	(b) (i) items that will be reclassified to profit or loss	-	-	-	-	-
	(ii) income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	<b>Total other comprehensive income, net of Income tax</b>	<b>(0.53)</b>	<b>-</b>	<b>(0.48)</b>	<b>(0.53)</b>	<b>(0.48)</b>
9	<b>Total comprehensive income for the period (7+8)</b>	<b>0.02</b>	<b>1.54</b>	<b>(2.26)</b>	<b>4.28</b>	<b>(11.23)</b>
10	Paid-up Equity Share Capital: (Face value Re. 1 each)	264.16	264.16	264.16	264.16	264.16
11	<b>Earnings per share (of Re. 1 each) (not annualised)</b>					
	(a) Basic (in Rs.)	0.00	0.01	(0.01)	0.02	(0.04)
	(b) Diluted (in Rs.)	0.00	0.01	(0.01)	0.02	(0.04)

**Notes :**

- The above Financial Results, after review by the Audit Committee, have been approved and taken on record by the Board of Directors at their meeting held on 22nd June, 2020.
- This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- 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 accordingly we are of the opinion that no provision for impairment is considered necessary in respect of these investments.



- 4) The company has opted to follow Cost model as its accounting policy for valuation of property, plant and equipments hence no adjustment are required for the same.
- 5) The Company has only one reportable segment. Hence no segment reporting is required in accordance with IND AS 108 "Operating Segments "
- 6) The Company has Unabsorbed Depreciation and Business Loss available for set off under the Income Tax Act, 1961. However, in view of inability to assess future taxable income in absence of any convincing evidence available to the management, the extent of net deferred tax assets which may be adjusted in the subsequent year is not ascertainable at this stage and accordingly the same has not been recognised in the accounts on consideration of prudence.
- 7) Figures of last quarter are the balancing figures between audited figures of the full financial year and published figures up to the nine months ended 31.12.2019 of the respective financial year
- 8) Statutory Auditors have provided an unmodified opinion on the Financial results.
- 9) Previous quarter/years figures have been re-grouped / re-arranged wherever necessary.

Place : Kolkata  
Dated : 22nd June, 2020

For Usha Martin Education & Solutions Limited



*Vinay Kumar Gupta*

Vinay Kumar Gupta  
Whole-time Director  
DIN: 00574665

**USHA MARTIN EDUCATION & SOLUTIONS LIMITED**  
**CIN- L31300WB1997PLC085210**  
Registered Office: Godrej Waterside, Unit No. 504, 5th Floor, Block DP- 5, Sector- V, Salt Lake City,  
Kolkata - 700 091. Tel: +91 33 40853700, Fax: +91 33 40853800  
**Standalone Statement of Assets & Liabilities**

(Rs. in Lakh)

Particulars	31-03-20	31-03-19
	Audited	Audited
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, Plant and Equipment	126.18	128.94
Capital Work-in-Progress	-	-
Investment Property	-	-
Goodwill	-	-
Other Intangible Assets	-	-
Intangible assets under development	-	-
Biological assets other than bearer plants	-	-
Investments accounted for using equity method	-	-
	<b>126.18</b>	<b>128.94</b>
<b>Non-Current Financial Assets</b>		
Non-Current Investments	1,605.00	1,605.00
Trade receivables, non-current	-	-
Loans, non-current	11.75	11.75
Other non-current financial assets	6.66	6.66
<b>Total Non-Current Financial Assets</b>	<b>1,623.41</b>	<b>1,623.41</b>
Deferred Tax assets (net)	-	-
Other non-current assets	-	-
<b>Total Non-Current Assets</b>	<b>1,749.59</b>	<b>1,752.35</b>
<b>Current Assets</b>		
Inventories	-	-
<b>Current Financial assets</b>		
Current Investments	-	-
Trade receivables, current	7.29	7.90
Cash and Cash Equivalents	3.42	1.29
Bank balance other than cash and cash equivalents	-	13.31
Loans, current	-	-
Other current financial assets	78.21	77.57
<b>Total Current financial assets</b>	<b>88.92</b>	<b>100.07</b>
Current tax assets (net)	-	-
Other current assets	-	-
<b>Total Current assets</b>	<b>88.92</b>	<b>100.07</b>
Non-current assets classified as held for sale	-	-
Regulatory deferral account debit balances and related deferred tax assets	-	-
<b>Total Assets</b>	<b>1,838.51</b>	<b>1,852.42</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	264.16	264.16
Other Equity	1,082.04	1,077.77
<b>Total Equity</b>	<b>1,346.20</b>	<b>1,341.93</b>
<b>Liabilities</b>		
<b>Non-Current Liabilities</b>		
<b>Non-Current Financial Liabilities</b>		
Financial Liabilities		
Borrowings	-	-
Trade payables	-	-
Other Non-Current financial Liabilities	-	-
<b>Total non-Current Financial Liabilities</b>	<b>-</b>	<b>-</b>
Provisions, non-current	126.32	125.35
Deferred tax liabilities (net)	-	-
Deferred Government grants, non current	-	-
Other non-current liabilities	-	-
<b>Total non-Current Liabilities</b>	<b>126.32</b>	<b>125.35</b>
<b>Current Liabilities</b>		
<b>Current financial liabilities</b>		
Borrowings, current	270.65	255.89
Trade Payables, current	38.51	43.36
Other current financial liabilities	54.37	83.23
<b>Total current financial liabilities</b>	<b>363.53</b>	<b>382.48</b>
Other current liabilities	2.34	2.55
Provisions, current	0.13	0.11
Current tax liabilities	-	-
Deferred Government grants, current	-	-
<b>Total current liabilities</b>	<b>366.00</b>	<b>385.14</b>
Liability directly associated with assets in disposal group classified as held for sale	-	-
Regulatory deferral account credit balances and related deferred tax liability	-	-
<b>Total Liabilities</b>	<b>492.31</b>	<b>510.49</b>
<b>Total Equity and Liabilities</b>	<b>1,838.51</b>	<b>1,852.42</b>

Previous years' figures have been re-grouped / re-arranged wherever necessary

For Usha Martin Education & Solutions Limited

Place : Kolkata  
Dated : 22nd June, 2020

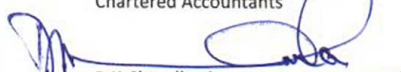
  
Anay Kumar Gupta  
Whole-time Director  
DIN: 00574665



USHA MARTIN EDUCATION & SOLUTIONS LTD.  
CIN: L31300WB1997PLC085210  
Balance Sheet as at March 31, 2020


Particulars	Note No.	As at	As at
		March 31, 2020	March 31, 2019
		Rs.	Rs.
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipment	1	1,26,17,641	1,28,92,936
Intangible Assets	2	847	847
<b>Financial Assets</b>			
(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
<b>Total Non-Current Assets</b>		<b>17,49,59,957</b>	<b>17,52,35,252</b>
<b>Current Assets</b>			
<b>Financial Assets</b>			
(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
<b>Total Current Assets</b>		<b>88,92,025</b>	<b>1,00,06,981</b>
<b>TOTAL ASSETS</b>		<b>18,38,51,982</b>	<b>18,52,42,233</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	9	2,64,15,811	2,64,15,811
Other Equity	10	10,82,04,870	10,77,77,761
<b>TOTAL EQUITY</b>		<b>13,46,20,681</b>	<b>13,41,93,572</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	11(i)	-	-
Provisions	11(ii)	1,26,31,619	1,25,35,097
<b>Total Non-Current Liabilities</b>		<b>1,26,31,619</b>	<b>1,25,35,097</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
(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
<b>Total Current Liabilities</b>		<b>3,65,99,682</b>	<b>3,85,13,564</b>
<b>TOTAL LIABILITIES</b>		<b>4,92,31,301</b>	<b>5,10,48,661</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>18,38,51,982</b>	<b>18,52,42,233</b>
<b>Notes on Account and Significant Accounting Policies</b>	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: 307714E  
Chartered Accountants

  
P.K. Chaudhuri  
Partner  
Membership No. 003814

Place: Kolkata  
Date: 22nd June 2020

For and on behalf of the Board of Directors

   
Gangotri Guha  
Director  
DIN: 01666863

Vinay Kumar Gupta  
Whole-Time Director  
DIN: 00574665

  
Chaittee Baral  
Company Secretary

UDIN-20003814AAAAAR8302



USHA MARTIN EDUCATION AND SOLUTIONS LTD.  
CIN: L31300WB1997PLC085210  
Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Note No.	Year ended	Year ended
		March 31, 2020	March 31, 2019
		Rs.	Rs.
<b>REVENUES</b>			
Revenue from Operations	15	71,09,938	75,40,530
Other Income	16	6,56,661	11,25,228
<b>Total Income</b>		<b>77,66,599</b>	<b>86,65,758</b>
<b>EXPENSES</b>			
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
<b>Total Expenses</b>		<b>73,39,490</b>	<b>81,33,983</b>
<b>Profit / (Loss) before Exceptional Items and Tax</b>		<b>4,27,109</b>	<b>5,31,775</b>
Exceptional Items		-	-
<b>Profit / (Loss) before Tax</b>		<b>4,27,109</b>	<b>5,31,775</b>
Tax Expense:			
(i) Current Tax		-	-
(ii) Previous Years		-	16,53,564
<b>Profit / (Loss) after Taxation</b>		<b>4,27,109</b>	<b>(11,21,789)</b>
<b>Profit/ (Loss) per equity share</b> (Nominal Value per share : Rs. 1)			
-Basic and Diluted in Rupees		0.02	(0.04)

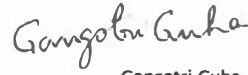
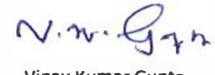
Notes on Account and Significant Accounting Policies 21  
The accompanying notes are integral part of the Statement of Profit and Loss.  
This is the Statement of Profit and Loss referred to in our report of even date.


For G.Basu & Company  
Firm Registration Number: 307714E  
Chartered Accountants

  
P.K. Chaudhuri  
Partner  
Membership No. 003814

Place: Kolkata  
Date : 22nd June 2020

For and on behalf of the Board of Directors

   
Gangotri Guha Director  
DIN: 01666863  
Vinay Kumar Gupta  
Whole-Time Director  
DIN: 00574665

  
Chaittee Baral  
Company Secretary

UDIM-20003814AAAAA F8302



**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
Statement of Changes in Equity for the year ended March 31, 2020

**A. Equity Share Capital**

	Rs.
Balance at the April 1, 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**

Particulars	Retained Earnings / (Accumulated Deficit)	Capital Contribution by Holding Company	Total
<b>Balance as at April 1, 2019</b>			
Share Premium Account	1,20,249	-	1,20,249
<b>Retained Earnings:</b>			
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	-	-	-
<b>Total comprehensive profit for the year (a+b)</b>	<b>4,27,109</b>	<b>-</b>	<b>4,27,109</b>
<b>Closing Balance</b>	<b>10,80,84,621</b>	<b>-</b>	<b>10,80,84,621</b>
Share based payment expenses	-	-	-
Re-payment towards Share based payment expenses	-	-	-
<b>Balance as at March 31, 2020</b>	<b>10,82,04,870</b>	<b>-</b>	<b>10,82,04,870</b>

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


**A. Equity Share Capital**

	Rs.
Balance at the April 1, 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**

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

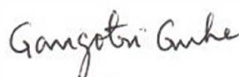
For G. Basu & Company  
Firm Registration Number: 307714E  
Chartered Accountants



**P.K. Chaudhuri**  
Partner  
Membership No. 003814

Place: Kolkata  
Date : 22nd June 2020

For and on behalf of the Board of Directors



**Gangotri Guha**  
Director  
DIN: 01666863



**Chaitee Baral**  
Company Secretary



**Vinay Kumar Gupta**  
Whole-Time Director  
DIN: 00574665

UDIN- 20003814AAAAAF  
8302





**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
Notes annexed to and forming part of the Financial Statements

**1 Property, Plant and Equipment**

Rs.

Assets	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at April 1, 2019	Additions During the year	Disposal/ Adjustments During the year	As at Mar 31, 2020	As at April 1, 2019	Additions During the year	Disposal/ Adjustments During the year	As at Mar 31, 2020	As at Mar 31, 2020	As at April 1, 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
<b>Total [A]</b>	<b>2,06,30,773</b>	<b>-</b>	<b>-</b>	<b>2,06,30,773</b>	<b>77,37,837</b>	<b>2,75,295</b>	<b>-</b>	<b>80,13,132</b>	<b>1,26,17,641</b>	<b>1,28,92,936</b>
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**

Rs.

Assets	Gross Carrying Amount				Accumulated Amortisation				Net Carrying Amount	
	As at April 1, 2019	Additions During the year	Disposal/ Adjustments During the year	As at Mar 31, 2020	As at April 1, 2019	Additions During the year	Disposal/ Adjustments During the year	As at Mar 31, 2020	As at Mar 31, 2020	As at April 1, 2019
Computer Software	52,582	-	-	52,582	51,735	-	-	51,735	847	847
<b>Total</b>	<b>52,582</b>	<b>-</b>	<b>-</b>	<b>52,582</b>	<b>51,735</b>	<b>-</b>	<b>-</b>	<b>51,735</b>	<b>847</b>	<b>847</b>
Previous Year	15,43,167	-	14,90,585	52,582	15,42,308	-	14,90,573	51,735	847	



**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
Notes annexed to and forming part of the Financial Statements

	As at March 31, 2020 Rs.	As at March 31, 2019 Rs.
<b>3 Financial Assets</b>		
<b>i) Investment : Non-Current</b>		
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>
<b>(ii) Other</b>		
<b>Other : Non-Current</b>		
Security Deposits	11,75,000	11,75,000
	<u>11,75,000</u>	<u>11,75,000</u>
<b>4 Other Non-Current Assets</b>		
Gratuity (Funded with LIC of India )	6,66,469	6,66,469
	<u>6,66,469</u>	<u>6,66,469</u>
<b>5 Trade Receivables</b>		
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
(a)	<u>7,28,871</u>	<u>7,89,871</u>
Considered Good		
Outstanding for a period less than six months		
From Related Parties	-	-
Others	-	-
(b)	<u>-</u>	<u>-</u>
<b>Total (a) + (b)</b>	<u><b>7,28,871</b></u>	<u><b>7,89,871</b></u>
<b>Details of Trade Receivable Outstanding</b>		
<b>Percentage of Total Outstanding</b>		
<b>Name of Customer</b>		
Punjab Technical University	70.79%	65.32%
Others	29.21%	34.68%
	<u>100.00%</u>	<u>100.00%</u>
<b>6 Cash and Cash Equivalents</b>		
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.		
<b>7 Bank Balances other than Cash and Cash Equivalents</b>		
Fixed Deposits with more than 12 months maturity	-	13,31,140
	<u>-</u>	<u>13,31,140</u>



**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
Notes annexed to and forming part of the Financial Statements

	As at March 31, 2020 Rs.	As at March 31, 2019 Rs.
<b>8 Other Current Assets</b>		
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
	<b>78,21,058</b>	<b>77,57,411</b>

**9 Equity Share Capital**

**a) Authorized Share Capital**

200,000,000 (As at March 31, 2019 : 200,000,000) equity shares of Rs. 1 each	20,00,00,000	20,00,00,000
1,000,000 10.75% Cumulative Redeemable Preference Shares of Rs 50/- each (As at March 31, 2019 : 1,000,000) 10.75% Cumulative Preference Shares of Rs. 50/- each	5,00,00,000	5,00,00,000
	<b>25,00,00,000</b>	<b>25,00,00,000</b>

**b) Issued, Subscribed and Paid up Share Capital**

26,415,811 Equity Shares of Re. 1/- each (As at March 31, 2019: 26,415,811 equity shares of Rs 1 each)	2,64,15,811	2,64,15,811
	<b>2,64,15,811</b>	<b>2,64,15,811</b>

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

	As at March 31, 2020		As at March 31, 2019	
	Rs.	Nos.	Rs.	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 Rs. 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.

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

**10 Other Equity**

Retained Earnings / (Accumulated Deficit) [Refer note 'a' below]	10,80,84,621	10,76,57,512
	<b>10,80,84,621</b>	<b>10,76,57,512</b>

**Reserves & Surplus**

Securities Premium Account	1,20,249	1,20,249
	<b>1,20,249</b>	<b>1,20,249</b>

**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	<b>10,80,84,621</b>	<b>10,76,57,512</b>
	<b>10,82,04,870</b>	<b>10,77,77,761</b>



USHA MARTIN EDUCATION & SOLUTIONS LTD.  
Notes annexed to and forming part of the Financial Statements

	As at March 31, 2020 Rs.	As at March 31, 2019 Rs.
<b>11 Non-Current Liabilities</b>		
<b>Financial Liabilities</b>		
(i) Borrowings	-	-
(ii) Provisions		
<b>Non-Current portion of Provisions</b>		
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
	<b>1,26,31,619</b>	<b>1,25,35,097</b>
<b>12 Current Liabilities</b>		
<b>Financial Liabilities- Current</b>		
(i) Borrowings		
Secured		
From Banks		
Cash Credit repayable on demand	-	27,13,735
	-	<b>27,13,735</b>
Unsecured		
From Related Party		
Inter-Corporate Deposit	2,70,65,000	2,28,75,000
	<b>2,70,65,000</b>	<b>2,28,75,000</b>
	<b>2,70,65,000</b>	<b>2,55,88,735</b>
(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
	<b>38,50,974</b>	<b>43,35,810</b>
(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
	<b>54,37,082</b>	<b>83,22,551</b>
<b>13 Other Current Liabilities</b>		
Statutory Dues Payable	2,34,032	2,55,164
	<b>2,34,032</b>	<b>2,55,164</b>
<b>14 Current portion of Provisions</b>		
Employee Benefits		
Gratuity	9,079	7,967
Leave entitlement	3,515	3,337
	<b>12,594</b>	<b>11,304</b>



USHA MARTIN EDUCATION & SOLUTIONS LTD.  
Notes annexed to and forming part of the Financial Statements

	For the Year Ended March 31, 2020 Rs.	For the Year Ended March 31, 2019 Rs.
<b>15 Revenue from Operations</b>		
Income from Business	71,09,938	75,40,530
	<b>71,09,938</b>	<b>75,40,530</b>
<b>16 Other Income</b>		
Interest Income		
Fixed Deposit with Bank	5,195	88,443
(Tax deducted at Source Rs. Nil, Previous year Rs. 8,843/-)		
Income on Planned Assets (Gratuity)	-	65,903
Other Non-Operating Income	2,40,000	2,50,732
(Tax deducted at Source Rs. 4,800/-, Previous year Rs. 4,800/-)		
Foreign Exchange Fluctuation Gain (Net)	-	20,220
Liabilities no longer required written back	4,11,466	6,99,930
	<b>6,56,661</b>	<b>11,25,228</b>
<b>17 Employee Benefits Expense</b>		
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
	<b>28,90,021</b>	<b>28,53,606</b>
<b>18 Finance Cost</b>		
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
	<b>15,14,369</b>	<b>20,41,359</b>
<b>19 Depreciation and Amortization</b>		
Depreciation on Property, Plant and Equipment	2,75,295	4,62,705
	<b>2,75,295</b>	<b>4,62,705</b>
<b>20 Operating and Administrative Expenses</b>		
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
	<b>26,59,805</b>	<b>27,76,313</b>
<b>a. Payment to Auditors</b>		
Statutory Auditors		
Statutory Audit fees	1,00,000	1,00,000
Tax Audit fees	25,000	25,000
	<b>1,25,000</b>	<b>1,25,000</b>



**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
CIN: L31300WB1997PLC085210  
Cash Flow Statement for the year ended March 31, 2020

Particulars	Rs. Year Ended March 31, 2020	Rs. Year Ended March 31, 2019
<b>A. Cash Flow generated / (used) in Operating Activities</b>		
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
<b>Operating Profit before working capital changes</b>	<b>18,92,848</b>	<b>22,77,973</b>
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)
<b>Cash generated from Operations</b>	<b>58,81,653</b>	<b>24,92,775</b>
Direct Taxes Paid (Net)	(22,466)	(1,90,131)
<b>Net Cash generated from Operating Activities</b>	<b>58,59,187</b>	<b>23,02,644</b>
<b>B. Cash Flow used in Investing Activities</b>		
Interest Received	5,195	1,54,346
<b>Net Cash used in Investing Activities</b>	<b>5,195</b>	<b>1,54,346</b>
<b>C. Cash Flow used in Financing Activities</b>		
Proceeds/(Repayments) of Loan from Banks	14,76,265	(14,62,644)
Finance Costs	(71,27,110)	(10,08,487)
<b>Net Cash used in Financing Activities</b>	<b>(56,50,845)</b>	<b>(24,71,131)</b>
<b>Net Increase /decrease in Cash and Cash equivalents</b>	<b>2,13,537</b>	<b>(14,141)</b>
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
	<b>2,13,537</b>	<b>(14,141)</b>
<i>* Amount is below the rounding off norm adopted by the Company</i>		
<b>Cash and Cash Equivalents comprise:</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2020</b>	<b>March 31, 2019</b>
Cash on hand	2,509	2,082
Balances with Banks		
-In current accounts	3,39,587	1,26,477
	<b>3,42,096</b>	<b>1,28,559</b>

The accompanying notes are integral part of the Cash Flow Statements.

**For G.Basu & Company**  
Firm Registration Number: 307714E  
Chartered Accountants



**P.K.Chaudhuri**  
Partner  
Membership No. 003814

Place: Kolkata  
Date : 22nd June 2020

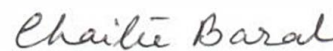
For and on behalf of the Board of Directors



**Gangotri Guha**  
Director  
DIN: 01666863



**Vinay Kumar Gupta**  
Whole-Time Director  
DIN: 00574665



**Chaittee Baral**  
Company Secretary

UDM-20003814AAAAAF8302

**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.

**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



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

- 2) During the month of April 2019, the Company has utilized its working capital facility (Overdraft) of Rs. 27.13 lacs as on 1<sup>st</sup> 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 31<sup>st</sup> March 2020 was nil.





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

**3) Foreign Currency Earnings & Outgo:**

a) Expenditure in foreign currency:

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

b) Earnings in foreign currency:

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

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

i) **Related Parties**

<u>Name</u>	<u>Relationship</u>
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



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

*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)

	<u>For the year ended 31st March, 2020</u>	<u>For the year ended 31st March, 2019</u>
<b>(I) Basic</b>		
(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- Re.	1	1
(b) Profit/(Loss) after tax attributable to Equity Shareholders- Rs.		
Net Profit/(Loss) after Taxation	427,109	<b>(1,121,789)</b>
Basic Earnings per Share [(b)/(a)(iii)]- Re.	<b>0.02</b>	<b>(0.04)</b>



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

(II) Diluted

(a) Diluted Potential Equity Shares	-	-
(b) Diluted Earnings per Share [I(b)/I(a)(iii)]- Re.	0.02	(0.04)

6) Managerial Remuneration paid/payable

	<u>2019-20</u>		<u>2018-19</u>	
(a) Key Managerial Personnel's Remuneration:	<u>Rs.</u>	<u>Rs.</u>	<u>Rs.</u>	<u>Rs.</u>
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)	<u>1,620,483</u>	<u>2,636,960</u>	<u>1,586,709</u>	<u>2,582,000</u>
(b) Other Directors				
Directors' Sitting Fees		<u>64,000</u>		<u>60,200</u>
		<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



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

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.

(Amount in Rupees)

<b>I Components Employer Expense</b>		<b>Gratuity Funded</b>	<b>Leave Encashment Unfunded</b>
1	Current Service Cost	<b>35,485</b> 33,485	<b>13,892</b> 14,570
2	Interest Cost	<b>(32,215)</b> (33,732)	<b>8,277</b> 6,574
3	Expected Return on Plan Assets	-	-
4	Curtailment Cost / (Credit)	-	-
5	Settlement Cost / (Credit)	-	-
6	Past Service Cost	-	-
7	Actuarial Losses / (Gains)	-	<b>47,775</b> 2,394
<b>8</b>	<b>Total expense recognized in the Statement of Profit &amp; Loss</b>	<b>3,270</b> (247)	<b>69,944</b> 23,538
		<b>Gratuity Funded</b>	<b>Leave Encashment Unfunded</b>
<b>II</b>	<b>Actuarial Returns for the period ended March, 2020</b>	-	-
<b>III</b>	<b>Net Asset / (Liability) recognized in Balance Sheet as at March 31, 2020</b>		
1	Present Value of Defined Benefit Obligation	<b>423,878</b> 438,070	<b>(108,914)</b> (85,376)
2	Fair Value on Plan Assets	-	-
3	Status [Surplus/(Deficit)]	-	-
4	Expense recognized in Income Statement	<b>3,270</b> (247)	<b>69,944</b> 23,538
5	Expense recognized in Other Comprehensive Income	<b>25,467</b> 14,439	-
6	Employer Contribution	-	<b>50,640</b> -
7	Net Asset/(Liability) recognized in Balance Sheet	<b>395,141</b> 423,878	<b>(128,218)</b> (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	260,734 198,482	108,914 85,376
2	Current Service Cost	35,485 33,485	13,892 14,570
3	Interest Cost	19,816 15,283	8,277 6,574
4	Curtailement Cost / (Credit)	- -	- -
5	Settlement Cost / (Credit)	- -	- -
6	Plan Amendments	- -	- -
7	Acquisitions	- -	- -
8	Actuarial (Gains)/Losses	23,207 13,484	47,775 2,394
9	Benefits Paid	- -	50,640 -
10	<b>Present Value of DBO at the End of Period</b>	<b>339,242</b> 260,734	<b>128,218</b> 108,914

V Change in Fair Value of Assets during the year ended March 31, 2020		Gratuity Funded	Leave Encashment Unfunded
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	<b>Present Value of DBO at the End of Period</b>	<b>734,383</b> 684,612	- -

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

<b>VI Actuarial Assumptions</b>		
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.

**(P.K.Chaudhuri)**  
Partner  
Membership No. 003814



For and on behalf of  
**G.Basu & Co.**  
Chartered Accountants  
Firm Registration No. 301174E

Place: Kolkata  
Dated: 22<sup>nd</sup> June 2020

*Gangotri Guha*

**Gangotri Guha**  
Director  
DIN: 01666863

*Vinay Kumar Gupta*

**Vinay Kumar Gupta**  
Whole-time Director  
DIN: 00574665

*Chaitee Baral*

**Chaitee Baral**  
Company Secretary

UDIN- 20003814AAAAA F 8302



## USHA MARTIN EDUCATION & SOLUTIONS LIMITED

CIN- L31300WB1997PLC085210

Registered Office: Godrej Waterside, Unit No. 504, 5th Floor, Block DP- 5, Sector- V, Salt Lake City, Kolkata - 700 091

Tel: +91 33 40853700, Fax: +91 33 40853800

### STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2020

(Rs. in Lakh)						
Sl. No.	Particulars	Quarter ended			Year ended	
		31-03-2020 (Unaudited)	31-12-2019 (Unaudited)	31-03-2019 (Unaudited)	31-03-2020 (Audited)	31-03-2019 (Audited)
1	Revenue from Operations	10.53	14.88	7.74	71.10	75.41
2	Other Income	3.51	3.84	10.73	11.99	19.51
3	<b>Total Income (1+2)</b>	<b>14.03</b>	<b>18.72</b>	<b>18.47</b>	<b>83.09</b>	<b>94.92</b>
4	<b>Expenses</b>					
	(a) Purchase of Traded Goods	-	-	-	-	-
	(b) Employee Benefits Expense	7.55	7.79	6.55	30.47	29.70
	(c) Finance Costs	3.06	3.97	4.79	15.16	20.43
	(d) Depreciation and Amortisation Expense	0.59	0.66	0.81	2.75	4.63
	(e) Other Expenses	1.92	4.58	9.32	27.66	31.74
	(f) Exceptional Items	-	-	-	-	-
	<b>Total Expenses</b>	<b>13.12</b>	<b>17.00</b>	<b>21.47</b>	<b>76.04</b>	<b>86.50</b>
5	<b>Profit before tax (3-4)</b>	<b>0.91</b>	<b>1.72</b>	<b>(3.00)</b>	<b>7.05</b>	<b>8.42</b>
6	<b>Tax Expense</b>					
	(a) Current Tax	0.10	0.05	(0.05)	0.59	0.82
	(b) Short/(Excess) provision of taxation for previous periods	-	-	-	0.01	17.05
	(c) Deferred Tax	-	-	-	-	-
	<b>Total Tax Expense</b>	<b>0.10</b>	<b>0.05</b>	<b>(0.05)</b>	<b>0.59</b>	<b>17.87</b>
7	<b>Net Profit/(Loss) for the period (5-6)</b>	<b>0.82</b>	<b>1.67</b>	<b>(2.95)</b>	<b>6.46</b>	<b>(9.45)</b>
8	<b>Other Comprehensive income, net of income tax</b>					
	(a) (i) items that will not be classified to profit or loss	(0.53)	-	(0.48)	(0.53)	(0.48)
	(ii) income tax relating to items that will not be classified to profit or loss	-	-	-	-	-
	(b) (i) items that will be reclassified to profit or loss	-	-	-	-	-
	(ii) income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	<b>Total other comprehensive income, net of income tax</b>	<b>(0.53)</b>	<b>-</b>	<b>(0.48)</b>	<b>(0.53)</b>	<b>(0.48)</b>
9	<b>Total comprehensive income for the period (7+8)</b>	<b>0.29</b>	<b>1.67</b>	<b>(3.43)</b>	<b>5.93</b>	<b>(9.93)</b>
10	Paid-up Equity Share Capital: (Face value Re. 1 each)	264.16	264.16	264.16	264.16	264.16
11	<b>Earnings per share (of Re. 1 each) (not annualised)</b>					
	(a) Basic (in Rs.)	0.00	0.01	(0.01)	0.02	(0.04)
	(b) Diluted (in Rs.)	0.00	0.01	(0.01)	0.02	(0.04)

**Notes :**

- 1) The above Financial Results, after review by the Audit Committee, have been approved and taken on record by the Board of Directors at their meeting held on 22nd June, 2020.
- 2) The above consolidated financial results have been compiled by following the principles set out in the Accounting Standard 21 "Consolidated Financial Statements".
- 3) This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- 4) 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 accordingly we are of the opinion that no provision for impairment is considered necessary in respect of these investments.



- 5) The company has opted to follow Cost model as its accounting policy for valuation of property, plant and equipments hence no adjustment are required for the same.
- 6) The Company has only one reportable segment. Hence no segment reporting is required in accordance with IND AS 108 "Operating Segments "
- 7) The Company has Unabsorbed Depreciation and Business Loss available for set off under the Income Tax Act, 1961. However, in view of inability to assess future taxable income in absence of any convincing evidence available to the management, the extent of net deferred tax assets which may be adjusted in the subsequent year is not ascertainable at this stage and accordingly the same has not been recognised in the accounts on consideration of prudence.
- 8) Figures of last quarter are the balancing figures between audited figures of the full financial year and published figures up to the nine months ended 31.12.2019 of the respective financial year
- 9) Statutory Auditors have provided an unmodified opinion on the Financial results.
- 10) Previous quarter/years figures have been re-grouped / re-arranged wherever necessary.

For Usha Martin Education & Solutions Limited



Place : Kolkata  
Dated : 22nd June, 2020



**USHA MARTIN EDUCATION & SOLUTIONS LIMITED**  
 CIN- L31300WB1997PLC085210  
 Registered Office: Godrej Waterside, Unit No. 504, 5th Floor, Block DP- 5, Sector- V, Salt Lake City, Kolkata -  
 700 091. Tel: +91 33 40853700, Fax: +91 33 40853800  
 Consolidated Statement of Assets & Liabilities

Particulars	(Rs. in Lakh)	
	31-03-20 Audited	31-03-19 Audited
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, Plant and Equipment	126.18	128.94
Capital Work-in-Progress		
Investment Property		
Goodwill		
Other Intangible Assets		
Intangible assets under development		
Biological assets other than bearer plants		
Investments accounted for using equity method		
	<b>126.18</b>	<b>128.94</b>
<b>Non-Current Financial Assets</b>		
Non-Current Investments	1,550.00	1,550.00
Trade receivables, non-current		
Loans, non-current	11.75	11.75
Other non-current financial assets	6.66	6.66
<b>Total Non-Current Financial Assets</b>	<b>1,568.41</b>	<b>1,568.41</b>
Deferred Tax assets (net)		
Other non-current assets	-	-
<b>Total Non-Current Assets</b>	<b>1,694.59</b>	<b>1,697.35</b>
<b>Current Assets</b>		
Inventories		
<b>Current Financial assets</b>		
Current Investments	-	-
Trade receivables, current	7.29	7.90
Cash and Cash Equivalents	3.63	1.50
Bank balance other than cash and cash equivalents	-	13.31
Loans, current	50.00	75.00
Other current financial assets	100.44	104.04
<b>Total Current financial assets</b>	<b>161.36</b>	<b>201.75</b>
Current tax assets (net)	-	-
Other current assets	-	-
<b>Total Current assets</b>	<b>161.36</b>	<b>201.75</b>
Non-current assets classified as held for sale		
Regulatory deferral account debit balances and related deferred tax assets		
<b>Total Assets</b>	<b>1,855.95</b>	<b>1,899.10</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	264.16	264.16
Other Equity	1,133.26	1,127.34
<b>Total Equity</b>	<b>1,397.42</b>	<b>1,391.50</b>
<b>Liabilities</b>		
<b>Non-Current Liabilities</b>		
<b>Non-Current Financial Liabilities</b>		
Financial Liabilities		
Borrowings	-	-
Trade payables	-	-
Other Non-Current financial Liabilities	-	-
<b>Total non-Current Financial Liabilities</b>	-	-
Provisions, non-current	126.32	125.35
Deferred tax liabilities (net)	-	-
Deferred Government grants, non current	-	-
Other non-current liabilities	-	-
<b>Total non-Current Liabilities</b>	<b>126.32</b>	<b>125.35</b>
<b>Current Liabilities</b>		
<b>Current financial liabilities</b>		
Borrowings, current	270.65	255.89
Trade Payables, current	40.28	47.15
Other current financial liabilities	18.81	76.30
<b>Total current financial liabilities</b>	<b>329.74</b>	<b>379.34</b>
Other current liabilities	2.35	2.80
Provisions, current	0.12	0.11
Current tax liabilities	-	-
Deferred Government grants, current	-	-
<b>Total current liabilities</b>	<b>332.21</b>	<b>382.25</b>
liability directly associated with assets in disposal group classified as held for sale	-	-
Regulatory deferral account credit balances and related deferred tax liability	-	-
<b>Total Liabilities</b>	<b>458.53</b>	<b>507.60</b>
<b>Total Equity and Liabilities</b>	<b>1,855.95</b>	<b>1,899.10</b>

Previous years' figures have been re-grouped / re-arranged wherever necessary

For Usha Martin Education & Solutions Limited

Place : Kolkata  
 Dated : 22nd June, 2020

  
 Vinay Kumar Gupta  
 Whole-time Director  
 DIN: 00574665




**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
CIN: L31300WB1997PLC085210  
Consolidated Balance Sheet as at March 31, 2020

Particulars	Note No.	As at March 31, 2020 Rs	As at March 31, 2019 Rs
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipment	1	1,26,17,641	1,28,92,936
Intangible Assets	2	847	847
<b>Financial Assets</b>			
(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
<b>Total Non-Current Assets</b>		<b>16,94,59,957</b>	<b>16,97,35,252</b>
<b>Current Assets</b>			
<b>Financial Assets</b>			
(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
<b>Total Current Assets</b>		<b>1,61,35,774</b>	<b>2,01,74,609</b>
<b>TOTAL ASSETS</b>		<b>18,55,95,731</b>	<b>18,99,09,861</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	9	2,64,15,811	2,64,15,811
Other Equity	10	11,33,25,546	11,27,33,717
<b>TOTAL EQUITY</b>		<b>13,97,41,357</b>	<b>13,91,49,528</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	11(i)	-	-
Provisions	11(ii)	1,26,31,619	1,25,35,097
<b>Total Non-Current Liabilities</b>		<b>1,26,31,619</b>	<b>1,25,35,097</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
(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
<b>Total Current Liabilities</b>		<b>3,32,22,755</b>	<b>3,82,25,236</b>
<b>TOTAL LIABILITIES</b>		<b>4,58,54,374</b>	<b>5,07,60,333</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>18,55,95,731</b>	<b>18,99,09,861</b>

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: 307714F  
Chartered Accountants



**P.K. Chaudhuri**  
Partner  
Membership No. 003814

Place: Kolkata  
Date : 22nd June 2020

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



**Gangotri Guha**  
Director  
DIN: 01666863



**Vinay Kumar Gupta**  
Whole-Time Director  
DIN: 00574665

**Chaitē Baral**  
Company Secretary



UDIN - 20003814 AAAA F 8302



**USHA MARTIN EDUCATION AND SOLUTION LTD.**  
CIN: L31300WB1997PLC085210  
Consolidated Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Note No.	Year Ended	Year Ended
		March 31, 2020	March 31, 2019
		Rs.	Rs.
<b>REVENUES</b>			
Revenue from Operations	15	71,09,938	75,40,530
Other Income	16	11,98,690	19,51,454
<b>Total Income</b>		<b>83,08,628</b>	<b>94,91,984</b>
<b>EXPENSES</b>			
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
<b>Total Expenses</b>		<b>76,57,499</b>	<b>86,97,720</b>
<b>Profit / (Loss) before Exceptional Items and Tax</b>		<b>6,51,129</b>	<b>7,94,264</b>
Exceptional Items		-	-
<b>Profit / (Loss) before Tax</b>		<b>6,51,129</b>	<b>7,94,264</b>
Tax Expense:			
(i) Current Tax		58,500	82,000
(ii) Previous Year		800	17,05,241
(iii) Deferred Tax		-	-
<b>Profit / (Loss) after Taxation</b>		<b>5,91,829</b>	<b>(9,92,977)</b>
<b>Profit/ Loss per equity share</b> [Nominal Value per share : Rs. 1] -Basic and Diluted in Rupees		<b>0.02</b>	<b>(0.04)</b>

**Notes on Account and Significant Accounting Policies** 21

The accompanying notes are integral part of the Statement of 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: 307714E

Chartered Accountants

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



**P.K. Chaudhuri**

Partner

Membership No. 003814



**Gangotri Guha**

Director

DIN: 01666863



**Vinay Kumar Gupta**

Whole-Time Director

DIN: 00574665



**Chaitee Baral**

Company Secretary

Place: Kolkata

Date : 22nd June 2020

UJIN - 20003814AAAAAF8302



**USHA MARTIN EDUCATION & SOLUTION LTD.**  
Consolidated Statement of Changes in Equity for the year ended March 31, 2020

**A. Equity Share Capital**

	Rs.
Balance at the April 1, 2019	2,64,15,811
Changes in the Equity Share Capital during the year on account of shares issued	-
<b>Balance at the March 31, 2020</b>	<b>2,64,15,811</b>

**B. Other Equity**

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

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

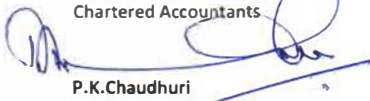
**A. Equity Share Capital**

	Rs.
Balance at the April 1, 2018	2,64,15,811
Changes in the Equity Share Capital during the year on account of shares issued	-
<b>Balance at the March 31, 2019</b>	<b>2,64,15,811</b>

**B. Other Equity**

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

For G.Basu & Company  
Firm Registration Number: 307714E  
Chartered Accountants

  
P.K. Chaudhuri  
Partner

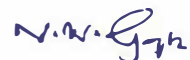
Membership No. 003814

Place: Kolkata  
Date : 22nd June 2020

For and on behalf of the Board of Directors

  
Gangotri Guha

Director  
DIN: 01666863

  
Vinay Kumar Gupta

Whole-Time Director  
DIN: 00574665

  
Chaittee Baral

Company Secretary

UDIN - 20003814 AAAA AF 8302



**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
Notes annexed to and forming part of the Consolidated Financial Statements

**1 Property, Plant and Equipment**

Rs.

Assets	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at April 1, 2019	Additions During the year	Disposal/ Adjustments During the year	As at Mar 31, 2020	As at April 1, 2019	Additions During the year	Disposal/ Adjustments During the year	As at Mar 31, 2020	As at Mar 31, 2020	As at April 1, 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
<b>Total [A]</b>	<b>2,06,30,773</b>	<b>-</b>	<b>-</b>	<b>2,06,30,773</b>	<b>77,37,837</b>	<b>2,75,295</b>	<b>-</b>	<b>80,13,132</b>	<b>1,26,17,641</b>	<b>1,28,92,936</b>
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**

Rs.

Assets	Gross Carrying Amount				Accumulated Amortisation				Net Carrying Amount	
	As at April 1, 2019	Additions During the year	Disposal/ Adjustments During the year	As at Mar 31, 2020	As at April 1, 2019	Additions During the year	Disposal/ Adjustments During the year	As at Mar 31, 2020	As at Mar 31, 2020	As at April 1, 2019
Computer Software	52,582	-	-	52,582	51,735	-	-	51,735	847	847
<b>Total</b>	<b>52,582</b>	<b>-</b>	<b>-</b>	<b>52,582</b>	<b>51,735</b>	<b>-</b>	<b>-</b>	<b>51,735</b>	<b>847</b>	<b>847</b>
Previous Year	52,582	-	-	52,582	51,735	-	-	51,735	847	



**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
Notes annexed to and forming part of the Consolidated Financial Statements

	As at March 31, 2020 Rs	As at March 31, 2019 Rs
<b>3 Financial Assets</b>		
(i) <b>Investment : Non-Current</b>		
Long-Term Trade and Unquoted Investments in Equity Instruments (Value at Cost)	15,50,00,000	15,50,00,000
	<b>15,50,00,000</b>	<b>15,50,00,000</b>
(ii) <b>Others</b>		
<b>Other Non-Current</b>		
Security Deposits	11,75,000	11,75,000
	<b>11,75,000</b>	<b>11,75,000</b>
<b>4 Other Non-Current Assets</b>		
Gratuity (Funded with LIC of India )	6,66,469	6,66,469
	<b>6,66,469</b>	<b>6,66,469</b>
<b>5 Trade Receivables</b>		
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
	<b>(a) 7,28,871</b>	<b>7,89,871</b>
<b>Considered Good</b>		
Outstanding for a period less than six months	-	-
From Related Parties	-	-
	<b>(b) -</b>	<b>-</b>
	<b>Total (a) + (b) 7,28,871</b>	<b>7,89,871</b>
<b>Details of Trade Receivable Outstanding</b>	<b>Percentage of Total Outstanding</b>	
Name of Customer		
Punjab Technical University	70.79%	65.32%
Others	29.21%	34.68%
	<b>100.00%</b>	<b>100.00%</b>
<b>6 Cash and Cash Equivalents</b>		
Cash on hand	3,277	2,650
Balances with Banks		
-In current accounts	3,60,026	1,46,949
	<b>3,63,303</b>	<b>1,49,599</b>
There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.		
<b>7 Bank Balances other than Cash and Cash Equivalents</b>		
Fixed Deposits with more than 12 months maturity	-	13,31,140
	<b>-</b>	<b>13,31,140</b>



	As at March 31, 2020 Rs	As at March 31, 2019 Rs
<b>8 Other Current Assets</b>		
Intercompany 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
	<b>1,50,43,600</b>	<b>1,79,03,999</b>

**9 Equity Share Capital**

**a) Authorized Share Capital**

200,000,000 (As at March 31, 2019: 200,000,000) equity shares of Rs. 1 each

20,00,00,000      20,00,00,000

1,000,000 10.75% Cumulative Redeemable

Preference Shares of Rs 50/- each

(As at March 31, 2019: 1,000,000) 10.75% Cumulative Preference Shares of Rs. 50/- each

5,00,00,000      5,00,00,000

**25,00,00,000      25,00,00,000**

**b) Issued, Subscribed and Paid up Share Capital**

26,415,811 Equity Shares of Re. 1/- each

2,64,15,811      2,64,15,811

(As at March 31, 2019: 26,415,811 equity shares of Rs. 1 each)

**2,64,15,811      2,64,15,811**

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

	As at March 31, 2020		As at March 31, 2019	
	Nos.	Rs.	Nos.	Rs.
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 26,414,111 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 Rs. 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.

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
UMI Shares & Stock Broking Services Ltd	30,75,127	11.88	30,75,127	11.88
Peterhouse Investments Limited	19,38,291	7.46	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 Rs	As at March 31, 2019 Rs
<b>10 Other Equity</b>		
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>
<b>Reserves &amp; Surplus</b>		
Securities Premium Account	1,20,249	1,20,249
	<u>1,20,249</u>	<u>1,20,249</u>
<b>a. Retained Earnings / (Accumulated Deficit)</b>		
Opening Balance	11,26,13,468	11,30,06,445
Net (Loss)/ Surplus for the year	5,91,829	(9,92,977)
Closing Balance	<u>11,32,05,297</u>	<u>11,26,13,468</u>
	<u>11,33,25,546</u>	<u>11,27,33,717</u>
<b>11 Non-Current Liabilities</b>		
<b>Financial Liabilities</b>		
(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>
<b>12 Current Liabilities</b>		
<b>Financial Liabilities- Current</b>		
(i) Borrowings		
Secured		
From Banks		
Cash Credit repayable on demand		27,13,735
		<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	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		
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
	<u>18,81,547</u>	<u>76,30,045</u>
<b>13 Other Current Liabilities</b>		
Statutory Dues Payable	2,35,550	2,80,132
	<u>2,35,550</u>	<u>2,80,132</u>
<b>14 Current portion of Provisions</b>		
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 Rs	For the Year Ended March 31, 2019 Rs
<b>15 Revenue from Operations</b>		
Income from Business	71,09,938	75,40,530
	<b>71,09,938</b>	<b>75,40,530</b>
<b>16 Other Income</b>		
Interest Income		
Fixed Deposit with Bank (Tax deducted at Source Rs. Nil, Previous year Rs. 8,843/-)	5,195	88,443
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 (Tax deducted at Source Rs. 4,800/-, Previous year Rs. 4,800/-)	2,40,000	2,50,732
Foreign Exchange Fluctuation Gain (Net)	-	20,220
Liabilities no longer required written back	4,87,466	6,99,930
	<b>11,98,690</b>	<b>19,51,454</b>
<b>17 Employee Benefits Expense</b>		
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
	<b>30,47,480</b>	<b>29,69,706</b>
<b>18 Finance Cost</b>		
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
	<b>15,16,004</b>	<b>20,43,052</b>
<b>19 Depreciation and Amortization</b>		
Depreciation on Property, Plant and Equipment	2,75,295	4,62,705
	<b>2,75,295</b>	<b>4,62,705</b>
<b>20 Operating and Administrative Expenses</b>		
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 Secretarial	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
	<b>28,18,720</b>	<b>32,22,258</b>
<b>a. Payment to Auditors</b>		
Statutory Auditors		
Statutory Audit fees	1,10,000	1,10,000
Tax Audit fees	25,000	25,000
	<b>1,35,000</b>	<b>1,35,000</b>



**USHA MARTIN EDUCATION & SOLUTIONS LTD.**  
CIN: L31300WB1997PLC085210  
Consolidated Cash Flow Statement for the year ended March 31, 2020

Particulars	Rs. Year Ended March 31, 2020	Rs. Year Ended March 31, 2019
<b>A. Cash Flow generated / (used) in Operating Activities</b>		
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
<b>Operating Profit before working capital changes</b>	<b>15,76,475</b>	<b>17,15,928</b>
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 in Non Current Financial Assets	-	1,30,000
- Decrease/(Increase) in Other Assets	36,46,030	(1,99,164)
<b>Cash generated from Operations</b>	<b>50,01,488</b>	<b>25,31,553</b>
Direct Taxes Paid (Net)	(85,128)	(3,10,142)
<b>Net Cash generated from Operating Activities</b>	<b>49,16,360</b>	<b>22,21,411</b>
<b>B. Cash Flow used in Investing Activities</b>		
Interest Received	9,49,824	2,38,072
<b>Net Cash used in Investing Activities</b>	<b>9,49,824</b>	<b>2,38,072</b>
<b>C. Cash Flow used in Financing Activities</b>		
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)
<b>Net Cash used in Financing Activities</b>	<b>(56,52,480)</b>	<b>(24,72,824)</b>
<b>Net Increase /decrease in Cash and Cash equivalents</b>	<b>2,13,704</b>	<b>(13,341)</b>
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	<b>2,13,704</b>	<b>(13,341)</b>
<i>* Amount is below the rounding off norm adopted by the Company</i>		
<b>Cash and Cash Equivalents comprise:</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Cash on hand	3,277	2,650
Balances with Banks		
-In current accounts	3,60,025	1,46,949
	<b>3,63,302</b>	<b>1,49,599</b>

The accompanying notes are integral part of the Cash Flow Statements.

**For G.Basu & Company**

Firm Registration Number: 307714E

Chartered Accountants

  
P.K. Chaudhuri  
Partner  
Membership No. 003814

Place: Kolkata

Date : 22nd June 2020

UDIN-20003814AAAAA8302



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

  
Gangotri Guha  
Director  
DIN: 01666863

  
Vinay Kumar Gupta  
Whole-Time Director  
DIN: 00574665

  
Chaitee Baral  
Company Secretary

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

**I 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 Rs.5,500,010/- divided into 550,001 equity shares of Rs 10/- each out of which 550,000 shares are held by the parent company and one shares 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.



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

**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.

**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



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

(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 Rs. 27.13 lacs as on 1<sup>st</sup> 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 31<sup>st</sup> March 2020 was nil.

**4) Foreign Currency Earnings & Outgo:**

a) Expenditure in foreign currency:

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

b) Earnings in foreign currency:

	2019-20 (Rs.)	2018-19 (Rs.)
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**

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

i) **Related Parties**

<u>Name</u>	<u>Relationship</u>
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
	(Rs.)	(Rs.)
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 -	
	-	
<b>Balances outstanding at the year end</b>	<b>32,469,946</b>	-
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)**

	<b>For the year ended 31st March, 2020</b>	<b>For the year ended 31st March, 2019</b>
<b>(I) Basic</b>		
(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- Re.	1	1
(b) Profit/(Loss) after tax attributable to Equity Shareholders- Rs. Net Profit/(Loss) after Taxation	<b>591,829</b>	(992,977)
Basic Earning per Share [(b)/(a)(iii)]- Re.	<u><b>0.02</b></u>	<u>(0.04)</u>



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

(II) **Diluted**

(a) Diluted Potential Equity Shares	-	-
(b) Diluted Earning per Share [I(b)/I(a)(iii)]- Re.	0.02	(0.04)

7) Managerial Remuneration paid/payable

	<u>2019-20</u>		<u>2018-19</u>	
	<u>Rs.</u>	<u>Rs.</u>	<u>Rs.</u>	<u>Rs.</u>
(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)	<u>1,620,483</u>	2,636,960	<u>1,586,709</u>	2,582,000
(b) Other Directors				
Directors' Sitting Fees		<u>64,000</u>		<u>60,200</u>
		<u>2,700,960</u>		<u>2,642,200</u>

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





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

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.

(Amount in Rupees)

<b>I Components Employer Expense</b>		<b>Gratuity Funded</b>	<b>Leave Encashment Unfunded</b>
1	Current Service Cost	35,485 33,485	13,892 14,570
2	Interest Cost	(32,215) (33,732)	8,277 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) (247)	69,944 23,538

		<b>Gratuity Funded</b>	<b>Leave Encashment Unfunded</b>
<b>II Actuarial Returns for the period ended March, 2020</b>		-	-
<b>III Net Asset / (Liability) recognized in Balance Sheet as at March 31, 2020</b>			
1	Present Value of Defined Benefit Obligation	423,878 438,070	(108,914) (85,376)
2	Fair Value on Plan Assets	-	-
3	Status [Surplus/(Deficit)]	-	-
4	Expenses recognized in Income Statement	(3,270) (247)	69,944 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	395,141 423,878	(128,218) (108,914)



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

<b>IV Change in Defined Benefit Obligations (DBO) during the year ended March 31, 2020</b>			
1	Present Value of DBO at the Beginning of Period	<b>260,734</b> 198,482	<b>108,914</b> 85,376
2	Current Service Cost	<b>35,485</b> 33,485	<b>13,892</b> 14,570
3	Interest Cost	<b>19,816</b> 15,283	<b>8,277</b> 6,574
4	Curtailment Cost / (Credit)	- -	- -
5	Settlement Cost / (Credit)	- -	- -
6	Plan Amendments	- -	- -
7	Acquisitions	- -	- -
8	Actuarial (Gains)/Losses	<b>23,207</b> 13,484	<b>47,775</b> (2,394)
9	Benefits Paid	- -	<b>50,640</b> -
10	<b>Present Value of DBO at the End of Period</b>	<b>339,242</b> 260,734	<b>128,218</b> 108,914

<b>V Change in Fair Value of Assets during the year ended March 31, 2020</b>		<b>Gratuity Funded</b>	<b>Leave Encashment Unfunded</b>
1	Plan Assets at the Beginning of Period	<b>668,612</b> 636,552	- -
2	Investment Income	<b>52,031</b> 49,015	- -
3	Return on Plan Assets	<b>(2,260)</b> (955)	- -
4	Actuarial Gains/(Losses)	- -	- -
5	Actual Company Contribution	- -	- -
6	Benefits Paid	- -	<b>50,640</b> -
7	<b>Present Value of DBO at the End of Period</b>	<b>734,383</b> 684,612	- -





## 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><b>Principal Audit Procedures</b></p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>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"> <li>• Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>• 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.</li> <li>• 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.</li> <li>• Selected a sample of continuing and new contracts and performed the following procedures: <ul style="list-style-type: none"> <li>• Read, analyzed and identified the distinct performance obligations in these contracts.</li> <li>• Compared these performance obligations with that identified and recorded by the Company.</li> <li>• Considered the terms of the contracts to determine the transaction price including any variable consideration to <u>verify</u> the transaction price used to</li> </ul> </li> </ul>

		<p>compute revenue and to test the basis of estimation of the variable consideration.</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.</li> <li>• 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.</li> </ul>
<p>2.</p>	<p><b><i>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates</i></b></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>	<p><b><i>Principal Audit Procedures</i></b></p> <p>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"> <li>• Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</li> <li>• Tested the access and application controls</li> </ul>



		<p>pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred.</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> <li>Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.</li> </ul>
<p><b>3.</b></p>	<p><b><i>Evaluation of uncertain tax positions &amp; Recoverability of advance tax.</i></b></p> <p>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(j) and NIL to the Standalone Financial Statements</p>	<p><b><i>Principal Audit Procedures</i></b></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>
<p><b>4.</b></p>	<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><i>Held at cost. No impairment provision is called for in terms of latest balance sheet of investee</i></p> <p><i>Carried at cost.</i></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 **31<sup>st</sup> 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.

Place : **Kolkata**

Date : **June 22, 2020**

UDIN No.: **20003814AAAAA F 8202**

For G. BASU & CO.  
Chartered Accountants  
R. No.-301174E

  
(P.K. CHAUDHURI)  
Partner  
(M. No. 003814)



## Annexure-1

### **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 **31<sup>st</sup> 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**

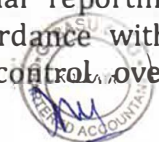
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial 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 31<sup>st</sup> 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.

For G. BASU & CO.  
Chartered Accountants  
R. No.-301174

  
(P.K. CHAUDHURI)  
Partner  
(M. No. 003814)

Place : Kolkata

Dated : June 22, 2019

VRIN - 20003814AAAAAF8302



ANNEXURE - 2

**RE : USHA MARTIN EDUCATION & SOLUTIONS LIMITED**

**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 31<sup>st</sup> 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.

For G. BASU & CO.  
Chartered Accountants  
R. No. 7011/74

(P.K. CHAUDHURI)  
Partner  
(M. No. 003814)

**Place : Kolkata**

**Date : June 22, 2020**

UDIN. 20003814 AAA AAF 83 02



**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 **31<sup>st</sup> 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 31<sup>st</sup> 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	<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><b>Principal Audit Procedures</b></p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>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"> <li>• Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>• 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.</li> <li>• 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.</li> <li>• Selected a sample of continuing and new contracts and performed the following procedures: <ul style="list-style-type: none"> <li>• Read, analyzed and identified the distinct performance obligations in these contracts.</li> <li>• Compared these performance obligations with that identified and recorded by the Company.</li> <li>• Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to</li> </ul> </li> </ul>



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.



<p>2.</p>	<p><b><i>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates</i></b></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>	<p><b><i>Principal Audit Procedures</i></b></p> <p>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"> <li>• Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</li> <li>• Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.</li> </ul>
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<p>3.</p> <p>4.</p>	<p><b><i>Evaluation of uncertain tax positions &amp; Recoverability of advance tax.</i></b></p> <p>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(j) and NIL to the Standalone Financial Statements</p> <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><b><i>Principal Audit Procedures</i></b></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> <p><i>Held at cost. No impairment provision is called for in terms of latest balance sheet of investee</i></p> <p><i>Carried at cost.</i></p>
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### **Report on Other Legal and Regulatory Requirements**

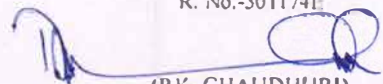
1. As required by Section 143(3) of the Act, we report, to the extent applicable, that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (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 31<sup>st</sup> 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 31<sup>st</sup> 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.

For G. BASU & CO.  
Chartered Accountants  
R. No.-301174E

  
(P.K. CHAUDHURI)  
Partner  
(M. No. 003814)

Place : Kolkata

Date : June 22, 2020

UDIN-20003814AAAAAF8302



## **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 31<sup>st</sup> 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 on 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 31<sup>st</sup> 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 : June 22, 2020**

For G. BASU & CO.  
Chartered Accountants  
R. No.-301174E

(P.K. CHAUDHURY)  
Partner  
(M. No. 003814)



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