



Usha Martin Education & Solutions Limited

Godrej Water Side, Tower-1, 5th Floor
Unit No. 504, DP Block, Sector - V
Salt Lake City, Kolkata 700 091, India
Tel : +91 33 3322 3700
Fax : +91 33 3322 3800
Website : www.umesl.co.in
CIN -L31300WB1997PLC085210

Dated: 28th May, 2019

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 quarter ended 31st March, 2019

Pursuant to the provisions of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed the Audited Financial Results (Standalone & Consolidated) of the Company, along with the Auditor's Report & Form-A of the Company, for the year ended 31st March, 2019.

Thanking you,
Yours truly

For Usha Martin Education & Solutions Limited

Chaitee Baral

Chaitee Baral
Company Secretary
Enclosed: a/a

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

CIN- L31300WB1997PLC086210

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

Tel: +91 33 33223700, Fax: +91 33 33223800

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2019

(Rs. In Lakh)

Sl. No.	Particulars	Quarter ended			Year ended	
		31-03-2019 (Unaudited)	31-12-2018 (Unaudited)	31-03-2018 (Unaudited)	31-03-2019 (Audited)	31-03-2018 (Audited)
1	Revenue from Operations	7.74	22.44	26.28	75.41	83.65
2	Other Income	8.66	0.83	10.39	11.25	17.10
3	Total Income (1+2)	16.42	23.27	36.67	86.66	100.75
4	Expenses					
	(a) Purchase of Traded Goods	-	-	-	-	-
	(b) Employee Benefits Expense	8.26	7.93	6.68	28.54	29.54
	(c) Finance Costs	4.77	6.20	8.74	20.41	36.32
	(d) Depreciation and Amortisation Expense	0.81	0.84	1.94	4.83	8.43
	(e) Other Expenses	0.30	4.78	5.77	27.29	43.05
	(f) Exceptional Items	-	-	-	-	-
	Total Expenses	16.20	16.36	23.13	80.87	117.34
5	Profit before tax (3-4)	(1.78)	4.92	13.54	5.79	(16.59)
6	Tax Expense					
	(a) Current Tax	-	-	-	-	-
	(b) Short/(Excess) provision of taxation for previous periods	-	16.54	-	16.54	-
	(c) Deferred Tax	-	-	-	-	-
	Total Tax Expense	-	16.54	-	16.54	-
7	Net Profit/(Loss) for the period (5-6)	(1.78)	(11.62)	13.54	(10.75)	(16.59)
8	Other Comprehensive income, net of income tax					
	(a) (i) Items that will not be classified to profit or loss					
	(a) Income tax relating to items that will not be classified to profit or loss	(0.48)	-	0.02	(0.48)	(1.35)
	(c) (i) Items that will be reclassified to profit or loss					
	(b) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	Total other comprehensive income, net of income tax	(0.48)	-	0.02	(0.48)	(1.35)
9	Total comprehensive income for the period (7+8)	(2.26)	(11.62)	13.56	(11.23)	(17.94)
10	Paid-up Equity Share Capital: (Face value Re. 1 each)	284.16	284.16	284.16	284.16	284.16
11	Earnings per share (of Re. 1 each) (not annualised)					
	(a) Basic (in Re.)	(0.01)	(0.04)	0.05	(0.04)	(0.07)
	(b) Diluted (in Rs.)	(0.01)	(0.04)	0.05	(0.04)	(0.07)

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 28th May, 2019.
- 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), Redefix 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 106 '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 first quarter are the balancing figures between audited figures of the full financial year and published figures up to the nine months ended 31.12.2018 of the respective financial year.
- 8) Statutory Auditors have provided an unmodified opinion on the Financial results.
- 9) Previous quarter figures have been re-grouped / re-arranged wherever necessary.

For Usha Martin Education & Solutions Limited



V.K. Gupta

Vinay Kumar Gupta
Whole-time Director
DIN: 00574665

Place : Kolkata
Dated : 28th May, 2019

USHA MARTIN EDUCATION & SOLUTIONS LIMITED

CIN: L31300WB1997PLC088210

Registered Office: Godrej Waterside, Unit No. 504, 8th Floor, Block DP-8, Sector-V, Salt Lake City,

Kolkata - 700 091. Tel: +91 33 33223700, Fax: +91 33 33223800

Standalone Statement of Assets & Liabilities

Particulars	(Rs. in Lakh)	
	31-03-19 Audited	31-03-18 Audited
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	126.94	133.56
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	-	-
	126.94	133.56
Non-Current Financial Assets		
Non-Current Investments	1,605.00	1,605.00
Trade receivables, non-current	-	-
Loans, non-current	13.75	13.61
Other non-current financial assets	8.68	0.01
Total Non-Current Financial Assets	1,627.43	1,624.62
Deferred Tax assets (net)	-	-
Other non-current assets	-	-
Total Non-Current Assets	1,754.37	1,758.18
Current Assets		
Inventories	-	-
Current Financial assets		
Current Investments	-	-
Trade receivables, current	7.80	14.80
Cash and Cash Equivalents	1.29	9.43
Bank balance other than cash and cash equivalents	13.31	12.52
Loans, current	77.57	82.86
Other current financial assets	-	-
Total Current Financial assets	100.97	129.61
Current tax assets (net)	-	-
Other current assets	-	-
Total Current assets	100.97	129.61
Non-current assets classified as held for sale	-	-
Regulatory deferral account debit balances and related deferred tax assets	-	-
Total Assets	1,855.34	1,887.79
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	264.16	264.16
Other Equity	1,077.77	1,089.00
Total Equity	1,341.93	1,353.16
Liabilities		
Non-Current Liabilities		
Non-Current Financial Liabilities		
Financial Liabilities		
Borrowings	-	-
Trade payables	-	-
Other Non-Current financial liabilities	-	-
Total non-Current Financial Liabilities	-	-
Provisions, non-current	125.35	124.62
Deferred tax liabilities (net)	-	-
Deferred Government grants, non-current	-	-
Other non-current liabilities	-	-
Total non-Current Liabilities	125.35	124.62
Current Liabilities		
Current financial liabilities		
Borrowings, current	255.89	270.61
Trade payables, current	43.36	49.39
Other current financial liabilities	83.23	77.13
Total current financial liabilities	382.48	397.13
Other current liabilities	2.68	4.61
Provisions, current	0.11	0.69
Current tax liabilities	-	-
Deferred Government grants, current	-	-
Total current liabilities	385.27	402.63
Liability directly associated with assets in disposal group classified as held for sale	-	-
Regulatory deferral account credit balances and related deferred tax liability	-	-
Total Liabilities	510.49	526.25
Total Equity and Liabilities	1,852.42	1,879.31

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

For Usha Martin Education & Solutions Limited

Place: Kolkata
Dated: 28th May, 2019



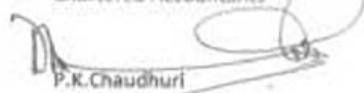
V.K. Gupta
Vinay Kumar Gupta
Whole-time Director
DIN: 00574665

ISHA MARTIN EDUCATION & SOLUTIONS LTD.
CIN: L31300WB1997PLC085210
Balance Sheet as at March 31, 2019

Particulars	Note No.	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	1	1,28,92,936	1,33,55,641
Intangible Assets	2	847	847
Financial Assets			
(i) Investment	3(i)	16,05,00,000	16,05,00,000
(ii) Others	3(ii)	11,75,000	13,51,410
Other Non Current Assets	4	6,66,468	6,04,321
Total Non-Current Assets		17,52,35,252	17,58,12,219
Current Assets			
Financial Assets			
(i) Trade Receivables	5	7,89,871	14,59,971
(ii) Cash and Cash Equivalents	6	1,28,559	1,42,700
(iii) Bank Balances other than (ii) above	7	13,31,140	12,51,541
Other Current Assets	8	77,57,411	92,65,515
Total Current Assets		1,00,06,981	1,21,19,727
TOTAL ASSETS		18,52,42,233	18,79,31,946
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	2,64,15,811	2,64,15,811
Other Equity	10	10,77,77,761	10,88,99,550
TOTAL EQUITY		13,41,93,572	13,53,15,361
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	11(i)		
Provisions	11(ii)	1,25,35,097	1,24,51,604
Total Non-Current Liabilities		1,25,35,097	1,24,51,604
Current Liabilities			
Financial Liabilities			
(i) Borrowings	12(i)	2,55,88,735	2,70,51,379
(ii) Trade and Other Payables	12(ii)	43,35,810	48,98,750
(iii) Others	12(iii)	83,22,551	77,54,947
Other Current Liabilities	13	2,55,164	4,50,858
Provisions	14	11,304	9,007
Total Current Liabilities		3,85,13,564	4,01,64,981
TOTAL LIABILITIES		5,10,48,661	5,26,16,585
TOTAL EQUITY AND LIABILITIES		18,52,42,233	18,79,31,946

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: 307724E
Chartered Accountants


P.K. Chaudhuri
Partner
Membership No. 003814

Place: Kolkata
Date: 28th May 2019



For and on behalf of the Board of Directors

Gangotri Guha
Director
DIN: 01666863

Vinay Kumar Gupta
Whole-Time Director
DIN: 00574665



Chaitan Baral
Company Secretary

USHA MARTIN EDUCATION AND SOLUTIONS LTD.
CIN: L31300WB1997PLC085310
Statement of Profit and Loss for the year ended March 31, 2019

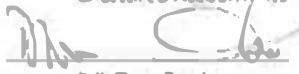
Particulars	Note No.	Year Ended	Year Ended
		March 31, 2019	March 31, 2018
		Rs.	Rs.
REVENUES			
Revenue from Operations	15	75,40,530	83,65,170
Other Income	16	11,25,728	17,10,447
Total Income		86,65,758	1,00,75,617
EXPENSES			
Employee Benefits Expense	17	28,53,606	29,53,756
Finance Cost	18	20,41,359	36,32,182
Depreciation and Amortization	19	4,62,705	8,43,051
Operating and Administrative Expenses	20	27,76,313	44,40,849
Total Expenses		81,33,983	1,18,69,838
Profit / Loss before Exceptional Items and Tax		5,31,775	(17,94,221)
Exceptional Items		-	-
Profit / Loss before Tax		5,31,775	(17,94,221)
Tax Expense:			
(i) Current Tax		-	-
(ii) Previous Years		16,53,564	-
Profit / (Loss) after Taxation		(11,21,789)	(17,94,221)
Profit/ Loss per equity share (Nominal Value per share - Rs. 1) Basic and Diluted in Rupees		(0.04)	(0.07)

Notes on Account and Significant Accounting Policies 21

The accompanying notes are integral part of the Profit and Loss

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

For G. Basu & Company
 Firm Registration Number: 30771.EE
 Chartered Accountants



P.K. Chaudhary
 Partner
 Membership No. 00381-1

Place: Kolkata
 Date: 28th May 2019

For and on behalf of the Board of Directors

Gangotri Guha Director
 DIN: 01566863
 Vinay Kumar Gupta
 Whole-Time Director
 DIN: 00574665



Chalice Baral
 Company Secretary



USHA MARTIN EDUCATION & SOLUTIONS LTD.
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
Balance as at April 1, 2018			
Share Premium Account	1,20,249	-	1,20,249
Retained Earnings:			
Opening Balance	10,87,79,301	-	10,87,79,301
(a) Profit/(Loss) for the year	(11,21,789)	-	(11,21,789)
(b) Other comprehensive income for the year	-	-	-
Total comprehensive loss for the year (a+b)	(11,21,789)	-	(11,21,789)
Closing Balance	10,76,57,512	-	10,76,57,512
Share based payment expenses	-	-	-
Re-payment towards Share based payment expenses	-	-	-
Balance as at March 31, 2019	10,77,77,761	-	10,77,77,761

Statement of Changes in Equity for the year ended March 31, 2018

A. Equity Share Capital

	Rs.
Balance at the April 1, 2017	2,64,15,811
Changes in the Equity Share Capital during the year on account of shares issued	-
Balance at the March 31, 2018	2,64,15,811

B. Other Equity

Particulars	Retained Earnings / (Accumulated Deficit)	Capital Contribution by Holding Company	Total
Balance as at April 1, 2017			
Share Premium Account	1,20,249	-	1,20,249
Retained Earnings:			
Opening Balance	11,05,73,522	-	11,05,73,522
(a) Profit/(Loss) for the year	(17,94,221)	-	(17,94,221)
(b) Other comprehensive loss for the year	-	-	-
Total comprehensive loss for the year (a+b)	(17,94,221)	-	(17,94,221)
Closing Balance	10,87,79,301	-	10,87,79,301
Additional Capital Contribution	-	-	-
Share based payment expenses	-	-	-
Re-payment towards Share based payment expenses	-	-	-
Balance as at March 31, 2018	10,88,99,550	-	10,88,99,550

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



P.K. Choudhuri
Partner
Membership No. 003814

Place: Kolkata
Date: 28th May, 2019



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

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

1 Property, Plant and Equipment

Assets	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount		Rs.
	As at April 01, 2018	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2019	As at April 01, 2018	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2019	As at March 31, 2019	As at April 01, 2018	
	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	22,30,330	1,01,898	-	23,32,228	2,39,803	3,41,701	
Vehicles	15,36,725	-	-	15,36,725	13,15,022	1,31,345	-	14,46,367	90,358	2,21,703	
Furniture and Fixture	24,13,523	-	-	24,13,523	19,77,007	1,65,512	-	21,42,519	2,71,004	4,36,516	
Office Equipment	6,35,668	-	-	6,35,668	4,56,700	63,950	-	5,20,650	1,15,018	1,78,968	
Total [A]	2,06,30,773	-	-	2,06,30,773	72,75,132	4,62,705	-	77,37,837	1,28,92,936	1,33,55,641	
Previous Year	2,31,08,565	-	24,77,792	2,06,30,773	87,22,422	8,43,051	22,90,341	72,75,132	1,33,55,641		

2 Intangible Assets

Assets	Gross Carrying Amount				Accumulated Amortisation				Net Carrying Amount		Rs.
	As at April 01, 2018	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2019	As at April 01, 2018	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2019	As at March 31, 2019	As at April 01, 2018	
	Computer Software	52,582	-	-	52,582	51,735	-	-	51,735	847	847
Total	52,582	-	-	52,582	51,735	-	-	51,735	847	847	
Previous Year	15,43,167	-	14,90,585	52,582	15,42,308	-	14,90,573	51,735	847		



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

	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
3 Financial Assets		
(i) Investment - Non-Current		
Long-Term Trade and Unquoted Investments in Equity Instruments (Values at Cost)	16,05,00,000	16,05,00,000
	<u>16,05,00,000</u>	<u>16,05,00,000</u>
(ii) Other		
Other - Non-Current Security Deposits	13,75,000	13,51,410
	<u>13,75,000</u>	<u>13,51,410</u>
4 Other Non-Current Assets		
Gratuity (Funded with LIC of India)	6,66,468	6,04,321
	<u>6,66,468</u>	<u>6,04,321</u>
5 Trade Receivables		
Unsecured, Considered Good Outstanding for a period exceeding six months	19,77,877	19,15,656
Less: Provision for Doubtful Debts	11,88,705	11,10,885
	<u>7,89,171</u>	<u>8,04,771</u>
(a)		
Considered Good Outstanding for a period less than six months From Related Parties Others	-	6,55,200
	<u>-</u>	<u>6,55,200</u>
(b)		
Total (a) + (b)	<u>7,89,171</u>	<u>14,59,971</u>
Details of Trade Receivable Outstanding	Percentage of Total Outstanding	
Name of Customer		
Punjab Technical University	65.32%	35.34%
Higate Developers Pvt. Ltd.	0.00%	7.60%
Peterhouse Investments India Ltd.	0.00%	37.48%
Others	34.68%	19.78%
	<u>100.00%</u>	<u>100.00%</u>
6 Cash and Cash Equivalents		
Cash on hand	2,087	324
Balances with Banks in current accounts	1,26,477	1,42,376
	<u>1,28,564</u>	<u>1,42,700</u>
There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.		
7 Bank Balances other than Cash and Cash Equivalents		
Fixed Deposits with more than 12 months maturity	13,31,140	12,51,541
	<u>13,31,140</u>	<u>12,51,541</u>



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

	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
8 Other Current Assets		
Advances to Suppliers	-	50,000
Prepaid Expenses	42,169	67,729
Balances with Government Authorities	1,17,432	92,736
Advance Payment of Taxes (Net of Provisions)	75,90,618	90,54,050
Advance/Loans to Employees	7,200	1,000
	77,57,411	92,65,515

9 Equity Share Capital

a) Authorized Share Capital

200,000,000 [As at March 31, 2018 / 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, 2018 / 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 Rs. 1/- each (As at March 31, 2018: 26,415,811 equity shares of Rs 1 each)	2,64,15,811	2,64,15,811
	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, 2019		As at March 31, 2018	
	Rs.	Nos.	Rs.	Nos.
As 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 26,415,811 Equity Shares issued as fully paid up in terms of the Scheme of Demerger approved by the Hon'ble Calcutta High Court.

a) 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/-) where, each holder of ordinary shares is entitled to 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 class.

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 31.03.2019	% of Equity Shares as on 31.03.2019	No. of Equity Shares as on 31.03.2018	% of Equity Shares as on 31.03.2018
UMIL Shares & Stock Broking Services Ltd	30,75,127	11.68	30,75,127	11.68
Polynoise Management Limited	23,88,291	9.23	23,88,291	9.23
Usha Breco Ltd	33,77,627	12.82	33,77,627	12.82
Pragati Investments Limited	20,57,610	7.95	20,57,610	7.95

10 Other Equity

Retained Earnings / (Accumulated Deficit) (Refer note 'a' below)	10,71,57,512	10,87,79,301
	10,71,57,512	10,87,79,301

Reserves & Surplus

Securities Premium Account	1,20,249	1,20,249
	1,20,249	1,20,249

a. Retained Earnings / (Accumulated Deficit)

Opening Balance	10,87,79,301	11,05,73,527
Net (Loss) / Surplus for the year	(16,21,789)	(17,94,221)
	10,71,57,512	10,87,79,301
Closing Balance	10,71,57,512	10,87,79,301



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

	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
11 Non-Current Liabilities		
Financial Liabilities		
(i) Borrowings	-	-
(ii) Provisions		
Non-Current portion of Provisions		
Provision for Movement of Assets	1,21,76,753	1,21,76,753
Employee Benefits		
Gratuity	2,52,757	1,92,155
Leave entitlement	1,05,577	82,696
	<u>1,25,35,097</u>	<u>1,24,51,604</u>
12 Current Liabilities		
Financial Liabilities- Current		
(a) Secured		
From Banks		
Cash Credit repayable on demand	27,13,735	36,26,379
	<u>27,13,735</u>	<u>36,26,379</u>
Unsecured		
From Related Party		
Intra-Corporate Deposits	2,28,75,000	2,34,25,000
	<u>2,28,75,000</u>	<u>2,34,25,000</u>
	<u>2,55,88,735</u>	<u>2,70,51,379</u>
(b) Trade and other Payables		
Trade Payables	21,29,187	24,29,022
Employee Related Liabilities	3,27,537	6,20,933
Accrued Expenses	18,79,086	18,48,795
	<u>43,35,810</u>	<u>48,98,750</u>
(iii) Others		
Capital Credits	1,67,893	1,67,893
Interest on Secured Loan	32,742	42,117
Interest on Unsecured Loan- Related Parties	74,29,410	63,87,163
Dues payable to related parties	6,97,506	11,57,814
	<u>83,72,551</u>	<u>77,54,987</u>
13 Other Current Liabilities		
Statutory Dues Payable	2,55,164	4,50,858
	<u>2,55,164</u>	<u>4,50,858</u>
14 Current portion of Provisions		
Employee Benefits		
Gratuity	7,967	8,327
Leave entitlement	3,337	2,680
	<u>11,304</u>	<u>9,007</u>



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

	For the Year Ended March 31, 2019 Rs.	For the Year Ended March 31, 2018 Rs.
15 Revenue from Operations		
Income from Business	75,40,530	83,65,170
	<u>75,40,530</u>	<u>83,65,170</u>
16 Other Income		
Interest Income		
Fixed Deposit with Bank	88,443	82,790
(Tax deducted at Source Rs 8,843/- Previous year Rs 8,79/-)		
Income Tax Refund	-	98,282
Income on Planned Assets (Gratuity)	85,903	22,045
Other Non-Operating Income	2,50,737	6,00,000
(Tax deducted at Source Rs 4,800/- Previous year Rs 12,000/-)		
Foreign Exchange Fluctuation Gain (Net)	10,220	-
Liabilities no longer required written back	8,99,830	5,81,693
Profit on Fixed Assets sold/scrapped	-	3,25,637
	<u>1,128,228</u>	<u>17,10,447</u>
17 Employee Benefits Expense		
Salaries and Bonus	26,98,350	27,54,910
Contribution to Provident and other funds	1,54,783	1,45,493
Staff Welfare expenses	473	53,353
	<u>28,53,606</u>	<u>29,53,756</u>
18 Finance Cost		
Interest on Working Capital Loan from Bank	4,44,262	6,82,928
Bank Charges	34,425	34,177
Other Borrowing Cost	15,50,000	28,93,883
Others	12,672	21,184
	<u>20,41,359</u>	<u>36,32,182</u>
19 Depreciation and Amortisation		
Depreciation on Property Plant and Equipment	4,62,705	8,43,051
	<u>4,62,705</u>	<u>8,43,051</u>
20 Operating and Administrative Expenses		
Travelling and conveyance	1,21,964	1,74,333
Communication	2,03,748	2,19,494
Maintenance expenses	1,402	73,870
Rent (including Lease Rent)	48,000	78,000
Insurance charges	1,31,174	1,34,370
Computer Consumables	-	3,953
Professional and Consultancy Charges	4,53,654	5,38,785
Legal and Secretarial	11,99,274	10,65,086
Printing and Stationery expenses	3,68,168	5,24,685
Director Meeting fees	60,200	74,000
Payment to Auditors (Refer note 'a' below)	1,25,000	1,25,000
Rates and Taxes	7,190	9,787
Foreign Exchange Fluctuation Gain (Net)	-	41,148
Other Comprehensive Expense	47,813	1,35,429
Provision for Doubtful Debts	-	11,08,143
Bad Debts/Sundry Balances written off (Net)	96,410	71,892
Unusual and Miscellaneous Expenses	16,806	62,946
	<u>27,76,813</u>	<u>44,40,9</u>
* Payment to Auditors		
Statutory Auditors		
Statutory Audit fees	1,00,000	1,00,000
Tax Audit fees	25,000	25,000
	<u>1,25,000</u>	<u>1,25,000</u>



ISHA MARTIN EDUCATION & SOLUTIONS LTD.
CIN: L31300WB1997PLC0285210
Cash Flow Statement for the year ended March 31, 2019


Particulars	Rs. Year Ended March 31, 2019	Rs. Year Ended March 31, 2018
A. Cash Flow generated / (used) In Operating Activities		
Profit / (Loss) before tax	5,31,775	(17,94,221)
Adjustment for:		
Depreciation and Amortization	4,62,705	8,43,051
Interest Income	(1,54,346)	(1,81,072)
Liabilities no longer required written back	(6,99,930)	(5,81,693)
Provision for Doubtful Debts	-	11,08,143
Bad Debts / Sundry balances written off (net)	96,410	71,892
Unrealised Foreign Exchange Loss (net)	-	14,078
Loss/ (Gain) on Tangible Assets Sold / Discarded	-	(3,25,637)
Finance Costs	20,41,359	36,32,182
Operating Profit before working capital changes	22,77,973	27,86,723
Adjustment for changes in Working Capital:		
(Decrease)/ Increase in Trade Payables	(1,61,580)	(14,77,452)
(Decrease)/ Increase in Provisions	85,790	(1,27,156)
(Decrease)/Increase in Other Financial Liabilities	(1,66,739)	3,64,464
(Decrease)/Increase in Other Current Liabilities	(1,95,694)	11,607
(Decrease)/Increase in Trade Receivables	6,70,100	(5,83,786)
Refund/ (payment) of tax	-	15,22,017
(Decrease)/(Increase) in Other Non-Current Financial Assets	1,30,000	21,500
(Decrease)/(Increase) in Other Assets	(1,47,075)	80,375
Cash generated from Operations	24,92,775	25,98,292
Direct Taxes Paid (Net)	(1,90,131)	(1,58,439)
Net Cash generated from Operating Activities	23,02,643	24,39,853
B. Cash Flow used in Investing Activities		
Proceeds from disposal of property, plant and equipment	-	5,13,100
Interest Received	1,54,346	1,81,072
Net Cash used in Investing Activities	1,54,346	6,94,172
C. Cash Flow used in Financing Activities		
Proceeds/(Repayments) of loan from Banks	(14,67,644)	(15,89,398)
Finance Costs	(10,08,487)	(15,75,384)
Net Cash used in Financing Activities	(24,76,131)	(31,64,782)
Net Increase /decrease in Cash and Cash equivalents	(14,141)	(30,757)
Cash and Cash Equivalents at the beginning of the year	1,42,700	1,73,457
Cash and Cash Equivalents at the end of the year	1,28,559	1,42,700
	(14,141)	(30,757)
<i>* Amount is below the rounding off norm adopted by the Company</i>		
Cash and Cash Equivalents comprise:	As at	As at
	March 31, 2019	March 31, 2018
Cash on hand	2,082	324
Balances with Banks		
In current accounts	1,26,477	1,42,376
	1,28,559	1,42,700

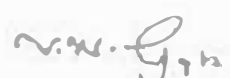
The accompanying notes are integral part of the Cash Flow Statements.

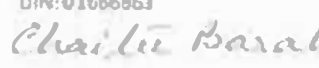
For G. Basu & Company
 Firm Registration Number: 307714E
 Chartered Accountants

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: 23rd May, 2019



Note 21: Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2019

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.

Revenue from operations is accounted for net of Service Tax.

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, 2019**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 retirement 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 employment 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 construction 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 year, the Company has utilized its working capital facility (Overdraft) of Rs. 36.26 lacs as on 1st April 2018 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. The outstanding balance as on 31st March 2019 was Rs. 27.14 lacs.



Note 21: Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2019

3) Foreign Currency Earnings & Outgo:

a) Expenditure in foreign currency:

	2018-19 (Rs.)	2017-18 (Rs.)
Listing Fees	194,375	199,665

b) Earnings in foreign currency:

	2018-19 (Rs.)	2017-18 (Rs.)
Management Training, Educational Consultancy, Market Research and Delivery of modules for H & D Business Studies and Computing Studies	5,456,530	7,525,170

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
Usha Breco Limited	- do -
Redtech Network India Private Limited	- do -
Highgate Developers Private Limited	- do -
Jhavar Impact Ventures Private Limited	- do -
Jhavar Venture Management Private Limited	- do -
Peterhouse Investments India Limited	- do -
Vinay Kumar Gupta (Whole Time Director)	Key Managerial Personnel
Indrajit Bandyopadhyay (Chief Financial Officer)	Key Managerial Personnel
Chaitce Baral (Company Secretary)	Key Managerial Personnel



Note 21: Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2019

ii) Particulars of Transactions during the year ended 31st March, 2019

Particulars	Subsidiaries and Associates	Key Management Personnel
	(Rs.)	(Rs.)
Rent Paid (including lease Rent)	48,000	-
	48,000	-
Key Managerial Personnel's Remuneration	-	2,582,000
	-	2,427,644
Training Fees	2,000,000	-
	840,000	-
Sale of Fixed Assets	-	-
	400,000	-
Interest Paid	1,550,000	-
	2,893,893	-
Reimbursement of Expenses received	355,308	-
	325,536	-
Unsecured Loans:		
Taken during the year	150,000	-
Repaid during the year	700,000	-
	-	-
	-	-
Balances outstanding at the year end	30,996,916	-
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

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

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a) i) Basic		
(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	(1,121,789)	(1,794,221)
Basic Earnings per Share [(b)/(a)(iii)]- Re.	(0.04)	(0.07)



Note 21: Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2019

(II) Diluted

(a) Diluted Potential Equity Shares	-	-
(b) Diluted Earnings per Share [(b)/(ii)(iii)]- Rs.	(0.04)	(0.07)

6) Managerial Remuneration paid payable

	2018-19		2017-18	
(a) Key Managerial Personnel's Remuneration:	Rs.	Rs.	Rs.	Rs.
Salary	852,060		762,629	
Contribution to Provident Fund	102,247		91,515	
Contribution to Gratuity and Superannuation	40,984		36,682	
Other Benefits (actual and/or estimated)	<u>1,586,709</u>	<u>2,582,100</u>	<u>1,536,818</u>	<u>2,427,644</u>
(b) Other Directors' Sitting Fees		<u>60,200</u>		<u>74,000</u>
		<u>2,642,200</u>		<u>2,501,644</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 31.03.2019. 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 31.03.2018	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, 2019

9) Defined Benefit Plans / Long Term Compensated Absences – as per Actuarial Valuations as on March 31, 2019 and recognized in the financial statements in respect of Employee Benefit Schemes.

		(Amount in Rupees)	
		Gratuity Funded	Leave Encashment Unfunded
I	Components Employer Expense		
1	Current Service Cost	33,485 30,199	14,570 13,878
2	Interest Cost	(33,732) (41,334)	6,574 8,789
3	Expected Return on Plan Assets	-	-
4	Curtailment Cost / (Credit)	-	-
5	Settlement Cost / (Credit)	-	-
6	Past Service Cost	-	-
7	Actuarial Losses / (Gains)	-	2,394 48,211
8	Total expense recognized in the Statement of Profit & Loss	(247) (11,135)	23,538 70,878
		Gratuity Funded	Leave Encashment Unfunded
II	Actuarial Returns for the period ended March, 2019	-	-
III	Net Asset / (Liability) recognized in Balance Sheet as at March 31, 2019		
1	Present Value of Defined Benefit Obligation	438,070 562,364	(85,376) 119,583
2	Fair Value on Plan Assets	-	-
3	Status [Surplus/(Deficit)]	-	-
4	Expense recognized in Income Statement	(247) (11,135)	23,538 70,878
5	Expense recognized in Other Comprehensive Income	14,439 135,429	-
6	Employer Contribution	-	(105,085)
7	Net Asset/(Liability) recognized in Balance Sheet	423,878 438,070	(108,914) (85,376)



Note 21: Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2019

IV Change in Defined Benefit Obligations (DBO) during the year ended March 31, 2019		Gratuity Funded	Leave Encashment Unfunded
1	Present Value of DBO at the Beginning of Period	198,482 291,431	85,376 119,583
2	Current Service Cost	33,485 30,199	14,570 13,878
3	Interest Cost	15,283 21,420	6,574 8,789
4	Curtailment Cost / (Credit)	-	-
5	Settlement Cost / (Credit)	-	-
6	Plan Amendments	-	-
7	Acquisitions	-	-
8	Actuarial (Gains)/Losses	13,484 137,137	2,394 (48,211)
9	Benefits Paid	- (281,705)	- (105,085)
10	Present Value of DBO at the End of Period	260,734 198,482	108,914 85,376

V Change in Fair Value of Assets during the year ended March 31, 2019		Gratuity Funded	Leave Encashment Unfunded
1	Plan Assets at the Beginning of Period	636,552 853,795	- -
2	Investment Income	49,015 62,754	- -
3	Return on Plan Assets	(955) 1,708	- -
4	Actuarial Gains/(Losses)	-	-
5	Actual Company Contribution	-	105,085
6	Benefits Paid	- (281,705)	- (105,085)
7	Present Value of DBO at the End of Period	684,612 636,552	- -



Note 21: Significant Accounting Policies and Notes on Accounts for the year ended 31st March, 2019

VI Actuarial Assumptions			
1	Discount Rate (%)	7.60%	7.60%
2	Expected Return on Plan Assets (%)	7.55%	-
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.Chaudhri)
Partner
Membership No. 003814

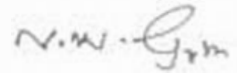


For and on behalf of
G. Baral & Co.
Chartered Accountants
Firm Registration No. 301174E

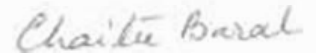
Place: Kolkata
Dated: 28th May, 2019



Gangotri Guha
Director
DIN: 01666863



Vinay Kumar Gupta
Whole-time Director
DIN: 00574665



Chaitu Baral
Company Secretary



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 2019, 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, 2019, and its loss, 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 recognised 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><i>Principal Audit Procedures</i></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"> • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. • Selected a sample of continuing and new contracts and performed the following procedures: <ul style="list-style-type: none"> • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to



		<p>compute revenue and to test the basis of estimation of the variable consideration.</p> <ul style="list-style-type: none"> • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. • In respect of samples relating to fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems. • Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. • We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
2.	<p><i>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates</i></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 <u>1(d)</u> and <u>ALL</u> to the Standalone Financial Statements.</p>	<p><i>Principal Audit Procedures</i></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"> • Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations. • Tested the access and application controls



		<p>pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred.</p> <ul style="list-style-type: none"> Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated. Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations. Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.
<p>3.</p>	<p><i>Evaluation of uncertain tax positions & Recoverability of advance tax.</i></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 <u>1(i)</u> and <u>1(L)</u> to the Standalone Financial Statements</p>	<p><i>Principal Audit Procedures</i></p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. Involvement of our internal experts hardly found anything to challenge the management's underlying assumptions in estimating the tax provision and recoverability and advance tax.</p>
	<p>4. 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)⁵ 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 are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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



- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, 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, 2019 taken on record by the Board of Directors, none of the



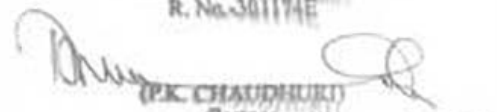
directors is disqualified as on 31st March, 2019 from being appointed as a director.

- (f) We have audited the Internal Financial Controls over Financial Reporting (IFCOFR) of the company as on 31st March, 2019 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date and our report dated May 28, 2019 as per Annexure-1 expressed an unmodified report.
- (g) 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 has disclosed the Impact of pending litigations on its financial position in its financial statements – Refer Note 2(e) to the financial statements. [or the Company does not have any pending litigations which would impact its financial position⁹]
 - 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 NJK to the financial statements. [or the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses¹⁰]

Place : Kolkata
Date : May 28, 2019



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


(P.K. CHAUDHURI)
Partner
(M. No. 003614)

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 31st March 2019 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



reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Kolkata

Dated : May 28, 2019

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


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



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 31st March, 2019 for a period of more than six months from the date on when they become payable.

(a) 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
H. No.-30117E

(S. CHAUDHURI)
Partner
(M. No. 003814)

Place : Kolkata

Date : May 28, 2019



USHA MARTIN EDUCATION & SOLUTIONS LIMITED

CIN: L31300WB1997PLC085210

Registered Office: Godrej Waterside, Unit No. 506, 5th Floor, Block DP-5, Sector-V, Salt Lake City, Kolkata - 700 091

Tel: +91 33 33223700, Fax: +91 33 33223800

**STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS
FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2019**

		(Rs. In Lakh)					
Sl. No.	Particulars	Quarter ended			Year ended		
		31-03-2019 (Unaudited)	31-12-2018 (Unaudited)	31-03-2018 (Unaudited)	31-03-2019 (Audited)	31-03-2018 (Audited)	
1	Revenue from Operations	7.74	22.44	24.28	73.41	81.55	
2	Other Income	10.73	2.90	12.59	19.51	29.18	
3	Total Income (1+2)	18.47	25.34	36.87	92.92	110.73	
4	Expenses						
	(a) Purchase of Traded Goods	-	-	-	-	-	
	(b) Employee Benefits Expense	6.56	7.82	6.98	29.70	31.09	
	(c) Finance Costs	4.79	5.19	8.76	20.43	36.34	
	(d) Depreciation and Amortisation Expense	0.81	0.84	1.94	4.63	8.43	
	(e) Other Expenses	9.32	5.28	5.50	31.74	46.10	
	(f) Exceptional Items	-	-	-	-	-	
	Total Expenses	21.47	19.13	23.16	86.60	121.96	
5	Profit before tax (3-4)	(3.00)	6.21	13.71	6.42	(14.16)	
6	Tax Expense						
	(a) Current Tax	10.05	0.20	0.04	0.82	0.62	
	(b) Short/Excess provision of tax/for previous periods	0.00	17.05	-	17.06	-	
	(c) Deferred Tax	-	-	-	-	-	
	Total Tax Expense	10.05	17.25	0.04	17.87	0.62	
7	Net Profit/(Loss) for the period (5-6)	(2.95)	(11.04)	13.67	(9.45)	(14.78)	
8	Other Comprehensive Income, net of income tax						
	(a) (i) Items that will not be classified to profit or loss	(0.48)	-	0.02	(0.48)	(1.35)	
	(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	-	-	-	-	-	
	Total other comprehensive income, net of income tax	(0.48)	-	0.02	(0.48)	(1.35)	
9	Total comprehensive income for the period (7+8)	(3.43)	(11.04)	13.69	(9.93)	(16.13)	
10	Paid-up Equity Share Capital (Face value Rs. 1 each)	264.16	264.16	264.16	264.16	264.16	
11	Earnings per share (of Rs. 1 each) (not audited)						
	(a) Basic (in Rs.)	(0.01)	(0.04)	0.05	(0.04)	(0.08)	
	(b) Diluted (in Rs.)	(0.01)	(0.04)	0.05	(0.04)	(0.08)	

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 28th May, 2019.
- The above consolidated financial results have been compiled by following the principles set out in the Accounting Standard 21 "Consolidated Financial Statements".
- 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. Beginning April 1, 2017, the Company has for the first time adopted Ind AS with a transition date of April 1, 2016.
- 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 adjustments 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 31.12.2018 of the respective financial year.
- 9) Statutory Auditors have provided an unmodified opinion on the Financial results.
- 10) Previous quarter figures have been re-grouped / re-arranged wherever necessary.

Place : Kolkata
Dated : 28th May, 2019

For Usha Martin Education & Solutions Limited



Vinay Kumar Gupta

Vinay Kumar Gupta
Whole-time Director
DIN: 00574665

USHA MARTIN EDUCATION & SOLUTIONS LIMITED
CIN- L31909WB1997PLC065210

Registered Office: Godej Waterade, Unit No. 504, 8th Floor, Block OP- 5, Sector- V, Salt Lake City, Kolkata - 700 091. Tel: +91 33 33223700, Fax: +91 33 33223800
Consolidated Statement of Assets & Liabilities

Particulars	₹ (in Lakh)	
	31-03-19 Audited	31-03-18 Audited
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	128.96	159.56
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		
	128.96	159.56
Non-Current Financial Assets		
Non-Current Investments	1,550.00	1,550.00
Trade receivables, non-current		
Loans, non-current	19.75	13.63
Other non-current financial assets	6.66	6.30
Total Non-Current Financial Assets	1,566.41	1,569.93
Deferred Tax assets (net)		
Other non-current assets		
Total Non-Current Assets	1,697.35	1,703.17
Current Assets		
Intercorps		
Current Financial assets		
Current Investments		
Trade receivables, current	7.80	14.60
Cash and Cash Equivalents	1.53	1.63
Bank balances other than cash and cash equivalents	13.31	12.52
Loans, current	179.04	187.44
Other current financial assets		
Total Current financial assets	201.75	216.18
Current tax assets (net)		
Other current assets		
Total Current assets	201.75	216.18
Non-current assets classified as held for sale		
Regulatory deferral account debit balances and related deferred tax assets		
Total Assets	1,899.10	1,919.35
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	264.16	264.16
Other Equity	1,127.34	1,137.27
Total Equity	1,391.50	1,401.43
Liabilities		
Non-Current Liabilities		
Non-Current Financial Liabilities		
Financial Liabilities		
Borrowings		
Trade payables		
Other Non-Current financial Liabilities		
Total non-current financial Liabilities		
Provisions, non-current	125.35	124.52
Deferred tax liabilities (net)		
Deferred Government grants, non-current		
Other non-current liabilities		
Total non-current Liabilities	125.35	124.52
Current Liabilities		
Current financial liabilities		
Borrowings, current	268.69	270.61
Trade Payables, current	47.16	92.93
Other current financial liabilities	78.30	85.65
Total current financial liabilities	394.15	399.19
Other current liabilities	2.80	4.72
Provisions, current	0.11	0.09
Current tax liabilities		
Deferred Government grants, current		
Total current liabilities	397.06	394.01
Liability directly associated with assets to be disposed group classified as held for sale		
Regulatory deferral account credit balances and related deferred tax liability		
Total Liabilities	507.60	517.92
Total Equity and Liabilities	1,899.10	1,919.35

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

For Usha Martin Education & Solutions Limited



N.K. Gupta
Vinay Kumar Gupta
Whole-time Director
DIN: 00574665

Place : Kolkata
Dated : 28th May, 2019

USHA MARTIN EDUCATION & SOLUTIONS LTD.
CIN: L31300WB1997PLC085210
Consolidated Balance Sheet as at March 31, 2019

Particulars	Note No.	As at March 31, 2019 Rs	As at March 31, 2018 Rs
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	1	1,28,92,936	1,33,55,643
Intangible Assets	2	847	847
Financial Assets			
(i) Investment	3(i)	15,50,00,000	15,50,00,000
(ii) Others	3(ii)	11,75,000	13,51,410
Other Non-Current Assets	4	6,66,469	6,09,857
Total Non-Current Assets		14,97,35,252	17,03,17,755
Current Assets			
Financial Assets			
(i) Trade Receivables	5	7,89,877	14,59,971
(ii) Cash and Cash Equivalents	6	1,49,599	1,62,940
(iii) Bank Balances other than (ii) above	7	13,31,140	12,51,543
Other Current Assets	8	1,79,03,999	1,87,43,674
Total Current Assets		2,01,74,609	2,16,18,126
TOTAL ASSETS		18,99,09,861	19,19,35,881
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	2,64,15,811	2,64,15,811
Other Equity	10	11,27,33,717	11,37,26,695
TOTAL EQUITY		13,91,49,528	14,01,42,506
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Borrowings	11(i)		
Provisions	11(ii)	1,25,35,097	1,74,51,604
Total Non-Current Liabilities		1,25,35,097	1,74,51,604
Current Liabilities			
Financial Liabilities			
(i) Borrowings	12(i)	2,55,88,735	2,70,31,379
(ii) Trade and Other Payables	12(ii)	47,15,020	52,12,086
(iii) Others	12(iii)	16,30,045	65,97,173
Other Current Liabilities	13	2,80,132	4,72,126
Provisions	14	11,304	9,007
Total Current Liabilities		3,82,25,236	3,93,41,771
TOTAL LIABILITIES		5,07,60,333	5,17,93,375
TOTAL EQUITY AND LIABILITIES		18,99,09,861	19,19,35,881

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: 307714E
Chartered Accountants


P.K. Chaudhuri
Partner
Membership No. 003814

Place: Kolkata
Date: 28th May, 2019

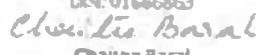


For and on behalf of the Board of Directors



Gangotri Guha
Director
CIN: 01666863

Viney Kumar Gupta
Whole Time Director
DIN: 00574665


Chaitaa Baral
Company Secretary

USHA MARTIN EDUCATION AND SOLUTION LTD.
CIN: L31300WB1997PLC085210
Consolidated Statement of Profit and Loss for the year ended March 31, 2019

Particulars	Note No.	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
REVENUES			
Revenue from Operations	15	75,40,530	81,65,170
Other Income	16	19,51,454	26,14,857
Total Income		94,91,984	1,07,80,027
EXPENSES			
Employee Benefits Expense	17	29,69,706	31,09,302
Finance Cost	18	20,43,052	36,33,943
Depreciation and Amortization	19	4,62,705	8,43,051
Operating and Administrative Expenses	20	32,22,257	47,45,204
Total Expenses		86,97,720	1,23,31,500
Loss before Exceptional Items and Tax			
Loss: Exceptional Items		-	-
Profit / Loss before Exceptional Items and Tax		7,94,264	(15,51,473)
Exceptional Items		-	-
Profit / Loss before Tax		7,94,264	(15,51,473)
Tax Expense:			
(i) Current Tax		82,000	62,000
(ii) Previous Year		17,05,241	-
(iii) Deferred Tax		-	-
Profit / (Loss) after Taxation		(9,92,977)	(16,13,473)
Profit/ Loss per equity share (Nominal Value per share : Rs. 1) -Basic and Diluted in Rupees		(0.04)	(0.06)

Notes on Account and Significant Accounting Policies

21

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

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

For G. Basu & Company

Firm Registration Number: 307714E

Chartered Accountants



P. K. Chaudhuri

Partner

Membership No. 003814

For and on behalf of the Board of Directors



Gangotri Guha

Director

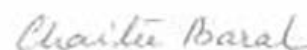
DIN: 01666863



Vinay Kumar Gupta

Whole-Time Director

DIN: 00574665



Chaitee Baral

Company Secretary

Place: Kolkata

Date : 28th May 2019



USHA MARTIN EDUCATION & SOLUTION LTD.
Consolidated Statement of Change 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
Balance as at April 1, 2018			
Share Premium Account	1,20,249	-	1,20,249
Retained Earnings			
Opening Balance	11,36,06,445	-	11,36,06,445
(a) Profit/(Loss) for the year	(9,92,977)	-	(9,92,977)
(b) Other Comprehensive Income for the year	-	-	-
Total Comprehensive loss for the year (a+b)	(9,92,977)	-	(9,92,977)
Closing Balance	11,26,13,468	-	11,26,13,468
Additional Capital Contribution	-	-	-
Share based payment expenses	-	-	-
Re-payment towards Share based payment expenses	-	-	-
Balance as at March 31, 2019	11,27,33,717	-	11,27,33,717

Statement of Changes in Equity for the year ended March 31, 2018


A. Equity Share Capital

	Rs.
Balance at the April 1, 2017	2,64,15,811
Changes in the Equity Share Capital during the year on account of shares issued	-
Balance at the March 31, 2018	2,64,15,811

B. Other Equity


Particulars	Retained Earnings / (Accumulated Deficit)	Capital Contribution by Holding Company	Total
Balance as at April 1, 2017			
Share Premium Account	1,20,249	-	1,20,249
Retained Earnings			
Opening Balance	11,52,19,959	-	11,52,19,959
(a) Profit/(Loss) for the year	(16,13,473)	-	(16,13,473)
(b) Other Comprehensive Loss for the year	-	-	-
Total Comprehensive loss for the year (a+b)	(16,13,473)	-	(16,13,473)
Closing Balance	11,36,06,486	-	11,36,06,486
Additional Capital Contribution	-	-	-
Share based payment expenses	-	-	-
Re-payment towards Share based payment expenses	-	-	-
Balance as at March 31, 2018	11,37,26,695	-	11,37,26,695


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



P.K. Chaudhuri
Partner
Membership No. 003814

Place: Kolkata
Date: 28th May, 2019

For and on behalf of the Board of Directors


Gangotri Guha
Director
DIN: 01666863


Vinay Kumar Gupta
Whole-Time Director
DIN: 00574665


Chaitee Barai
Company Secretary



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 01, 2018	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2019	As at April 01, 2018	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2019	As at March 31, 2019	As at April 01, 2018
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	22,30,330	1,01,898	-	23,32,228	2,39,803	3,41,701
Vehicles	15,36,725	-	-	15,36,725	13,15,022	1,31,345	-	14,46,367	90,358	2,21,703
Furniture and fixture	24,13,523	-	-	24,13,523	19,77,007	1,65,512	-	21,42,519	2,71,004	4,36,516
Office Equipment	6,35,668	-	-	6,35,668	4,56,700	63,950	-	5,20,650	1,15,018	1,78,968
Total (A)	2,06,30,773	-	-	2,06,30,773	72,75,132	4,62,705	-	77,37,837	1,28,92,936	1,33,55,641
Previous Year	2,31,08,565	-	24,77,792	2,06,30,773	87,22,422	8,43,051	22,90,341	72,75,132	1,33,55,641	

2 Intangible Assets

Rs.

Assets	Gross Carrying Amount				Accumulated Amortisation				Net Carrying Amount	
	As at April 01, 2018	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2019	As at April 01, 2018	Additions During the year	Disposal/ Adjustments During the year	As at March 31, 2019	As at March 31, 2019	As at April 01, 2018
Computer Software	52,582	-	-	52,582	51,735	-	-	51,735	847	847
Total	52,582	-	-	52,582	51,735	-	-	51,735	847	847
Previous Year	15,43,167	-	14,90,585	52,582	15,42,308	-	14,90,573	51,735	847	



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

	As at March 31, 2019 Rs	As at March 31, 2018 Rs
3		
Investments-Non-Current		
Long-Term Trade and Unquoted Investments in Equity Instruments (Valued at Cost)	13,50,00,000	13,50,00,000
	13,50,00,000	13,50,00,000
110		
Others		
Other Non-Current		
Security Deposits	11,79,000	13,51,410
	11,79,000	13,51,410
4		
Other Non-Current Assets		
Gratuity Funded with LIC of India)	6,66,468	6,04,323
MAJ Credit (Beklemim)	-	5,338
	6,66,468	6,09,661
5		
Trade Receivables		
Unsecured, Considered Good		
Outstanding for a period exceeding than six months	19,77,877	10,31,656
Less: Provision for Doubtful Debts	11,88,006	11,00,883
	7,89,871	8,04,773
	(a)	
Considered Good		
Outstanding for a period less than six months		
From Related Parties	-	6,55,200
	-	6,55,200
	(b)	
Total (a) + (b)	7,89,871	14,69,973

Details of Trade Receivable Outstanding

Name of Customer	Percentage of Total Outstanding	
Punjab Technical University	65.32%	15.34%
Hightech Developers Pvt. Ltd.	0.00%	7.40%
Peterhouse Investments India Ltd.	0.00%	17.48%
Others	34.68%	19.78%
	100.00%	100.00%

6

Cash and Cash Equivalents		
Cash on hand	2,650	1,321
Balances with Banks		
- Current accounts	1,46,949	1,51,819
	1,49,599	1,53,140

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

7

Bank Balances other than Cash and Cash Equivalents		
Fixed Deposits with more than 12 months maturity	13,71,140	12,51,541
	13,71,140	12,51,541



	As at March 31, 2019 Rs	As at March 31, 2018 Rs
Other Current Assets		
Inter Corporate Deposits (Unsecured)	79,00,000	79,00,000
Advances to Suppliers	-	10,000
Prepaid Expenses	82,168	67,729
Balance with Excise, Customs and Sales Tax Authorities	5,18,774	4,36,461
Advance Payment of Taxes (Net of Provisional)	85,86,142	1,01,41,268
Advance/Loans to Employees	7,203	1,000
Interest Receivable	17,89,712	5,47,317
Other receivables	-	-
	1,79,02,999	1,87,41,874

Equity Share Capital

(Authorized Share Capital)

200,000,000 (As at March 31, 2018 = 200,000,000 equity shares of Rs. 1 each)

20,00,00,000

20,00,00,000

1,00,00,000 10.75% Cumulative Redeemable

Preference Shares of Rs 50/- each

5,00,00,000

5,00,00,000

(As at March 31, 2018 = 1,00,00,000) 10.75% Cumulative Preference Shares of Rs. 50/- each

25,00,00,000

25,00,00,000

b) Issued, Subscribed & paid up Share Capital

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

2,64,15,811

2,64,15,811

(As at March 31, 2018 = 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, 2019		As at March 31, 2018	
	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 26,415,811 Equity Shares issued as to full-paid 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 or other 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 31.03.2019	% of Equity Shares as on 31.03.2019	No. of Equity Shares as on 31.03.2018	% of Equity Shares as on 31.03.2018
UTAI Shares & Stock Broking Services Ltd	30,75,127	11.64	30,75,127	11.64
Peterhouse Investments Limited	21,08,791	7.98	21,08,791	7.98
Usha Broco Ltd	11,77,627	4.45	11,77,627	4.45
Primes Investments Limited	20,57,610	7.79	20,57,610	7.79



	As at March 31, 2019 Rs	As at March 31, 2018 Rs
10 Other Equity		
Retained Earnings / (Accumulated Deficit) (Note note 'a' below)	11,26,13,658	11,36,08,448
	<u>11,26,13,658</u>	<u>11,36,08,448</u>
Reserves & Surplus		
Securities Premium Account	1,20,249	1,20,249
	<u>1,20,249</u>	<u>1,20,249</u>
11 Retained Earnings / (Accumulated Deficit)		
Opening Balance	11,94,00,445	11,53,19,920
Net Profit/ Surplus for the year	(79,86,787)	(11,13,473)
Closing Balance	<u>11,26,13,658</u>	<u>11,36,08,448</u>
	<u>11,27,33,717</u>	<u>11,37,28,695</u>
12 Non-Current Liabilities		
Financial Liabilities		
(i) Borrowings		
(ii) Provisions		
Non-current portion of provisions		
Provision for impairment of assets	1,21,76,753	1,21,76,753
Employee benefits		
Gratuity	2,52,767	1,92,155
Leave entitlement	1,05,577	82,686
	<u>1,29,35,097</u>	<u>1,24,51,604</u>
13 Current Liabilities		
Financial Liabilities - Current		
(i) Borrowings		
Secured		
From Banks		
Cash Credit repayable on Demand	27,13,735	36,76,379
	<u>27,13,735</u>	<u>36,76,379</u>
Unsecured		
From Related Party		
Inter-Corporate Deposit	2,28,75,000	2,34,25,000
	<u>2,28,75,000</u>	<u>2,34,25,000</u>
	<u>2,55,88,735</u>	<u>2,70,51,379</u>
(ii) Trade and other payables		
Trade Payables	12,45,881	16,31,248
Employee Related Liabilities	1,17,537	6,20,933
Accrued Expenses	19,41,594	19,59,305
	<u>13,74,992</u>	<u>13,11,486</u>
(iii) Others		
Capital Creditors	1,67,893	1,07,873
Interest on Secured Loan	12,742	62,117
Interest on Unsecured Loan- Related Parties	74,29,410	81,87,163
	<u>76,90,045</u>	<u>63,57,153</u>
13 Other Current Liabilities		
Statutory Dues Payable	2,60,132	4,72,126
	<u>2,60,132</u>	<u>4,72,126</u>
14 Current portion of provisions		
Employee Benefits		
Gratuity	7,967	5,327
Leave entitlement	1,137	2,680
	<u>9,104</u>	<u>8,007</u>



	For the Year Ended March 31, 2019 Rs	For the Year Ended March 31, 2018 Rs
15 Revenue from Operations		
Revenue from Business	75,40,530	81,64,170
	75,40,530	81,64,170
16 Other Income		
Interest Income		
Fixed Deposit with Bank (Tax deducted at Source Rs 8,645/-, Previous year Rs 9,279/-)	86,443	82,700
Income Tax Refund	1,220	1,06,363
Income on Financial Assets (Gratuity)	65,903	22,044
Other Corporate Deposits	8,26,000	8,97,339
Other Non Operating Income (Tax deducted at Source Rs 2,800/-, Previous year Rs 12,000/-)	2,50,732	6,00,000
Foreign Exchange Fluctuation Gain (Net)	20,220	-
Liabilities no longer required written back	4,99,930	5,81,693
Profit on Fixed Assets sold/scrapped	-	1,25,637
	10,51,454	26,24,057
17 Employee Benefits Expense		
Salaries and Bonus	28,24,450	29,10,456
Contribution to provident and other funds	1,54,783	1,45,495
Staff Welfare Expenses	473	53,355
	29,79,706	31,09,306
18 Finance Cost		
Interest on Working Capital Loan from Bank	4,44,767	6,82,924
Bank Charges	30,118	35,938
Other Borrowing Cost	15,91,000	28,93,857
Others	12,072	21,184
	20,68,957	36,33,903
19 Depreciation and Amortisation		
Depreciation on Properties, Plant and Equipment	4,62,705	6,41,051
	4,62,705	6,41,051
20 Operations and Administrative Expenses		
Traveling and Conveyance	1,22,393	1,77,931
Communication	1,01,748	2,19,474
Appearance Expenses	1,402	73,330
Rent (Including Lease Rent)	48,800	70,000
Insurance Charges	1,32,374	1,14,370
Computer Consumables	-	3,953
Professional and Consultants Charges	755,354	6,60,119
Legal and Secretarial	21,99,274	10,40,806
Printing and Stationery Expenses	3,68,968	5,24,005
Director Meeting Fees	60,203	70,000
Payment to Auditors (Under other's business)	1,35,000	1,19,000
Rates and Taxes	5,000	18,722
Foreign Exchange Fluctuation Gain (Net)	-	41,141
Other Comprehensive Expense	47,813	1,35,429
Provision for Doubtful Debts	-	11,08,143
Bad Debts/Sundry Balances written off (Net)	95,410	15,929
Miscellaneous Expenses	1,48,421	2,14,275
	52,22,257	47,45,804
21 Payment to Auditors		
Statutory Auditors		
Mandatory Audit fees	1,10,000	1,10,000
Tax Audit fees	23,000	25,000
	1,33,000	1,35,000



USHA MARTIN EDUCATION & SOLUTIONS LTD.
CIN 131300WB1997PLC085211
Consolidated Cash Flow Statement for the year ended March 31, 2019

Particulars	Rs. Year Ended March 31, 2019	Rs. Year Ended March 31, 2018
A. Cash Flow generated / (used) in Operating Activities		
Profit / (Loss) before tax	7,04,264	(15,31,473)
Adjustments to:		
Depreciation and Amortisation	4,62,705	8,43,051
Interest Income	(9,80,571)	(11,07,527)
Liabilities no longer required written back	(6,99,330)	(5,81,489)
Provision for Doubtful Debts	-	1,88,143
Bad Debts / Sundry balances written off (net)	96,410	75,729
Unrealised Foreign Exchange Loss (in net)	-	14,078
(Cost / Gain) on Tangible Asset Sold / Disposed	-	(15,27,637)
Finance Costs	20,41,032	36,33,943
Operating Profit before working capital changes	17,15,929	21,08,614
Adjustment for changes in Working Capital:		
- (Decrease) / Increase in Trade Payables	(95,706)	(14,08,716)
- (Decrease) / Increase in Provisions	85,750	(1,27,356)
- (Decrease) / Increase in Other Financial Liabilities	2,98,570	(1,00,381)
- (Decrease) / Increase in Other Current Liabilities	(1,81,994)	29,435
- (Decrease) / Increase in Trade Receivables	6,70,100	(5,87,623)
- Refund / (prepayment) of tax	1,18,029	16,00,046
- Decrease / (Increase) Other in Non-Current Financial Assets	1,30,000	21,500
- Decrease / (Increase) in Other Assets	(1,91,164)	20,097
Cash generated from Operations	73,31,133	15,45,777
Direct Taxes Paid (Net)	(3,20,342)	(9,16,173)
Net Cash generated from Operating Activities	70,10,791	6,29,604
B. Cash flow used in Investing Activities		
Proceeds from disposal of property, plant and equipment		5,13,180
Interest Received	2,28,072	(3,99,827)
Net Cash used in Investing Activities	2,28,072	(1,12,827)
C. Cash flow used in Financing Activities		
Proceeds / (Repayments) of Loan from Bank	(9,32,644)	(13,14,398)
Proceeds / (Repayments) of Loan from Others	(5,50,000)	(2,75,000)
Finance Costs	(10,10,180)	(15,73,384)
Net Cash used for Financing Activities	(24,92,824)	(31,62,782)
Net increase / decrease in Cash and Cash equivalents	(13,341)	(16,257)
Cash and Cash Equivalents at the beginning of the year	1,62,940	1,79,197
Cash and Cash Equivalents at the end of the year	1,49,599	1,62,940
	(11,341)	(16,257)
* Amount is below the rounding off norm adopted by the Company		
Cash and Cash Equivalents comprise:	As at	As at
	March 31, 2019	March 31, 2018
Cash on hand	2,650	1,121
Balances with Banks		
- In Current Accounts	1,46,949	1,61,819
	1,49,599	1,62,940

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

For G. Basu & Company
 Firm Registration Number: 307214E
 Chartered Accountants

P.K. Chaudhuri
 Partner
 Membership No. D03814

Place: Kolkata
 Date: 28th May, 2019

For and on behalf of the Board of Directors

Gangotri Guha

Gangotri Guha
 Director
 DIN: 01660801

Charitree Boral

Dulce Basu
 Company Secretary

V. N. Gupta

Viney Kumar Gupta
 Whole-time Director
 DIN: 00574665



Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2019

1 SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

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

a) Consolidation

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

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

The paid up share capital of the subsidiary company comprises of 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 share is held by a nominee beneficial interest of which vests in the parent company.

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

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

b) Fixed Assets and Depreciation

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

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

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



Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2019

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.

Revenue from operations is accounted for net of Service Tax.

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, 2019

- (iii) 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 employment 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 year, the Company has utilized its working capital facility (Overdraft) of Rs. 36.26 lacs as on 1st April 2018 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. The outstanding balance as on 31st March 2019 was Rs. 27.14 lacs.

4) Foreign Currency Earnings & Outgo:

a) Expenditure in foreign currency:

	2018-19 (Rs.)	2017-18 (Rs.)
Listing Fees	194,375	199,665

b) Earnings in foreign currency:

	2018-19 (Rs.)	2017-18 (Rs.)
Management Training, Educational Consultancy, Market Research and Delivery of modules for H & D Business Studies and Computing Studies	5,456,530	7,525,170



Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2019

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
Usha Breco Limited	- do -
Redtech Network India Private Limited.	- do -
Highgate Developers Private Limited	- do -
Jhwar Impact Ventures Private Limited	- do -
Jhwar Venture Management Private Limited	- do -
Peterhouse Investments India Limited	- do -
Rahul Chaudhary	Key Managerial Personnel
Debjit Bhattacharya	Key Managerial Personnel
Ravindra Kumar Goenka	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, 2019
 ii) Particulars of Transactions during the year ended 31st March, 2019

Particulars	Subsidiaries and Associates	Key Management Personnel
	(Rs.)	(Rs.)
Rent Paid (including lease Rent)	48,000 48,000	- -
Key Managerial Personnel's Remuneration	-	2,582,000 2,427,644
Training Fees	2,000,000 840,000	
Sale of Fixed Assets	-	
Interest Paid	400,000 1,550,000 2,893,893	
Reimbursement of Expenses received	355,308 325,536	
Unsecured Loans: Taken during the year Repaid during the year	150,000 700,000 -	
Balances outstanding at the year end	30,996,916	-
Investment in Equity and Preference Shares	Refer Note No. 3 to Accounts -do-	

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

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

6) Computation of Earning Per Equity Share (Basic and Diluted)

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(1) Basic		
(a) (i) Number of Equity Shares at the beginning of the year	26,415,811	26,415,811
(ii) Number of Equity Shares at the end of the year	26,415,811	26,415,811
(iii) Weighted average number of Equity Shares outstanding during the year	26,415,811	26,415,811
(iv) Face Value of each Equity Share- Re.	1	1
(b) Profit/(Loss) after tax attributable to Equity Shareholders- Rs.		
Net Profit/(Loss) after Taxation	(992,977)	(1,613,473)
Basic Earning per Share [(b)/(a)(iii)]- Re.	(0.04)	10.06



Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2019

(II) Diluted

(a) Diluted Potential Equity Shares	-	-
(b) Diluted Earning per Share [(b)/(a)(iii)]- Rs.	(0.04)	(0.06)

7) Managerial Remuneration paid payable

	2018-19		2017-18	
(a) Key Managerial Personnel's Remuneration:	Rs.	Rs.	Rs.	Rs.
Salary	852,060		762,629	
Contribution to Provident Fund	102,247		91,515	
Contribution to Gratuity and Superannuation	40,984		36,682	
Other Benefits (actual and/or estimated)	<u>1,586,709</u>	<u>2,582,000</u>	<u>1,536,818</u>	<u>2,427,244</u>
(b) Other Directors				
Directors' Sitting Fees		<u>60,200</u>		<u>74,000</u>
		<u>2,642,200</u>		<u>2,501,244</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 31.03.2019. 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 31.03.2018	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, 2019

10) Defined Benefit Plans / Long Term Compensated Absences – as per Actuarial Valuations as on March 31, 2019 and recognized in the financial statements in respect of Employee Benefit Schemes.

		(Amount in Rupees)	
		Gratuity Funded	Leave Encashment Unfunded
I	Components Employer Expense		
	1 Current Service Cost	33,485 30,199	11,570 13,878
	2 Interest Cost	(33,732) (41,334)	6,574 8,789
	3 Expected Return on Plan Assets	-	-
	4 Curtailment Cost / (Credit)	-	-
	5 Settlement Cost / (Credit)	-	-
	6 Past Service Cost	-	-
	7 Actuarial Losses / (Gains)	-	2,394 48,211
	8 Total expense recognized in the Statement of Profit & Loss	(247) (11,135)	23,538 70,878

		Gratuity Funded	Leave Encashment Unfunded
II	Actuarial Returns for the period ended March, 2019	-	-
III	Net Asset / (Liability) recognized in Balance Sheet as at March 31, 2019		
	1 Present Value of Defined Benefit Obligation	438,070 562,364	(85,376) 119,583
	2 Fair Value on Plan Assets	-	-
	3 Status [Surplus/(Deficit)]	-	-
	4 Expenses recognized in Income Statement	(247) (11,135)	23,538 70,878
	5 Expense recognized in Other Comprehensive Income	14,439 135,429	-
	6 Employer Contribution	-	(105,085)
	7 Net Asset/(Liability) recognized in Balance Sheet	+ 423,878 438,070	(108,914) (85,376)



Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2019

IV Change in Defined Benefit Obligations (DBO) during the year ended March 31, 2019			
1	Present Value of DBO at the Beginning of Period	198,482 291,431	85,376 119,583
2	Current Service Cost	33,485 30,199	14,570 13,878
3	Interest Cost	15,283 21,420	6,574 8,789
4	Curtailment Cost / (Credit)	- -	- -
5	Settlement Cost / (Credit)	- -	- -
6	Plan Amendments	- -	- -
7	Acquisitions	- -	- -
8	Actuarial (Gains)/Losses	13,484 137,137	2,394 (48,211)
9	Benefits Paid	- (281,705)	- (105,085)
10	Present Value of DBO at the End of Period	260,734 198,482	108,914 85,376

V Change in Fair Value of Assets during the year ended March 31, 2019		Gratuity Funded	Leave Encashment Unfunded
1	Plan Assets at the Beginning of Period	636,552 853,795	- -
2	Investment Income	49,015 62,754	- -
3	Return on Plan Assets	(955) 1,708	- -
4	Actuarial Gains/(Losses)	- -	- -
5	Actual Company Contribution	- -	- 105,085
6	Benefits Paid	- (281,705)	- (105,085)
7	Present Value of DBO at the End of Period	684,612 636,552	- -

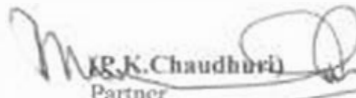


Note 21: Significant Accounting policies and Notes on Accounts for the year ended 31st March, 2019

VI Actuarial Assumptions			
	1	Discount Rate (%)	7.60%
	2	Expected Return on Plan Assets (%)	7.55%
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.			

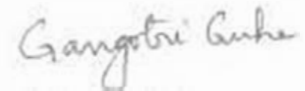
Figures in normal font relate to previous year

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


M.K. Chaudhuri
 Partner
 Membership No. 003814

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

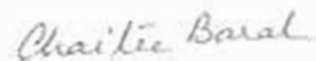
Place: Kolkata
 Date: 28th May, 2019



Gangotri Guha
 Director
 DIN: 01666863



Vinay Kumar Gupta
 Whole-time Director
 DIN: 00574665



Chaitee Baral
 Company Secretary



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF USHA MARTIN EDUCATION & SOLUTIONS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of USHA MARTIN EDUCATION & SOLUTIONS LIMITED and its subsidiary, which comprises the Balance Sheet as at 31st March, 2019, 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 an opinion on these consolidated financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's



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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March, 2019 and its Loss 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 recognised 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><i>Principal Audit Procedures</i></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"> ▪ Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. ▪ Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. ▪ Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. ▪ Selected a sample of continuing and new contracts and performed the following procedures: <ul style="list-style-type: none"> • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to



compute revenue and to test the basis of estimation of the variable consideration.

- Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
- In respect of samples relating to fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.
- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
- Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
- We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.



<p>2.</p>	<p><i>Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates</i></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 <u>N/L</u> to the Standalone Financial Statements.</p>	<p><i>Principal Audit Procedures</i></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"> • Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations. • Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred. • Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated. • Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations. • Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.
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<p>3.</p> <p>4.</p>	<p><i>Evaluation of uncertain tax positions & Recoverability of advance tax.</i></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 <u>11</u> and <u>12</u> to the Standalone Financial Statement</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>Principal Audit Procedures</i></p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. Involvement of our internal experts hardly found anything to challenge the management's underlying assumptions in estimating the tax provision and 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 maintain for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2018 taken on record by the Board of Directors of the holding



company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and its subsidiary incorporated in India and the operating effectiveness of such control, refer to our separate report in Annexure.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audits and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i) The Company and its subsidiary incorporated in India does not have any pending litigations which would impact its financial position.
 - ii) The Company and its subsidiary incorporated in India did not have any long-term contracts including derivative contracts for which there were any material for reasonable losses.

Place : Kolkata
Date : May 28, 2019



For G. BASU & CO.
Chartered Accountants
R. No. 311173E


(P.K. CHAUDHURI)
Partner
(M. No. 053714)

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 (l) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of USHA MARTIN EDUCATION & SOLUTIONS LIMITED ("the Company") as on 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operation effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the



assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, 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 : May 28, 2018



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


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



Usha Martin Education & Solutions Limited

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Unit No. 504, DP Block, Sector - V
Salt Lake City, Kolkata 700 091, India
Tel : +91 33 3322 3700
Fax : +91 33 3322 3800
Website : www.umesl.co.in
CIN-I.31300WB1997PLC085210

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 - 31st March, 2019
3. Type of Audit observation - Un-qualified
4. Frequency of observation - NA

Whole-Time-Director : 

CFO : 
For G. BASU & CO.
Chartered Accountants
R. No. 301124E

Auditor : 
(P.K. CHATTERJEE)
Partner

Audit Committee Chairman : N. K. 