

**S. SWARUP & CO.**  
**Chartered Accountants**

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**The Board of Directors**  
**Usha Martin Education & Solutions Limited**  
**PS Srijan Tech Park, 4<sup>th</sup> Floor**  
**DN-52, Sector- V, Salt Lake City**  
**Kolkata 700 091**

**Report on Limited Review of the Un-Audited Consolidated Financial Results of the Company with its subsidiary for the quarter ended 30th September, 2014**

1. We have reviewed the accompanying statement of Un-Audited Consolidated Financial Results of Usha Martin Education & Solutions Limited with Usha Martin Education Pvt. Ltd. for the quarter ended 30th September, 2014. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors / Committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, *Engagements to Review Financial Statements* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.



**For S. Swarup & Co.**  
**Chartered Accountants**

A handwritten signature in blue ink, appearing to read "S.S. Gupta".

**(S.S. GUPTA)**  
**Proprietor**

**Kolkata**  
**Dated: 6th November, 2014**

**Membership No. - 017897**  
**Firm Registration No. 310089E**

**USHA MARTIN EDUCATION & SOLUTIONS LIMITED**

CIN- L31300WB1997PLC085210

Registered Office: PS Srijan Tech Park, DN-52, Sector- V, Salt Lake City, Kolkata - 700 091

Tel: +91 33 40134700, Fax: + 91 33 40134800

**UNAUDITED CONSOLIDATED FINANCIAL RESULTS  
FOR THE QUARTER & SIX MONTHS ENDED 30TH SEPTEMBER, 2014**

Part I							(Rs in Lakh)
	Particulars	Quarter ended			Half Year ended		Year ended
		30-09-14 (Unaudited)	30-06-14 (Unaudited)	30-09-13 (Unaudited)	30-09-14 (Unaudited)	30-09-13 (Unaudited)	31-03-14 (Audited)
1	<b>Income from Operations</b>						
	(a) Net Sales / Income from Operations (Net of Excise Duty)	164.61	17.80	274.69	182.41	341.80	619.45
	(b) Other Operating Income	-	-	-	-	-	-
	<b>Total Income from Operations (Net)</b>	<b>164.61</b>	<b>17.80</b>	<b>274.69</b>	<b>182.41</b>	<b>341.80</b>	<b>619.45</b>
2	<b>Expenses</b>						
	(a) Cost of Materials consumed	-	-	-	-	-	-
	(b) Purchases of Stock-in-Trade	-	-	-	-	-	-
	(c) Changes in Inventories of Finished Goods, Work in Progress and Stock-in-trade	-	-	-	-	-	-
	(d) Employee Benefits Expense	39.90	38.39	48.43	78.29	142.91	215.91
	(e) Depreciation and Amortisation Expense	12.94	4.66	8.02	17.60	18.22	29.36
	(f) Rent	7.88	7.88	14.50	15.76	30.25	59.86
	(g) Consultancy	40.10	7.09	46.23	47.19	58.58	136.70
	(h) Marketing cost	0.54	5.21	6.50	5.75	13.22	17.43
	(i) Other Expenses	64.40	27.59	75.56	91.99	155.45	208.32
	<b>Total Expenses</b>	<b>165.76</b>	<b>90.82</b>	<b>199.24</b>	<b>256.58</b>	<b>418.63</b>	<b>667.58</b>
3	<b>Profit / (Loss) from Operations before Other Income, Finance Costs &amp; Exceptional Items (1-2)</b>	<b>(1.15)</b>	<b>(73.02)</b>	<b>75.45</b>	<b>(74.17)</b>	<b>(76.83)</b>	<b>(48.13)</b>
4	<b>Other Income</b>	<b>2.38</b>	<b>2.74</b>	<b>1.91</b>	<b>5.12</b>	<b>34.40</b>	<b>43.03</b>
5	<b>Profit / (Loss) before Interest &amp; Exceptional Items (3+4)</b>	<b>1.23</b>	<b>(70.28)</b>	<b>77.36</b>	<b>(69.05)</b>	<b>(42.43)</b>	<b>(5.10)</b>
6	<b>Finance Cost</b>	<b>5.52</b>	<b>4.83</b>	<b>5.53</b>	<b>10.35</b>	<b>7.90</b>	<b>13.42</b>
7	<b>Profit / (Loss) after Interest but before Exceptional Items (5-6)</b>	<b>(4.29)</b>	<b>(75.11)</b>	<b>71.83</b>	<b>(79.40)</b>	<b>(50.33)</b>	<b>(18.52)</b>
8	<b>Exceptional items</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
9	<b>Profit / (Loss) from Ordinary Activities before tax (7+8)</b>	<b>(4.29)</b>	<b>(75.11)</b>	<b>71.83</b>	<b>(79.40)</b>	<b>(50.33)</b>	<b>(18.52)</b>
10	<b>Tax expense (Refer Note 3)</b>	<b>0.05</b>	<b>0.14</b>	<b>-</b>	<b>0.19</b>	<b>3.69</b>	<b>5.03</b>
11	<b>Net Profit / (Loss) from Ordinary Activities after tax (9- 10)</b>	<b>(4.34)</b>	<b>(75.25)</b>	<b>71.83</b>	<b>(79.59)</b>	<b>(54.02)</b>	<b>(23.55)</b>
12	<b>Extraordinary Items (net of tax expense Rs. Nil)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
13	<b>Net Profit / (Loss) for the period (11-12)</b>	<b>(4.34)</b>	<b>(75.25)</b>	<b>71.83</b>	<b>(79.59)</b>	<b>(54.02)</b>	<b>(23.55)</b>
14	<b>Share of Profit / (Loss) of Associates</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
15	<b>Minority Interest</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
16	<b>Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13+14+15)</b>	<b>(4.34)</b>	<b>(75.25)</b>	<b>71.83</b>	<b>(79.59)</b>	<b>(54.02)</b>	<b>(23.55)</b>
17	<b>Paid-up Equity Share Capital (Re. 1 per share)</b>	<b>264.16</b>	<b>264.16</b>	<b>264.16</b>	<b>264.16</b>	<b>264.16</b>	<b>264.16</b>
18	<b>Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,868.06</b>
19(i)	<b>Earnings Per Share (before extraordinary items) (of Re. 1/- each) (not annualised)</b>						
	(a) Basic	(0.02)	(0.28)	0.27	(0.30)	(0.20)	(0.09)
	(b) Diluted	(0.02)	(0.28)	0.27	(0.30)	(0.20)	(0.09)
19(ii)	<b>Earnings Per Share (after extraordinary items) (of Re. 1/- each) (not annualised)</b>						
	(a) Basic	(0.02)	(0.28)	0.27	(0.30)	(0.20)	(0.09)
	(b) Diluted	(0.02)	(0.28)	0.27	(0.30)	(0.20)	(0.09)



(Rs in Lakh)							
Particulars	Quarter ended			Half Year ended		Year ended	
	30-09-14 (Unaudited)	30-06-14 (Unaudited)	30-09-13 (Unaudited)	30-09-14 (Unaudited)	30-09-13 (Unaudited)	31-03-14 (Audited)	
<b>Part II</b>							
<b>A</b>	<b>PARTICULARS OF SHAREHOLDING</b>						
1	Public Shareholding -						
	-Number of shares	13,227,960	13,227,960	13,227,960	13,227,960	13,227,960	13,227,960
	-Percentage of Shareholding	50.08%	50.08%	50.08%	50.08%	50.08%	50.08%
2	Promoters and promoter group shareholding						
a)	Pledged/Encumbered						
	- Number of shares	-	-	-	-	-	-
	- Percentage of shares	-	-	-	-	-	-
	(as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-
	- Percentage of shares	-	-	-	-	-	-
	(as a % of the total share capital of the company)	-	-	-	-	-	-
b)	Non-encumbered						
	- Number of shares	11,388,396	11,388,396	11,388,396	11,388,396	11,388,396	11,388,396
	- Percentage of Shares	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	(as a % of the total shareholding of promoter and promoter group)						
	- Percentage of Shares	43.11%	43.11%	43.11%	43.11%	43.11%	43.11%
	(as a % of the total share capital of the company)						
<b>B</b>	<b>INVESTORS COMPLAINTS</b>						
	Pending at the beginning of the quarter	-	-	-	-	-	-
	Received during the quarter	7	7	7	7	7	7
	Disposed off during the quarter	7	7	7	7	7	7
	Remaining un-resolved at the end of the quarter	-	-	-	-	-	-

Notes :

- The above Consolidated 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 6th November, 2014. The Statutory Auditors of the Company have conducted Limited Review of the above Financial Statements.
- The above consolidated financial results have been compiled by following the principles set out in the Accounting Standard 21 "Consolidated Financial Statements".
- The Company has unabsorbed depreciation 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 year is not ascertainable with virtual certainty at this stage and accordingly the same has not been recognised in the accounts on consideration of prudence.
- The useful life of fixed assets has been revised in accordance with Schedule II to the Companies Act, 2013. The impact of change in useful life of fixed assets on depreciation expense for the quarter amounts to Rs. 8.44 lacs.
- Due to seasonal nature of business, results of current quarter are not comparable to those of any previous quarters and should not be annualized.
- Previous quarters' / years' figures have been re-grouped / re-arranged wherever necessary.
- Pursuant to amendment in clause 41 of the Listing Agreement, the particulars of Turnover, Profit before Tax and Profit after Tax on Standalone basis are furnished hereunder :

Particulars	Quarter ended			Half Year ended		Year ended
	30-09-14 (Unaudited)	30-06-14 (Unaudited)	30-09-13 (Unaudited)	30-09-14 (Unaudited)	30-09-13 (Unaudited)	31-03-14 (Audited)
Turnover	162.11	15.30	271.36	177.41	285.66	558.31
Profit before Tax	(4.41)	(75.54)	71.42	(79.95)	(83.30)	(55.56)
Profit after Tax	(4.41)	(75.54)	71.42	(79.95)	(83.30)	(55.56)

For Usha Martin Education & Solutions Limited

Place : Kolkata  
Dated : November 6, 2014



*[Signature]*  
Debit Bhattacharya  
Whole-time Director  
DIN: 02560547

**USHA MARTIN EDUCATION & SOLUTIONS LIMITED**

CIN- L31300WB1997PLC085210

Reg. Office: PS Srijan Tech Park, DN-52, Sector- V, Salt Lake City, Kolkata - 700 091

Tel: +91 33 40134700, Fax: +91 33 40134800

**Consolidated Statement of Assets & Liabilities**

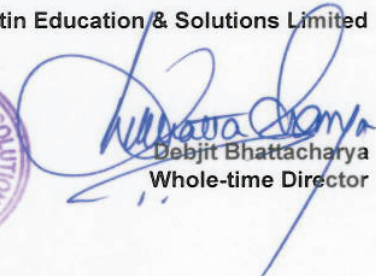
(Rs in Lakh)

	Particulars	(30-09-14)	(31-03-14)
		Unaudited	Audited
<b>A</b>	<b>EQUITY AND LIABILITIES</b>		
1	<b>Shareholders' Funds</b>		
	(a) Share Capital	264.16	264.16
	(b) Reserves and Surplus	1,788.46	1,868.05
	(c) Secured Loan	-	-
	(d) Unsecured Loan	-	-
	(e) Money received against Share Warrants	-	-
	<b>Sub-total - Shareholders Funds</b>	<b>2,052.62</b>	<b>2,132.21</b>
2	Share Application Money pending Allotment	-	-
3	Minority Interest	-	-
4	<b>Non- Current Liabilities</b>		
	(a) Long Term Borrowings	-	-
	(b) Deferred Tax Liabilities (net)	-	-
	(c) Other Long Term liabilities	-	-
	(d) Long Term Provisions	6.59	8.10
	<b>Sub-total - Non Current Liabilities</b>	<b>6.59</b>	<b>8.10</b>
5	<b>Current Liabilities</b>		
	(a) Short Term Borrowings	144.32	102.50
	(a) Trade Payables	95.78	83.36
	(b) Other Current Liabilities	71.19	98.89
	(c) Short Term Provisions	78.31	78.31
	<b>Sub-total - Current Liabilities</b>	<b>389.60</b>	<b>363.06</b>
	<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>2,448.81</b>	<b>2,503.37</b>
<b>B</b>	<b>ASSETS</b>		
1	<b>Non-Current Assets</b>		
	(a) Fixed Assets	242.50	259.96
	(b) Goodwill on consolidation	-	-
	(c) Non- Current Investments	1,550.00	1,550.00
	(d) Deferred Tax Assets (net)	-	-
	(e) Long Term Loans & Advances	35.87	31.10
	(f) Other Non-Current Assets	103.26	101.26
	<b>Sub-total - Non- Current Assets</b>	<b>1,931.63</b>	<b>1,942.32</b>
2	<b>Current Assets</b>		
	(a) Current Investments	-	-
	(b) Inventories	-	-
	(c) Trade Receivables	316.77	352.78
	(d) Cash & Cash Equivalent	15.41	20.71
	(e) Short Term Loans & Advances	183.34	184.23
	(f) Other Current Assets	1.66	3.33
	<b>Sub-total - Current Assets</b>	<b>517.18</b>	<b>561.05</b>
	<b>TOTAL - ASSETS</b>	<b>2,448.81</b>	<b>2,503.37</b>

For Usha Martin Education & Solutions Limited

Place : Kolkata  
Dated : November 6, 2014



  
 Debjit Bhattacharya  
 Whole-time Director

