FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: L31300WB1997PLC085210 **Pre-fill**

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAACU5776G

(ii) (a) Name of the company: USHA MARTIN EDUCATION & S

(b) Registered office address

GODREJ WATERSIDE, DP-5, TOWER-II, UNIT-1206,
12TH FLOOR, SECTOR-V, SALT LAKE
KOLKATA
Kolkata
West Bengal
700091

(c) *e-mail ID of the company: vinay.gupta@umesl.co.in

(d) *Telephone number with STD code: 03368103700

(e) Website: www.umesl.co.in

(iii) Date of Incorporation: 8/18/97

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (•) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1
2	NATIONAL STOCK EXCHANGE	1024

(b) CIN of the Registrar and Transfer Agent U67120WB2011PLC165872 **Pre-fill**

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 14/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	P4	Educational support services	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1 **Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	USHA MARTIN EDUCATION PR	U80221WB2009PTC140112	Subsidiary	99.99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200000000	26415811	26415811	26415811
Total amount of equity shares (in Rupees)	200000000	26415811	26415811	26415811

Number of classes 1

Class of Shares EQUITY	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	200000000	26415811	26415811	26415811
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200000000	26415811	26415811	26415811

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1000000	0	0	0
Total amount of preference shares (in rupees)	50000000	0	0	0

Number of classes 1

Class of shares PREFERENCE SHARES	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	1000000	0	0	0
Nominal value per share (in rupees)	50	50	50	50
Total amount of preference shares (in rupees)	50000000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	582301	25833510	26415811	26415811	26415811	

Increase during the year	0	3562	3562	0	0	0
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify dematerialised	0	3562	3562			
Decrease during the year	3562	0	3562	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify dematerialised	3562		3562			
At the end of the year	578739	25837072	26415811	26415811	26415811	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ◯ Yes ◯ No ◯ Not Applicable

Separate sheet attached for details of transfers ◯ Yes ◯ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 6554700

(ii) Net worth of the Company 135832861

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	355516	1.35	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	10343869	39.16	0	
10.	Others	0	0	0	
	Total	10699385	40.51	0	0

Total number of shareholders (promoters) 14

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1.	Individual/Hindu Undivided Family				
	(i) Indian	11179902	42.32	0	
	(ii) Non-resident Indian (NRI)	565129	2.14	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	727	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	838822	3.18	0	
4.	Banks	5973	0.02	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	969862	3.67	0	
7.	Mutual funds	1634	0.01	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1646441	6.23	0	
10.	Others Shares held by GDR, ADR, T	507936	1.92	0	
	Total	15716426	59.49	0	0

Total number of shareholders (other than promoters) 34089

Total number of shareholders (Promoters+Public/ Other than promoters) 34103

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
RESONANCE OPPORTU				450000	
I L F MAURITIUS				33	
JARDINE FLEMING INT				200	
ADVANTAGE ADVISER				66	
DEUTSCHE BANK TRUS				400	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	14	14
Members (other than promoters)	33087	34089
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	0	1	0	1	0	0.51
B. Non-Promoter	1	4	1	4	0	0.11

(i) Non-Independent	1	1	1	1	0	0.11
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0.62

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Vinay Kumar Gupta	00574665	Whole-time directo	0	
Prashant Jhawar	00353020	Director	134220	
Gangotri Guha	01666863	Director	29000	
Nipendra Kumar Sharm	00076223	Director	10	
Anil Kumar Modi	00076129	Director	0	
Manoj Kumar Vijay	00075792	Director	0	
Indrajit Bandyopadhyay	AMTPB0968M	CFO	0	11/08/2023
Sumeet Kumar	AYXPK6345F	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SUMEET KUMAR	AYXPK6345F	Company Secretar	28/11/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	08/09/2022	34564	54	56

B. BOARD MEETINGS

*Number of meetings held 5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2022	6	6	100
2	08/08/2022	6	5	83.33
3	10/11/2022	6	6	100
4	28/11/2022	6	5	83.33
5	13/02/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held 9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe	25/05/2022	3	3	100
2	Audit Committe	08/08/2022	3	2	66.67
3	Audit Committe	10/11/2022	3	3	100
4	Audit Committe	13/02/2023	3	3	100
5	Nomination an	28/11/2022	3	3	100
6	Stakeholders F	25/05/2022	2	2	100
7	Stakeholders F	08/08/2022	2	2	100
8	Stakeholders F	10/11/2022	2	2	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Stakeholders F	13/02/2023	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 9/14/23 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Vinay Kumar (	5	5	100	4	4	100	Yes
2	Prashant Jhav	5	4	80	0	0	0	No
3	Gangotri Guha	5	5	100	9	9	100	Yes
4	Nipendra Kum	5	4	80	5	5	100	Yes
5	Anil Kumar Mc	5	5	100	0	0	0	Yes
6	Manoj Kumar '	5	5	100	5	5	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VINAY KUMAR GU	WHOLE TIME D	412500	0	0	837500	0
	Total		412500	0	0	837500	1250000

Number of CEO, CFO and Company secretary whose remuneration details to be entered 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	INDRAJIT BANDYC	CFO	674431	0	0	0	0
2	SUMEET KUMAR	COMPANY SEC	61151	0	0	0	0
	Total		735582	0	0	0	735582

Number of other directors whose remuneration details to be entered 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anil Kumar Modi	Independent Dir	0	0	0	10000	0
2	Manoj Kumar Vijay	Independent Dir	0	0	0	18000	0
3	Nipendra kumar Sh	Independent Dir	0	0	0	14000	0
4	Prashant Jhawar	Director	0	0	0	8000	0
5	Gangotri Guha	Director	0	0	0	18000	0
	Total		0	0	0	68000	68000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ◯ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ◯ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: PRATEEK KOHLI

Whether associate or fellow ◯ Associate ◉ Fellow

Certificate of practice number 16457

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 4 dated 25/05/2023 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director VINAY KUMAR GUPTA Digitally signed by VINAY KUMAR GUPTA Date: 2023.11.08 15:43:23 +05'30'

DIN of the director 00574665

To be digitally signed by SHIKSHA BHAVIK SHETH

◯ Company Secretary

◉ Company secretary in practice

Membership number 28387 Certificate of practice number 15781

Attachments

List of attachments

1. List of share holders, debenture holders — **Attach**
2. Approval letter for extension of AGM; — **Attach**
3. Copy of MGT-8; — **Attach**
4. Optional Attachement(s), if any — **Attach**

MGT-8_UMESL_Final.pdf
list of sh holder UMESL.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

DS OFFICE OF THE REGISTRAR OF COMPANIES KOLKATA 1