Chartered Accountants Prestige Trade Tower, Level 19 46, Palace Road, High Grounds Bengaluru – 560 001 Karnataka, India

Tel: +91 80 6188 6000 Fax: +91 80 6188 6011

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF QUESS CORP LIMITED

- 1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of QUESS CORP LIMITED ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the net profit after tax and total comprehensive income of its associates and joint venture company for the quarter ended 30 June 2023 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's management and personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.
- 5. The Statement includes the interim financial information of the entities listed in Annexure 1 to this report.
- 6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,



as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. Emphasis of Matters Paragraph

- i. We draw attention to Note 4 of the Statement, regarding the demands received by the Company in respect of Provident Fund and the contingency related to the pending litigation on the said matter.
- ii. We draw attention to Note 6 of the Statement relating to disallowances by the Income Tax authorities primarily relating to depreciation on goodwill and deduction under section 80JJAA of the Income Tax Act, 1961 for financial year ended 31 March 2018 and 2019 in respect of the Parent and the consequent contingency relating to these disallowances.

Our conclusion on the Statement is not modified in respect of these matters.

8. We did not review the interim financial information/financial results of 21 subsidiaries included in the consolidated unaudited financial results, whose interim financial information/financial results reflect total revenues of Rs. 6,924.88 million for the quarter ended 30 June 2023, total net profit after tax of Rs. 76.87 million for the quarter ended 30 June 2023, and total comprehensive income of Rs. 43.41 million for the quarter ended 30 June 2023, as considered in the Statement. These interim financial information/financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of this matter.

9. The consolidated unaudited financial results include the interim financial information/financial results of 13 subsidiaries which have not been reviewed by their auditors, whose interim financial information/financial results reflect total revenues of Rs. 747.59 million for the quarter ended 30 June 2023, total loss after tax of Rs. 11.31 million for the quarter ended 30 June 2023, and total comprehensive loss of Rs. 16.41 million for the quarter ended 30 June 2023, as considered in the Statement. The consolidated unaudited financial results also includes the Group's share of net profit after tax of Rs. 0.11 million for the quarter ended 30 June 2023, and total comprehensive income of Rs. 0.11 million for the quarter ended 30 June 2023, as considered in the Statement, in respect of two associates, based on their interim financial information/ results which have not been reviewed by their auditors. The consolidated unaudited financial results also include one joint venture company having no operations, whose financial information/ results have not been reviewed by their auditors.



Our Conclusion on the Statement is not modified in respect of our reliance on the interim financial information/financial results certified by the Management.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants (Firm's Registration No. 117366W/W-100018)

Anand Subramanian Partner

(Membership No. 110815) (UDIN: 23110815BGXVLZ6986)

Place: Mumbai

Date: August 2, 2023

ANNEXURE 1:

Nature	S. No.	Entity name		
Subsidiaries/Step-	1.	Brainhunter Systems Ltd.		
down subsidiaries:	2.	Mindwire Systems Limited		
	3.	MFX Infotech Private Limited		
	4.	Quess (Philippines) Corp.		
	5.	Quess Corp (USA) Inc.		
	6.	Quess Corp Holdings Pte Ltd		
	7.	Quessglobal (Malaysia) Sdn. Bhd.		
	8.	MFXchange Holdings Inc.		
	9.	MFXchange US, Inc.		
	10.	Quess Corp Lanka (Private) Limited		
	11.	Quesscorp Singapore Pte Limited (formerly known as Comtel Solutions Pte. Limited)		
	12.	Quess East Bengal FC Private Limited		
	13.	Excelus Learning Solutions Private Limited		
	14.	Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited)		
	15.	Vedang Cellular Services Private Limited		
	16.	Quess International Services Private Limited (formerly known as Golden Star Facilities and Services Private Limited)		
	17.	Quess Selection & Services Pte Limited (formerly known Comtelpro Pte. Ltd.)		
	18.	Comtelink Sdn. Bhd.		
	19.	Monster.com.SG PTE Limited		
	20.	Monster.com.HK Limited		
	21.	Agensi Pekerjaan Monster Malaysia Sdn. Bhd (formerly known as Monster Malaysia Sdn Bhd)		
	22.	Monster.com (India) Private Limited		
	23.	Quess Corp Vietnam LLC		
	24.	Simpliance Technologies Private Limited (till 20 October 2022)		
	25.	Qdigi Services Limited (formerly known as HCL Computing Products Limited)		
	26.	Greenpiece Landscapes India Private Limited		
	27.	Quesscorp Management Consultancies (formerly known as Styracorp Management Services)		
	28.	Quesscorp Manpower Supply Services LLC [formerly known as S M S Manpower Supply Services (LLC)]		
	29.	Allsec Technologies Limited		
	30.	Allsectech Inc., USA		
	31.	Allsectech Manila Inc., Philippiness		
	32.	Quess Services Limited		



Nature	S. No.	Entity name		
	33.	Trimax Smart Infraprojects Private Limited		
	34.	Terrier Security Services (India) Private Limited		
	Heptagon Technologies Private Limited			
	36.	Billion Careers Private Limited		
	Quess Corp NA LLC (w.e.f 17 May 2022)			
	38.	Stellarslog Technovation Private Limited (w.e.f. 7 April 2022)		
Associates: 1. Quess		uess Recruit, Inc.		
	2.	Agency Pekerjaan Quess Recruit Sdn. Bhd		
Joint Venture Company:	Venture any: Himmer Industrial Services (M) Sdn. Bhd			



Quess Corp Limited

Registered Office: Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru 560 103; CIN No. L74140KA2007PLC043909

(INR in million except per share data)

Part 1:	Statement of consolidated unaudited financial results for the quarter ended 30 June	2023		VR in million excep	ot per share data)	
			Consolic Quarter ended	dated	Variated	
SI. No	Particulars	30 June 2023	31 March 2023	30 June 2022	Year ended 31 March 2023	
		(Unaudited)	Refer Note 2	(Unaudited)	(Audited)	
1	Income	(Chaddied)	Aciel (vote 2	(Chaddied)	(readited)	
	a) Revenue from operations	46,002.10	44,402,05	39,793.18	1,71,583 87	
	b) Other income	40.72	36.36	72.14	263.35	
_	Total income (a + b)	46,042.82	44,438.41	39,865.32	1,71,847.22	
2	Буранова					
2	Expenses a) Cost of material and stores and spare parts consumed	1,119.01	1,128,30	975.68	4,794.39	
	b) Employee benefits expense	39,953.41	37,972,14	33,952.74	1,46,595.61	
	c) Finance costs	272.44	308.98	204.02	1,066.08	
	d) Depreciation and amortisation expense	685.69	764.90	609.91	2,746.12	
	e) Other expenses	3,390.88	3,781.91	3,331.39	14,337.25	
	Total expenses $(a + b + c + d + e)$	45,421.43	43,956.23	39,073.74	1,69,539.45	
3	Profit before share of profit of equity accounted investees, exceptional items		1			
	and tax (1 - 2)	621.39	482.18	791.58	2,307.77	
4	Share of profit of equity accounted investees (net of income tax)	0.11	0.71	0.88	0,84	
4	Shale of profit of equity accounted investees (fiel of income tax)	0,11	0,71	0.88	0,04	
5	Profit before exceptional items and tax (3 + 4)	621.50	482.89	792.46	2,308.61	
6	Exceptional items	(a)	-		(535.03	
7	Profit before tax (5 - 6)	621.50	482.89	792.46	2,843.64	
8	Tax expense/(credit))(
	Current tax	165.65	333.11	118.15	843.35	
	Income tax relating to previous years	•	(55,92)	0.08	(55.84	
	Deferred tax	(25.32)	1	(2.78)	,	
	Total tax expense	140.33	183.01	115.45	614,55	
9	Profit for the period (7 - 8)	481.17	299.88	677.01	2,229.09	
10	Other comprehensive income					
	(i) Items that will not be reclassified subsequently to profit or loss					
	Remeasurement of defined benefit plans	(67.08)	(115.93)	17.01	106,61	
	Income tax relating to items that will not be reclassified to	20.81	4.16	(4.25)		
	profit or loss			(,	(= 1.5	
	(ii) Items that will be reclassified subsequently to profit or loss					
	Exchange differences in translating financial statements of foreign operations	(86.86)	9.26	78.89	472,56	
	Other comprehensive (less)/income for the paried not of taxes	(122 12)	(102.51)	91.65	554.54	
П	Other comprehensive (loss)/income for the period, net of taxes Total comprehensive income for the period (9 + 10)	(133.13) 348.04	(102.51) 197.37	768.66	2,783.63	
12	Profit/(loss) attributable to:		22.22			
	Owners of the Company	478.11	331 23	668.50	2,244.18	
	Non-controlling interests	3,06	(31.35)	8.51	(15.09	
13	Other comprehensive income attributable to:				1	
	Owners of the Company	(138.45)			546.74	
	Non-controlling interests	5.32	27.99	6.77	7.79	
14	Total comprehensive income/(loss) attributable to:				1	
	Owners of the Company	339.66	200.73	753.38	2,790.92	
	Non-controlling interests	8.38	(3.36)	15.28	(7.30	
15	Paid-up equity share capital	1,483.39	1,482.29	1,480.80	1,482.29	
	(Face value of INR 10.00 per share)		.,2		.,	
16	Reserves i.e. Other equity				24,205.22	
17	Earning per equity share	(not annualised)	(not annualised)	(not annualised)	(annualised)	
	(a) Basic (in INR)	3.23	2.24	4,52	5.16	
	(b) Diluted (in INR)	3,21	2.22	4.48,	COAN	

See accompanying notes to the financial results

Quess Corp Limited

Registered Office: Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru 560 103; CIN No. L74140KA2007PLC043909

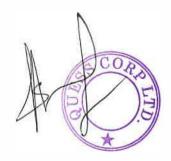
Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Group performance and allocates resources based on an analysis of various performance indicators by business segments.

Statement of consolidated unaudited segment wise revenue, results, assets and liabilities for the quarter ended 30 June 2023

(INR in million)

			Consolidated			
	_		Quarter ended		Year ended	
SI. No,	Particulars Particulars	30 June 2023	31 March 2023	30 June 2022	31 March 2023	
		(Unaudited)	(Refer note 2)	(Unaudited)	(Audited)	
1	Segment revenue					
	a) Workforce management	32,206.21	30,618,21	27,578.83	1,18,308,95	
	b) Operating asset management	6,899.36	6,842.75	5,966,62	26,215.77	
	c) Global technology solutions	5,632.60	5,710.40	5,073 64	21,722,63	
	d) Product led business	1,263.93	1,230.69	1,174.09	5,336.52	
	Total Income from operations	46,002.10	44,402.05	39,793.18	1,71,583.87	
2	Segment results					
	a) Workforce management	832.25	860.18	942.01	3,452.82	
	b) Operating asset management	308,10	300.15	304.01	1,195.71	
	c) Global technology solutions	1,001.75	952.77	825.91	3,540.78	
	d) Product led business	(256.01)	(202.23)	(239.73)	(964.27	
	Total	1,886.09	1,910.87	1,832,20	7,225.04	
	Less: (i) Unallocated corporate expenses	347.29	391,17	298.83	1,368.42	
	Less: (ii) Depreciation and amortisation expense	685,69	764.90	609.91	2,746.12	
	Less: (iii) Finance costs	272 44	308.98	204.02	1,066.08	
	Add: (iv) Other income	40.72	36.36	72.14	263.35	
	Add: (v) Share of profit of equity accounted investees (net of income tax)	0.11	0.71	0.88	0.84	
	Profit before exceptional items and tax	621.50	482.89	792.46	2,308.61	
	Exceptional item (gain)	-	-	-	(535,03	
	Profit before tax	621.50	482.89	792.46	2,843.64	
3	Segment assets					
	a) Workforce management	19,012.01	18,077.36	16,955,59	18,077 36	
	b) Operating asset management	14,308.79	13,926,15	12,726.27	13,926.15	
	c) Global technology solutions	14,861.48	14,461.28	14,030.83	14,461.28	
	d) Product led business	2,369.74	2,409.32	2,024,03	2,409.32	
	e) Unallocated	12.078.68	12,313.60	10,532.31	12,313.60	
	Total	62,630.70	61,187.71	56.269.03	61,187.71	
4	Segment liabilities					
	a) Workforce management	13,892.97	12,475.72	10,525.90	12,475.72	
	b) Operating asset management	5,252.28	4,943.18	4,079.31	4,943.18	
	c) Global technology solutions	7,205.24	7,534,30	6,483.32	7,534.30	
	d) Product led business	2,301.87	2,390.37	2,042,89	2,390.37	
	e) Unallocated	6,265.08	6.536.12	7,058.95	6,536.12	
_	Total	34,917.44	33,879,69	30,190,37	33,879.69	

See accompanying notes to the linaucial results



Quess Corp Limited

Registered Office: Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru 560 103; CIN No. L74140KA2007PLC043909

Consolidated unaudited financial results for the quarter ended 30 June 2023

Notes for the quarter ended 30 June 2023:

- 1 The consolidated financial result of Quess Corp Limited ("the Company") including its subsidiaries (collectively known as the "Group"), its associates and its joint venture (as mentioned in Appendix 1 to these notes) for the quarter ended 30 June 2023 has been taken on record by the Board of Directors at its meeting held on 02 August 2023. The statutory auditors have expressed an unqualified conclusion on the financial results for the quarter ended 30 June 2023. These consolidated financial results have been extracted from the interim consolidated financial information.
- 2 The Statement includes the results for the quarter ended 31 March 2023 being the balancing figure of audited figures in respect of full financial year and published unaudited year to date figures upto the end of third quarter of the financial year.
- 3 The consolidated unaudited financial results and the review report of the Statutory Auditors is being filed with Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") and will be made available on the Company's website www.quesscorp.com.
- During fiscal year 2020, the Regional PF Commissioner ("RPFC") passed an order under Section 7-A of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("Act") demanding INR 716.56 million on the grounds that it failed to remit Provident Fund ("PF") on wages for its employees for the period from April 2018 to March 2019 for certain components of salary. The Group filed an appeal before the Central Government Industrial Tribunal ("CGIT") under section 7-I of the Act challenging the Employees' Provident Fund Organisation's ("EPFO") order along with the application under Section 7-O of the Act seeking a waiver from pre-deposit of the alleged Provident fund Contributions till the final disposal of the Appeal. The CGIT after hearing the submissions made by the parties passed an Order allowing complete waiver from any pre-deposit and also staying the operation of the EPFO order. The matter has been adjourned to 11 August 2023. The Company has taken external independent legal advice as per which the EPFO's order is prima facie erroneous and unsustainable in law and the liability has been incorrectly determined by the RPFC and therefore, the Group considers the claim to be remote.
- The Board of Directors of the Company at its meeting held on 7 July 2021 considered and approved the revised Scheme of Amalgamation ("Scheme AAA") among Quess Corp Limited ("Transferee Company") with three of its wholly owned subsidiaries viz. MFX Infotech Private Limited ("MFXI") and Greenpiece Landscape India Private Limited ("GLPL") and Conneqt Business Solutions Limited ("CBSL") together known as ("Transferor Companies") and their respective shareholders and creditors under the provisions of Section 230-232 of the Companies Act, 2013 subject to the necessary approvals by the National Company Law Tribunal (NCLT), Bengaluru bench. The Scheme AAA will be effected in the consolidated financial results once it is approved by National Company Law Tribunal ("NCLT"), Bengaluru Bench. The applicant companies had filed the application before Hon'ble NCLT, Bengaluru bench on 21 January 2022 and received order dated 30 November 2022 for dispensation of the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Companies and direction to issue notices to the creditors and the statutory authorities specified in the order, Further, the applicant companies after the due compliance filed the Company petition on 9 January 2023 for sanctioning of the Scheme. The Hon'ble NCLT has admitted the petition and the next date of hearing is 11 August 2023.

6 Income Tax Matters:

During the year ended 31 March 2023, the Company received assessment order ('Order') under section 143(3) read with section 144C(13) of the Income Tax Act after completion of Dispute Resolution Panel ('DRP') proceedings for fiscal 2017-2018 resulting in disallowances primarily relating to deduction under section 80JJAA of the Income Tax Act and depreciation on goodwill. The Company has filed appeal with the Income Tax Appellate Tribunal relating to these disallowances. Further, during the year ended 31 March 2023, the Company also received a draft assessment order for fiscal 2018-2019 under section 144C(1) of the Income Tax Act in which primarily deduction under section 80JJAA of the Income Tax Act and depreciation on goodwill has been disallowed. The Company has filed objections before the DRP against the draft assessment order and submitted additional information in respect of arguments made by the Company.

The Company intends to vigorously contest its position and interpretative stance of these sections on merits, including judicial precedents, and believes it can strongly defend its position through the legal process as defined under the Income Tax Act. Based on its internal evaluation, the Company has disclosed a contingent liability of INR 740 million for fiscal 2017-2018 and fiscal 2018-2019, excluding interest and penalties if any. The contingent liability will be updated as developments unfold in future.

The Company continues to maintain its stand on the manner of claiming the 80JJAA deduction and accordingly 80JJAA deduction of INR 395.28 million is claimed for the quarter ended 30 June 2023. The Company believes that such deduction, including its quantum, has been validly and consistently claimed, in conformity with its interpretation of the statute.

7 The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

for and on behalf of Board of Directors of

Quess Corp Limited

Guruprasad Srinivasan

Executive Director(Whole-time director) and Group Chief Executive Officer

DIN: 07596207 Place: Bengaluru Date: 02 August 2023



Appendix - 1

Appendix - 1		
Nature	S. No.	Entity name
Subsidiary/Step-subsidiary:	1	Brainhunter Systems Ltd,
	2	Mindwire Systems Limited
	3	MFX Infotech Private Limited
	4	Quess (Philippines) Corp.
	5	Quess Corp (USA) Inc.
	6	Quess Corp Holdings Pte. Ltd.
	7	Quessglobal (Malaysia) Sdn, Bhd,
	8	MFXchange Holdings, Inc.
	9	MFXchange US, Inc.
	10	Quess Corp Lanka (Private) Limited
	- 11	Quesscorp Singapore Pte Ltd (formerly known as Comtel Solutions Pte, Limited)
	12	Quess East Bengal FC Private Limited
	13	Excelus Learning Solutions Private Limited
	14	Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited)
	15	Vedang Cellular Services Private Limited
	16	Quess International Services Private Limited (formerly known as Golden Star Facilities and Services Private Limited)
	17	Quess Selection & Services Pte Ltd (formerly known as Comtelpro Pte. Ltd.)
	18	Comtelink Sdn. Bhd.
	19	Monster.com.SG PTE Limited
	20	Monster.com,HK Limited
	21	Agensi Pekerjaan Monster Malaysia Sdn. Bhd (formerly known as Monster Malaysia Sdn Bhd)
	22	Monster.com (India) Private Limited
	23	Quess Corp Vietnam LLC
	24	Simpliance Technologies Private Limited (till 20 October 2022)
	25	Odigi Services Limited (formerly known as: HCL Computing Products Limited)
	26	Greenpiece Landscapes India Private Limited
	27	Quesscorp Management Consultancies (formerly known as Styracorp Management Services)
	28	Quesscorp Manpower Supply Services LLC [formerly known as S M S Manpower Supply Services (LLC)]
	29	Allsec Technologies Limited
	30	Allsectech Inc., USA
	31	Allsectech Manila Inc., Philippines
	32	Quess Services Limited
	33	Trimax Smart Infraprojects Private Limited
	34	Terrier Security Services (India) Private Limited
	35	Heptagon Technologies Private Limited
	36	Billion Careers Private Limited
	37	Quess Corp NA LLC
	38	Stellarslog Technovation Private Limited
Associate:	1	Quess Recruit, Inc.
	2	Agency Pekerjaan Quess Recruit Sdn. Bhd.
Joint venture:	1	Himmer Industrial Services (M) Sdn. Bhd

