

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL CONSOLIDATED FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

**TO THE BOARD OF DIRECTORS OF
QUESS CORP LIMITED**

Opinion and Conclusion

We have (a) audited the Consolidated Financial Results for the year ended 31 March 2022 and (b) reviewed the Consolidated Financial Results for the quarter ended 31 March 2022 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Consolidated Financial Results for the quarter and year ended 31 March 2022" 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 joint venture company and associates for the quarter and year ended 31 March 2022, ("the Statement") being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Consolidated Financial Results

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the audit reports of other auditors on separate financial statements referred to in Other Matters section below, the Consolidated Financial Results for the year ended 31 March 2022:

- (i) includes the results of the following entities as specified in Annexure I of this report;
- (ii) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- (iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, of the consolidated net profit and consolidated total comprehensive income and other financial information of the Group for the year ended 31 March 2022.

(b) Conclusion on Unaudited Consolidated Financial Results for the quarter ended 31 March 2022

With respect to the Consolidated Financial Results for the quarter ended 31 March 2022, based on our review conducted and procedures performed as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Consolidated Financial Results for the quarter ended 31 March 2022, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards 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.

Basis for Opinion on the Audited Consolidated Financial Results for the year ended 31 March 2022

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the

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Group, its associates and joint venture company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results for the year ended 31 March 2022 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matters

- We draw attention to Note 6 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.
- We draw attention to Note 12(a) of the Statement, which describes the effects of the continuing uncertainty arising from the outbreak of the COVID-19 pandemic on the financial results for the quarter and year ended 31 March 2022.
- We draw attention to Note 10 of the Statement regarding completion of special audit under section 142(2A) of Income-tax Act, 1961 and receipt of draft assessment order under section 144C of Income-tax Act, 1961 for the financial year 2017-18 resulting in certain disallowances to taxable income and the Company's evaluation relating to these disallowances.

Our opinion and conclusion is not modified in respect of these matters.

Management's Responsibilities for the Statement

This Statement, which includes the Consolidated Financial Results is the responsibility of the Parent's Board of Directors and has been approved by them for the issuance. The Consolidated Financial Results for the year ended 31 March 2022, has been compiled from the related audited consolidated financial statements. This responsibility includes the preparation and presentation of the Consolidated Financial Results for the quarter and year ended 31 March 2022 that give a true and fair view of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group including its associates and joint ventures in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective Board of Directors of the companies included in the Group and of its associates and joint venture company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and joint ventures 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 the 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 respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of this Consolidated Financial Results by the Directors of the Parent, as aforesaid.

In preparing the Consolidated Financial Results, the respective Board of Directors of the companies included in the Group and of its associates and joint venture company are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

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The respective Board of Directors of the companies included in the Group and of its associates and jointly venture company are responsible for overseeing the financial reporting process of the Group and of its associates and joint venture company.

Auditor's Responsibilities

(a) Audit of the Consolidated Financial Results for the year ended 31 March 2022

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results for the year ended 31 March 2022 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 this Consolidated Financial Results.

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 Annual Consolidated Financial Results, 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, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' 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 ability of the Group and its associates and joint ventures 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 Consolidated Financial Results 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 Group and its associates and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Consolidated Financial Results, including the disclosures, and whether the Annual Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.

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- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results/ Financial Information of the entities within the Group and its associates and joint venture company to express an opinion on the Annual Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Annual Consolidated Financial Results of which we are the independent auditors. For the other entities included in the Annual Consolidated Financial Results, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Annual Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Consolidated Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Consolidated Financial Results.

We communicate with those charged with governance of the Parent and such other entities included in the Consolidated Financial Results of which we are the independent auditors 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.

(b) Review of the Consolidated Financial Results for the quarter ended 31 March 2022

We conducted our review of the Consolidated Financial Results for the quarter ended 31 March 2022 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 ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's 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 SAs specified under section 143(10) of the Act 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.

The Statement includes the results of the entities as listed under paragraph (a)(i) of Opinion and Conclusion section above.

As part of our annual audit, 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.

Other Matters

- The Statement includes the results for the Quarter ended 31 March 2022 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our report is not modified in respect of this matter.
- We did not audit the financial statements/financial information of 31 subsidiaries included in the consolidated financial results, whose financial statements/financial information reflect total assets of Rs. 25,298.25 million as at 31 March 2022 and total revenues of Rs. 9,574.71 million and Rs. 35,313.14 million for the quarter and year ended 31 March 2022 respectively, total

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net profit after tax of Rs. 449.46 million and Rs. 3,085.92 million for the quarter and year ended 31 March 2022 respectively and total comprehensive income of Rs. 464.48 million and Rs. 3,106.39 million for the quarter and year ended 31 March 2022 respectively and net cash outflow of Rs. 626.41 million for the year ended 31 March 2022, as considered in the Statement. The consolidated financial results also includes the Group's share of net loss after tax of Rs. 6.65 million and Rs. 16.87 million for the quarter and year ended 31 March 2022 respectively and total comprehensive loss of Rs. 6.65 million and Rs. 16.87 million for the quarter and year ended 31 March 2022 respectively, as considered in the Statement, in respect of 3 associates, whose financial statements/financial information have not been audited by us. These financial statements/financial information have been audited, as applicable, by other auditors whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates is based solely on the reports of the other auditors and the procedures performed by us as stated under Auditor's Responsibilities section above.

Our report on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

- The consolidated financial results includes the unaudited financial statements/ financial information of 3 subsidiaries, whose financial statements / financial information reflect total assets of Rs. 521.94 million as at 31 March 2022 and total revenues of Rs. 102.23 million and Rs. 368.20 million for the quarter and year ended 31 March 2022 respectively, total net loss after tax of Rs. 6.65 million and Rs. 18.05 million for the quarter and year ended 31 March 2022 respectively and total comprehensive loss of Rs. 6.73 million and Rs. 20.35 million for the quarter and year ended 31 March 2022 respectively and net cash flows of Rs. 1.32 million for the year ended 31 March 2022, as considered in the Statement. The consolidated financial results also include one joint venture company, having no operations whose financial statements / financial information have not been audited by us. These financial statements/ financial information are unaudited and have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture company and associates, is based solely on such unaudited financial statements/financial information. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements / financial information are not material to the Group.

Our report on the Statement is not modified in respect of the above matter with respect to our reliance on the financial statements/ financial information certified by the Board of the Directors.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)


Anand Subramanian
Partner
(Membership No. 110815)
(UDIN: 22110815AJRUST6682)

Place: Bengaluru
Date: 26 May 2022

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Annexure I:

Nature	S. No.	Entity name
Subsidiary/Step-subsubsidiary:	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 Limited (formerly known as Comtel Solutions Pte. Limited)
	12.	Quess East Bengal FC Private Limited
	13.	Excelus Learning Solutions Private Limited
	14.	Connecqt Business Solutions Limited (formerly known as Tata Business Support Services Limited)
	15.	Vedang Cellular Services Private Limited
	16.	Golden Star Facilities and Services Private Limited
	17.	Quess Selection & Services Pte Limited (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
	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., Philippines
	32.	Quess Services Limited
	33.	Trimax Smart Infraprojects Private Limited
	34.	Terrier Security Services (India) Private Limited
	35.	Heptagon Technologies Private Limited (w.e.f. 28 February 2022)
	36.	Billion Careers Private Limited (w.e.f. 26 November 2021)

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Nature	S. No.	Entity name
Associate:	1.	Quess Recruit, Inc.
	2.	Agency Pekerjaan Quess Recruit Sdn. Bhd
	3.	Stellarslog Technovation Private Limited
Joint Venture:	1.	Himmer Industrial Services (M) Sdn. Bhd

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Part 1: Statement of consolidated audited financial results for the quarter and year ended 31 March 2022

(INR in millions except per share data)

Sl. No.	Particulars	Consolidated				
		Quarter ended		Year ended		
		31 March 2022	31 December 2021	31 March 2021	31 March 2022	31 March 2021
		Refer note 2	(Unaudited)	Refer note 2	(Audited)	(Audited)
1	Income					
	a) Revenue from operations	37,920.47	36,849.82	30,045.04	1,36,917.78	1,08,368.95
	b) Other income	46.79	28.70	33.53	198.01	450.90
	Total income (a + b)	37,967.26	36,878.52	30,078.57	1,37,115.79	1,08,819.85
2	Expenses					
	a) Cost of material and stores and spare parts consumed	837.22	773.32	570.90	2,787.25	2,007.49
	b) Employee benefits expense	32,281.58	31,019.67	25,632.06	1,16,869.92	92,968.43
	c) Finance costs	195.24	183.82	166.35	792.15	1,112.93
	d) Depreciation and amortisation expense	642.84	493.82	551.07	2,120.47	2,285.28
	e) Other expenses	2,953.39	3,262.43	3,463.72	11,025.76	8,811.93
	Total expenses (a + b + c + d + e)	36,910.27	35,733.06	30,384.10	1,33,595.55	1,07,186.06
3	Profit before share of profit/(loss) of equity accounted investees, exceptional items and tax (1 - 2)	1,056.99	1,145.46	(305.53)	3,520.24	1,633.79
4	Share of loss of equity accounted investees (net of income tax)	(6.65)	(5.96)	(8.30)	(16.87)	(114.27)
5	Profit before exceptional items and tax (3 + 4)	1,050.34	1,139.50	(313.83)	3,503.37	1,519.52
6	Exceptional items (refer note 11 and 12(c))	13.95	-	-	(72.24)	(326.89)
7	Profit/(loss) before tax (5 - 6)	1,036.39	1,139.50	(313.83)	3,575.61	1,846.41
8	Tax expense/(credit)					
	Current tax	120.40	119.72	111.10	644.14	423.29
	Income tax relating to previous year	21.65	0.01	(8.75)	35.28	68.21
	Deferred tax	128.05	134.60	166.55	386.42	618.02
	Total tax expense	270.10	254.33	268.90	1,065.84	1,109.52
9	Profit/(loss) for the period (7 - 8)	766.29	885.17	(582.73)	2,509.77	736.89
10	Other comprehensive income					
	(i) Items that will not be reclassified subsequently to profit or loss					
	Remeasurement of defined benefit plans	62.64	(33.73)	49.29	(98.62)	(78.10)
	Income tax relating to items that will not be reclassified to profit or loss	(5.53)	6.31	(11.04)	32.91	21.68
	Share of other comprehensive income of equity accounted investees (net of income tax)	-	-	-	-	(5.33)
	(ii) Items that will be reclassified subsequently to profit or loss					
	operations	39.19	23.82	(65.84)	81.97	45.99
	Other comprehensive income/(loss) for the period, net of taxes	96.30	(3.60)	(27.59)	16.26	(15.76)
11	Total comprehensive income/(loss) for the period (9 + 10)	862.59	881.57	(610.32)	2,526.03	721.13
12	Profit/(loss) attributable to:					
	Owners of the Company	736.80	838.22	(626.92)	2,412.25	578.77
	Non-controlling interests	29.49	46.95	44.19	97.52	158.12
13	Other comprehensive income/(loss) attributable to:					
	Owners of the Company	90.82	0.07	(39.15)	16.15	(26.80)
	Non-controlling interests	5.48	(3.67)	11.56	0.11	11.04
14	Total comprehensive income/(loss) attributable to:					
	Owners of the Company	827.62	838.29	(666.07)	2,428.40	551.97
	Non-controlling interests	34.97	43.28	55.75	97.62	169.16
15	Paid-up equity share capital (Face value of INR 10.00 per share)	1,479.91	1,478.84	1,476.79	1,479.91	1,476.79
16	Reserves i.e. Other equity				22,897.64	21,954.31
17	Earning/(loss) per equity share	(not annualised)	(not annualised)	(not annualised)	(annualised)	(annualised)
	(a) Basic (in INR)	4.98	5.67	(4.25)	16.32	3.92
	(b) Diluted (in INR)	4.94	5.59	(4.18)	16.18	3.87

See accompanying notes to the financial results



Ques Corp Limited

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

Consolidated Balance Sheet as at 31 March 2022

(INR in millions)

Particulars		As at 31 March 2022	As at 31 March 2021
		(Audited)	(Audited)
A	ASSETS		
1	Non-current assets		
	Property, plant and equipment	2,066.73	1,732.91
	Capital work-in-progress	-	149.81
	Right-of-use assets	2,916.13	2,429.88
	Goodwill	10,095.91	9,889.50
	Other intangible assets	1,490.26	995.23
	Intangible assets under development	153.14	159.10
	Investments in equity accounted investees	87.58	24.44
	Financial assets		
	Investments	16.55	16.55
	Loans	-	266.76
	Other financial assets	1,498.01	1,408.05
	Deferred tax assets (net)	915.84	1,289.92
	Income tax assets (net)	3,067.28	2,771.54
	Other non-current assets	200.39	177.28
	Total non-current assets	22,507.82	21,310.97
2	Current assets		
	Inventories	274.80	290.29
	Financial assets		
	Investments	917.32	497.08
	Trade receivables		
	-Billed	12,703.15	8,944.86
	-Unbilled	10,619.80	9,050.56
	Cash and cash equivalents	4,104.66	4,857.19
	Bank balances other than cash and cash equivalents above	1,014.62	788.49
	Loans	33.75	24.39
	Other financial assets	253.29	258.29
	Other current assets	1,280.36	1,179.99
	Total current assets	31,201.75	25,891.14
	Total Assets	53,709.57	47,202.11
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	1,479.91	1,476.79
	Other equity	22,897.64	21,954.31
	Total equity attributable to equity holders of the Company	24,377.55	23,431.10
	Non-controlling interests	1,309.80	939.30
	Total equity	25,687.35	24,370.40
2	Liabilities		
	Non-current liabilities		
	Financial liabilities		
	Borrowings	236.76	543.07
	Lease liabilities	2,180.30	1,778.09
	Other financial liabilities	19.72	2,096.36
	Deferred income tax liabilities (net)	-	0.44
	Non-current provisions	2,530.16	1,981.70
	Total non-current liabilities	4,966.94	6,399.66
3	Current liabilities		
	Financial liabilities		
	Borrowings	5,640.65	4,613.92
	Trade payables		
	Total outstanding dues of micro enterprises and small enterprises	39.08	27.84
	Total outstanding dues of creditors other than micro enterprises and small enterprises	1,114.59	1,184.64
	Lease liabilities	1,088.34	974.35
	Other financial liabilities	9,926.45	6,164.63
	Income tax liabilities (net)	85.69	88.24
	Current provisions	202.85	139.92
	Other current liabilities	4,957.63	3,238.51
	Total current liabilities	23,055.28	16,432.05
	Total Liabilities	28,022.22	22,831.71
	Total Equity and Liabilities	53,709.57	47,202.11

See accompanying notes to the financial results



Quesst Corp Limited

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

Statement of Consolidated Cash flows for the year ended 31 March 2022

(Amount in INR millions)

Particulars	For the year ended	
	31 March 2022	31 March 2021
	(Audited)	(Audited)
Cash flows from operating activities		
Profit after tax	2,509.77	736.89
Adjustments to reconcile net profit to net cash provided by operating activities:		
Tax expenses	1,065.84	1,109.52
Exceptional items (refer note 11 and 12(c))	(72.24)	(326.89)
Interest income on term deposits	(70.57)	(60.35)
Amortised cost adjustments for financial instruments	(12.20)	(21.76)
Interest on income tax refunds	(64.93)	(311.20)
(Profit)/ loss on sale of property, plant and equipment, net	(1.07)	0.62
Interest on loans given to related parties	-	(8.76)
Net gain on sale of investments in mutual funds	(27.30)	(3.50)
Liabilities no longer required written back	-	(0.43)
Net gain on financial assets designated at fair value through profit or loss	(2.96)	-
Net fair value (loss)/gains on mutual funds	-	(15.74)
Expense on employee stock option scheme	381.81	118.02
Finance costs	550.43	1,112.93
Depreciation and amortisation expense	2,120.47	2,285.28
Loss allowance on financial assets, net	22.51	1,225.02
Bad debts written off	250.22	-
Deposits written off	56.48	2.13
Foreign exchange gain, net	(4.30)	99.54
Rent concession	-	(85.83)
Share of (profit)/loss of equity accounted investees	16.87	114.27
Operating cash flows before working capital changes	6,718.83	5,969.77
Changes in operating assets and liabilities		
Changes in inventories	15.49	(0.44)
Changes in trade receivables and unbilled revenue	(5,753.08)	417.03
Changes in loans, other financial assets and other assets	177.83	82.14
Changes in trade payables	(69.61)	(988.64)
Changes in other financial liabilities, other liabilities and provisions	5,322.07	26.23
Cash generated from operations	6,411.54	5,506.09
Income taxes (paid)/refund received, net	(868.43)	1,647.51
Net cash flows from operating activities (A)	5,543.11	7,153.60
Cash flows from investing activities		
Expenditure on property, plant and equipment and intangibles, net of sale proceeds	(846.71)	(650.26)
Proceeds from sale of property plant and equipment	13.53	36.80
Acquisition of shares in subsidiaries net of acquisition date cash and cash equivalents of subsidiaries	50.81	137.76
Investment in associates	(80.00)	(20.00)
Investments in mutual fund, net	(420.24)	(143.84)
Proceeds from sale of mutual fund units	30.26	-
Bank deposits (having original maturity of more than three months),net	(389.33)	(372.61)
Loans given to related parties	(312.91)	(94.66)
Interest received on term deposits	70.61	43.39
Net cash from/(used in) in investing activities (B)	(1,883.98)	(1,063.42)
Cash flows from financing activities		
Repayment of lease obligations	-	(1,456.77)
Repayment of term loan	(308.23)	-
Proceeds from short term borrowings	1,028.32	(4,855.21)
Proceeds from issue of equity shares net of issue expense	3.12	1.68
Changes in ownership interest in subsidiary not resulting in loss of control:		
- Dilution of existing stake	624.60	-
- Payment towards acquisition of non-controlling interest	(2,076.64)	(45.59)
Repayment of lease liabilities	(1,266.38)	(1,242.32)
Dividend paid to Non controlling interest	(243.32)	-
Dividend paid	(1,624.89)	-
Interest paid	(553.45)	(737.32)
Net cash (used in)/from in financing activities (C)	(4,416.86)	(8,335.53)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(757.72)	(2,245.35)
Cash and cash equivalents at the beginning of the period	4,857.19	7,091.24
Effect of exchange rate fluctuations on cash and cash equivalents	5.19	11.30
Cash and cash equivalents at the end of the period	4,104.66	4,857.19
Components of cash and cash equivalents		
Cash in hand	6.36	6.39
Balances with banks		
In current accounts	4,066.52	4,573.52
In EEFC accounts	29.81	19.84
In deposit accounts (with original maturity of less than 3 months)	1.97	257.44
Cash and cash equivalents in consolidated balance sheet	4,104.66	4,857.19

See accompanying notes to the financial results



Quesst Corp Limited

Registered Office: Quesst 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. Accordingly, information has been presented along these business segments viz. Workforce management, Operating asset management and Global technology solutions. The accounting principles used in the preparation of these financial results are consistently applied to record revenue and expenditure in individual segments.

Statement of consolidated audited segment wise revenue, results, assets and liabilities for the quarter and year ended 31 March 2022 (INR in millions)

Sl. No.	Particulars	Consolidated				
		Quarter ended		Year ended		
		31 March 2022	31 December 2021	31 March 2021	31 March 2022	31 March 2021
		Refer note 2	(Unaudited)	Refer note 2	(Audited)	(Audited)
1	Segment revenue					
	a) Workforce management	25,700.80	24,715.45	20,114.16	91,897.13	71,590.09
	b) Operating asset management	5,772.31	5,778.67	4,650.63	21,095.03	16,883.08
	c) Global technology solutions	6,447.36	6,355.70	5,280.25	23,925.62	19,895.78
	Total Income from operations	37,920.47	36,849.82	30,045.04	1,36,917.78	1,08,368.95
2	Segment results					
	a) Workforce management	892.10	763.35	372.78	2,745.11	2,283.07
	b) Operating asset management	255.65	368.00	(523.47)	1,198.80	323.22
	c) Global technology solutions	834.72	944.57	736.28	3,220.15	2,702.13
	Total	1,982.47	2,075.92	585.59	7,164.06	5,308.42
	Less: (i) Unallocated corporate expenses	134.19	281.52	207.23	929.21	727.32
	Less: (ii) Depreciation and amortisation expense	642.84	493.82	551.07	2,120.47	2,285.28
	Less: (iii) Finance costs	195.24	183.82	166.35	792.15	1,112.93
	Add: (iv) Other income	46.79	28.70	33.53	198.01	450.90
	Add: (v) Share of profit/(loss) of equity accounted investees (net of income tax)	(6.65)	(5.96)	(8.30)	(16.87)	(114.27)
	Total profit before tax	1,050.34	1,139.50	(313.83)	3,503.37	1,519.52
3	Segment assets					
	a) Workforce management	18,094.94	15,248.69	13,015.55	18,094.94	13,015.55
	b) Operating asset management	12,066.50	12,434.41	10,536.26	12,066.50	10,536.26
	c) Global technology solutions	14,554.91	13,198.28	11,963.37	14,554.91	11,963.37
	d) Unallocated	8,993.22	11,471.22	11,686.93	8,993.22	11,686.93
	Total	53,709.57	52,352.60	47,202.11	53,709.57	47,202.11
4	Segment liabilities					
	a) Workforce management	10,621.74	8,140.06	5,310.18	10,621.74	5,310.18
	b) Operating asset management	3,843.26	4,104.78	3,497.12	3,843.26	3,497.12
	c) Global technology solutions	8,190.07	6,915.50	6,333.33	8,190.07	6,333.33
	d) Unallocated	5,367.15	8,903.58	7,691.08	5,367.15	7,691.08
	Total	28,022.22	28,063.92	22,831.71	28,022.22	22,831.71

See accompanying notes to the financial results



Consolidated audited financial results for the quarter and year ended 31 March 2022

Notes :

- 1 The consolidated financial information for the quarter and year ended 31 March 2022 have been taken on record by the Board of Directors at its meeting held on 26 May 2022. The statutory auditors have expressed an unqualified review conclusion on the financial results for the quarter ended 31 March 2022 and have expressed an unqualified audit opinion on the financial results for the year ended 31 March 2022. These Consolidated financial results have been extracted from the consolidated financial information.
- 2 The statement includes the results for quarter ended 31 March 2022 and 31 March 2021 being the balancing figure of the audited figures in respect of full financial year and the published year to date figures upto the third quarter of the respective financial years.
- 3 The unaudited consolidated financial results and the 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 website www.quescorp.com.
- 4 During the year ended 31 March 2021, the Company had acquired additional 25.00% to their equity stake in Terrier Security Services (India) Private Limited ("TSSIPL") at a consideration of INR 645.00 million. Consequent to the additional 25.00% acquisition, the total shareholding in TSSIPL had increased from 49.00% to 74.00% and TSSIPL had become subsidiary of the Company. The additional purchase consideration of INR 645.00 million was settled by adjusting loans which was outstanding to be received from Heptagon Technologies Private Limited ("HTPL").

During the year ended 31 March 2022, Terrier Security Services (India) Private Limited ("TSSIPL") has allotted 150,000 optionally convertible redeemable preference shares ("OCRPS") having face value of INR 10.00 each by way of bonus issue to its shareholders in the ratio of 1:0.30, out of which 39,000 OCRPS has been converted by the non-controlling shareholders of TSSIPL into equity shares in the ratio of 1:10. As a result, the total shareholding of the Company in TSSIPL has been decreased from 74.00% to 41.57%.

OCRPS can be converted into equity shares by the Company at any point in time without any contractual restrictions and therefore considered as potential voting rights. Further, there has been no change in the composition in the Board of TSSIPL consequent to the change in shareholding. Therefore, TSSIPL continues to be a subsidiary of the Company.

- 5 During the year ended 31 March 2021, Tata Sons Private Limited ("Tata Sons"), the non-controlling shareholder of Conneqt Business Solutions Limited ("CBSL") (a subsidiary of the Company) exercised the Put Option and requested the Company to complete the purchase of 44,839,166 equity shares ("Put Shares") as per the Shareholders Agreement ("the Agreement") dated 20 November 2017. On 16 April 2021, the Administration and Investment committee of the Company has approved the acquisition of the remaining 30.00% equity stake for a consideration of INR 2,080 million. Consequently, the Company completed the acquisition of equity stake in CBSL on the same date, and CBSL became wholly owned subsidiary of the Company.
- 6 During fiscal 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 06 June 2022. The Group 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 Company considers the claim to be remote.
- 7 The Board of Directors of the Company at its meeting held on 03 June 2021 considered and approved the Scheme of Amalgamation ("Scheme AAA") among Quess Corp Limited ("Transferee Company") with two of its wholly owned subsidiaries viz. MFX Infotech Private Limited ("MFXI") and Greenpiece Landscape India Private Limited ("GLPL") 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 approval of the shareholders and the National Company Law Tribunal ("NCLT"), Bengaluru branch. On 7 July 2021, the Board of Directors approved revision in Scheme AAA by adding another wholly owned subsidiary Conneqt Business Solutions Limited ("CBSL") as an additional Transferor Company. The new Scheme AAA will be effected in the consolidated financial results once it is approved by National Company Law Tribunal ("NCLT"), Bengaluru Bench. The Company has filed the application before Hon'ble NCLT, Bengaluru bench on 21 January 2022.
- 8 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.
- 9 The Board of Directors at their meeting held on 05 May 2021 declared interim dividend of INR 7.00 per equity share (face value of INR 10.00 each) for the financial year ended 31 March 2021 aggregating to INR 1,033.75 million which was paid on 20 May 2021.

The Board of Directors at their meeting held on 13 November 2021 have declared an interim dividend of INR 4.00 per equity share (face value of INR 10.00 each) for the current financial year aggregating to INR 591.14 million, which was paid on 03 December 2021.



- 10 As disclosed in quarter ended 30 June 2021, the Income Tax Department ("Department") conducted survey operations at the Company's registered office from 08 July 2021 to 10 July 2021. The queries during the survey for financial year (FY) 2016-17 to FY 2019-20 were primarily related to the manner of availing deduction under section 80JJAA of the Income Tax Act ("Act") and the claim of tax depreciation on goodwill arising from acquisition/ mergers. Further, as disclosed in quarter ended 30 September 2021, a special audit under section 142(2A) of the Act was initiated by the Income Tax Department for FY 2017-18. During the quarter ended 31 March 2022, special audit was completed; and report was submitted to the Income Tax Department.

As per due process, and following the issue of the special audit report, the Department has issued a draft assessment order under section 144C of the Act on 24 May 2022. The draft assessment order indicates that, among others, the entire deduction under 80JJAA claimed by the Company is disallowed, along with the depreciation of goodwill arising on mergers and acquisitions. Further receipts in the nature of reimbursement of expenses from customers reduced from revenues as per applicable Accounting Standards have also been added to taxable income. As per the process laid out under section 144C of the Act, the Company has 30 days to file objections to the Dispute Resolution Panel. Therefore, the demands relating to disallowance is yet to be computed by the Income Tax Department.

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 Act. Based on its initial internal assessment, the Company has disclosed a contingent liability of INR 166.60 million, excluding interest and penalties if any. This estimate 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 an 80JJAA deduction of INR 2,012 million is claimed for the year ended 31 March 2022. The Company believes that such deduction, including its quantum, has been validly and consistently claimed, in conformity with its interpretation of the statute.

- 11 a) During the quarter ended 30 September 2021, the Group recognised an expense of INR 479.81 million related to Goods and Service Tax (GST), based on a comprehensive review across its businesses, geographic locations and assessment years, including reconciliations with suppliers and vendors. Due to the pandemic related disruptions, this review was finally concluded during the quarter ended 30 September 2021. Based on such review the Group has, on a prudent basis, identified certain ineligible credits arising from vendor reconciliations, clarifications and opinions related to input credits, delays by vendors in filing GST returns, etc. and recorded and paid the related expense which the Group believes is an exceptional item in the extraneous circumstances involved and in the context of paragraph 9.6 of the Guidance note on Schedule III to the Companies Act, 2013 issued by the Institute of Chartered Accountants of India ("ICAI").

b) As at 31 March 2020, the Group had impaired INR 1,155.32 million of customer relationship related intangible assets from its acquisitions of IFM business and Allsec after considering the then assessed impact of COVID-19 and uncertainties in future economic condition caused by the pandemic. During the quarter ended 30 September 2021, the Group has recognised a reversal of impairment on these customer relationship aggregating to INR 766 million. This reversal stems from the management's demonstrable assessment of sustainable improved business performance of the IFM business and Allsec at the operating profit level, which is in excess of the projections prepared for the purpose of recognizing the impairment. The presentation and classification of the reversal is consistent with that of the previously recognised impairment.

c) The Group acquired shares of Monster Group entities vide Global Share purchase agreement (SPA) and India SPA dated 31st January 2018 and the control was transferred with effect from 8th February 2018 ("completion date"). During the current quarter, Qess Holding Pte Ltd (subsidiary of the Company) paid an additional amount of INR 13.95 million to Randstad Holding NV (seller) as settlement for working capital adjustment.

- 12 a) The Group's business operations as a whole, for the quarter and year ended 31 March 2022 continue to be affected by the COVID-19 pandemic. The impact of the pandemic across the business and locations could vary depending on the nature of the businesses and specific severity of the pandemic within a location/state. The ultimate duration of the pandemic and its consequential economic and financial impact as a whole on the Group continue to remain uncertain. As a result of these developments, the Group considered the possible effects that may result from the pandemic in preparation of the financial results, specifically for each line of business, including evaluating the recoverability of financial assets and non-financial assets particularly trade receivables, unbilled revenues, goodwill, intangible assets, investments and loans granted to subsidiaries and associates.

b) The Group has exercised specific and discrete judgements in relation to each of its businesses and applied appropriate assumptions, using internal and external sources of information. The net carrying amount of these assets as reflected in the financial results are expected to be recovered on 31 March 2022. These assumptions are subject to change in future as events unfold within the uncertain environment.

c) During the year ended 31 March 2021, the Group had recorded a provision of INR 1,033.53 million, being an operating expense, in relation to trade receivables and unbilled revenues arising from certain businesses and financial assets, based on the then prevalent circumstances. Based on further developments arising from the pandemic and on a cumulative consideration of the variables involved, specifically related to recovery timelines of certain businesses, the Group recorded an aggregate charge of INR 472.73 million in relation to these assets during the year ended 31 March 2022 comprising of INR 272.73 million relating to credit losses and impairment of financial assets which are considered as an operating expense and INR 200 million relating to impairment of financial assets which is considered as exceptional during the quarter ended 30 September 2021, within the pandemic environment and in terms of paragraph 9.6 of the Guidance note on Schedule III to the Companies Act, 2013 issued by ICAI.



13 a) During the year ended 31 March 2022, the Company has made an additional investment in Stellarslog Technovation Private Limited for INR 80 million. Investment of INR 32 million was made in the quarter ended 30 September 2021 followed by a further investment of INR 48 Million during the quarter ended 31 December 2021 which resulted in a holding of 49% at 31 March 2022. Further, the Company has signed the First Addendum Agreement on 30 March 2022 with Stellarslog Technovation Private Limited under which the Company has agreed to make an additional investment of INR 38.40 millions.

b) During the quarter ended 31 March 2022, the Company converted Compulsorily Convertible Debentures ("CCDs") of Monster.com (India) Private Limited into 3,104 equity shares amounting to INR 107.24 million. The Company also invested a further amount of INR 574.22 million in 7,216 equity shares through right issue at INR 79,576/- per share

c) During the quarter ended 31 December 2021, the Company has entered into Share Subscription agreement for investment in Monster.com (India) Private Limited (Monster India) (a wholly owned subsidiary of the Company) by Meridian Investments and Volrado Venture Partners Fund II (collectively, Investors) along with the Company.

The funds raised will be utilised towards enhanced investments on Product Development and Marketing in India, South East Asia and Middle East markets. The investment amount is INR 1,125 million, with an option to extend the investment up to INR 1,375 million, at a floor pre-money valuation of INR 6000 million as follows:

- INR 625 million by the Investors as compulsory convertible preference shares (CCPS), which was received by Monster India on 24 January 2022. Post investment of INR 625 million by the Investors, the Investors are expected to hold 9.43% shareholding in Monster India on a fully diluted basis. Remaining shares of Monster India will be held by the Company and employees under employee stock options plan.

- INR 500 million split as, INR 125 million by the Investors and INR 375 million by the Company, as compulsory convertible debentures (CCD). The funding of INR 500 million may be drawn by the management of Monster India as per the business plan approved by the Board. CCD shall be converted to CCPS at a valuation of 25% discount to the valuation of next round of funding subject to the floor valuation of INR 6,000 million and cap valuation of INR 7,500 million.

- The Investors has an option to subscribe to additional CCPS up to INR 375 million, within 4 months from the closing of investment in CCPS by the Investors. If the Investors subscribes to additional CCPS of INR 375 million then the obligation of the Investors to subscribe to the above CCD of INR 125 million falls away.

Further, reorganisation within the Monster group subsequent to 31 December 2021 has resulted in Monster India becoming the parent company of Monster.com.SG Pte Ltd, Monster.com.HK Ltd and Agensi Pekerjaan Monster Malaysia Sdn Bhd.

d) During the year ended 31 March 2022, the Company adjusted loans which was outstanding to be received from Heptagon Technologies Private Limited ("HTPL") into 1,902 equity shares amounting to INR 30.00 million. The Company has also invested a further amount of INR 100.00 million in 6,342 equity shares at INR 15,768/- per share, which resulted in a holding of 60.67% at 31 March 2022. Consequently, HTPL has become subsidiary of the Company.

e) During the year ended 31 March 2022, the Company has transferred its digital business undertaking comprising of "Qjobs" (Marketplace platform for blue collar and frontline workers), "Worq" (Blue Collar Workforce Management Tool) and "Dash" (Employee Benefits and Engagement Platform) as a going concern on a slump sale basis to Billion Careers Private Limited ("BCPL"), a wholly-owned subsidiary of the Company, for a lumpsum cash consideration of INR 50.39 millions.

14 Previous year's figures have been regrouped / rearranged wherever necessary

for and on behalf of Board of Directors of
Ques Corp Limited



Aji Isaac
Chairman
Place: Bengaluru
Date: 26 May 2022



Appendix - I

Nature	S. No.	Entity name
Subsidiary/Step-subsiary:	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 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	Golden Star Facilities and Services Private Limited
	17	Quess Selection & Services Pte Limited (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
	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., Philippines
	32	Quess Services Limited
	33	Trimax Smart Infraprojects Private Limited
	34	Terrier Security Services (India) Private Limited (refer note 3)
	35	Heptagon Technologies Private Limited (w.e.f 28 February 2022)
	36	Billion Careers Private Limited (w.e.f 26 November 2021)
Associate:	1	Quess Recruit, Inc.
	2	Agency Pekerjaan Quess Recruit Sdn. Bhd.
	3	Stellarslog Technovation Private Limited
Joint venture:	1	Himmer Industrial Services (M) Sdn. Bhd.

