

**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 2023 and (b) reviewed the Consolidated Financial Results for the quarter ended 31 March 2023 (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 2023" of Qess 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 and associates for the quarter and year ended 31 March 2023, (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 the other auditors on separate financial statements of subsidiaries, associates and joint venture referred to in Other Matters section below, the Consolidated Financial Results for the year ended 31 March 2023:

- (i) includes the results of the following entities as specified in Annexure I of the 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 2023.

(b) Conclusion on Unaudited Consolidated Financial Results for the quarter ended 31 March 2023

With respect to the Consolidated Financial Results for the quarter ended 31 March 2023, based on our review conducted and procedures performed as stated in paragraph (b) of Auditor's Responsibilities section below and based on the consideration of the review reports of the other auditors referred to in Other Matters section below, nothing has come to our attention that causes us to believe that the Consolidated Financial Results for the quarter ended 31 March 2023, 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 2023

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 Group, its associates and joint venture 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 2023 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 the audit evidence obtained by 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 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.
- We draw attention to Note 8 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 its 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 2023, 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 2023 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 venture 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 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 venture 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 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.

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

Auditor's Responsibilities

(a) Audit of the Consolidated Financial Results for the year ended 31 March 2023

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results for the year ended 31 March 2023 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 venture 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 venture 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.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results of the entities within the Group and its associates and joint venture 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.

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(b) Review of the Consolidated Financial Results for the quarter ended 31 March 2023

We conducted our review of the Consolidated Financial Results for the quarter ended 31 March 2023 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.

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 2023 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 reflect total assets of Rs. 14,088.56 million as at 31 March 2023 and total revenues of Rs. 11,293.31 million and Rs. 44,368.06 million for the quarter and year ended 31 March 2023 respectively, total net profit after tax of Rs 219.19 million and Rs. 1,227.30 million for the quarter and year ended 31 March 2023 respectively and total comprehensive income of Rs 232.46 million and Rs. 1,443.96 million for the quarter and year ended 31 March 2023 respectively and net cash inflow of Rs. 828.53 million for the year ended 31 March 2023, as considered in the Statement. The consolidated financial results include one associate having no operations, whose financial statements have not been audited by us. These financial statements audited/reviewed, 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 associate, 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 matter 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 5 subsidiaries, whose financial statements/financial information reflect total assets of Rs. 631.44 million as at 31 March 2023 and total revenues of Rs. 104.88 million and Rs. 416.19 million for the quarter and year ended 31 March 2023 respectively, total net loss after tax of Rs. 40.34 million and Rs. 74.27 million for the quarter and year ended 31 March 2023 respectively and total comprehensive loss of Rs 38.51 million and Rs. 71.09 million for the quarter and year ended 31 March 2023 respectively and net cash outflows of Rs. 24.50 million for the year ended 31 March 2023, as considered in the Statement. The consolidated financial results also includes the Group's share of profit after tax of Rs 0.71 million and Rs. 0.84 million for the quarter and year ended 31 March 2023 respectively and total comprehensive income of Rs. 0.71 million and Rs. 0.84 million for the quarter and year ended 31 March 2023 respectively, as considered in the Statement, in respect of one associate and one joint venture whose financial statements/financial information have not been audited by us. These financial statements 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 and associate, 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:23110815BGXVKP9133)

Place: Bengaluru
Date: 17 May 2023

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.	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 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.	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

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**Deloitte
Haskins & Sells LLP**

Nature	S. No.	Entity name
	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 (w.e.f 17 May 2022)
	38.	Stellarslog Technovation Private Limited (w.e.f. 7 April 2022)
Associate:	1.	Quess Recruit, Inc.
	2.	Agency Pekerjaan Quess Recruit Sdn. Bhd
Joint Venture:	1.	Himmer Industrial Services (M) Sdn. Bhd

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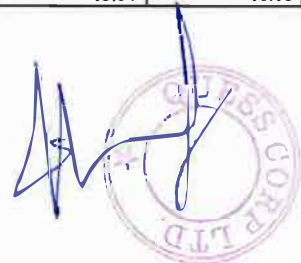
Quess Corp Limited
Registered Office: Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru 560 103;
CIN No. L74140KA2007PLC043909

Part 1: Statement of consolidated audited financial results for the quarter and year ended 31 March 2023

(INR in million except per share data)

Sl. No.	Particulars	Consolidated				
		Quarter ended		Year ended		
		31 March 2023	31 December 2022	31 March 2022	31 March 2023	31 March 2022
		Refer note 2	(Unaudited)	Refer note 2	(Audited)	(Audited)
1	Income					
	a) Revenue from operations	44,402.05	44,655.56	37,920.47	1,71,583.87	1,36,917.78
	b) Other income	36.36	66.82	46.79	263.35	198.01
	Total income (a + b)	44,438.41	44,722.38	37,967.26	1,71,847.22	1,37,115.79
2	Expenses					
	a) Cost of material and stores and spare parts consumed	1,128.30	1,397.29	837.22	4,794.39	2,787.25
	b) Employee benefits expense	37,972.14	38,092.64	32,281.58	1,46,595.61	1,16,869.92
	c) Finance costs	308.98	289.65	195.24	1,066.08	792.15
	d) Depreciation and amortisation expense	764.90	695.36	642.84	2,746.12	2,120.47
	e) Other expenses	3,781.91	3,710.76	2,953.39	14,337.25	11,025.76
	Total expenses (a + b + c + d + e)	43,956.23	44,185.70	36,910.27	1,69,539.45	1,33,595.55
3	Profit before share of profit of equity accounted investees, exceptional items and tax (1 - 2)	482.18	536.68	1,056.99	2,307.77	3,520.24
4	Share of profit/(loss) of equity accounted investees (net of income tax)	0.71	1.10	(6.65)	0.84	(16.87)
5	Profit before exceptional items and tax (3 + 4)	482.89	537.78	1,050.34	2,308.61	3,503.37
6	Exceptional items loss/(gain) (refer note 11)	-	(535.03)	13.95	(535.03)	(72.24)
7	Profit before tax (5 - 6)	482.89	1,072.81	1,036.39	2,843.64	3,575.61
8	Tax expense/(credit)					
	Current tax	333.11	246.40	120.40	843.35	644.14
	Income tax relating to previous years	(55.92)	-	21.65	(55.84)	35.28
	Deferred tax	(94.18)	(29.89)	128.05	(172.96)	386.42
	Total tax expense	183.01	216.51	270.10	614.55	1,065.84
9	Profit for the period (7 - 8)	299.88	856.30	766.29	2,229.09	2,509.77
10	Other comprehensive income					
	(i) Items that will not be reclassified subsequently to profit or loss					
	Remeasurement of defined benefit plans	(115.93)	74.85	62.64	106.61	(98.62)
	Income tax relating to items that will not be reclassified to profit or loss	4.16	(4.88)	(5.53)	(24.63)	32.91
	(ii) Items that will be reclassified subsequently to profit or loss					
	Exchange differences in translating financial statements of foreign operations	9.26	376.65	39.19	472.56	81.97
	Other comprehensive (loss)/income for the period, net of taxes	(102.51)	446.62	96.30	554.54	16.26
11	Total comprehensive income for the period (9 + 10)	197.37	1,302.92	862.59	2,783.63	2,526.03
12	Profit/(loss) attributable to:					
	Owners of the Company	331.23	880.23	736.80	2,244.69	2,412.25
	Non-controlling interests	(31.35)	(23.93)	29.49	(15.60)	97.52
13	Other comprehensive income attributable to:					
	Owners of the Company	(130.50)	418.59	90.82	546.24	16.15
	Non-controlling interests	27.99	28.03	5.48	8.30	0.11
14	Total comprehensive income/(loss) attributable to:					
	Owners of the Company	200.73	1,298.82	827.62	2,790.93	2,428.40
	Non-controlling interests	(3.36)	4.10	34.97	(7.30)	97.62
15	Paid-up equity share capital (Face value of INR 10.00 per share)	1,482.29	1,481.96	1,479.91	1,482.29	1,479.91
16	Reserves i.e. other equity				24,205.22	22,897.64
17	Earnings per equity share	(not annualised)	(not annualised)	(not annualised)	(annualised)	(annualised)
	(a) Basic (in INR)	2.24	5.94	4.98	15.16	16.32
	(b) Diluted (in INR)	2.22	5.91	4.94	15.04	16.18

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

Consolidated Balance Sheet as at 31 March 2023

(INR in million)

Particulars		As at 31 March 2023 (Audited)	(INR in million except per share (Audited))
A	ASSETS		
1	Non-current assets		
	Property, plant and equipment	2,090.97	2,066.73
	Capital work-in-progress	1.02	-
	Right-of-use assets	4,365.47	2,916.13
	Goodwill	10,427.46	10,095.91
	Other intangible assets	1,073.74	1,490.26
	Intangible assets under development	180.11	153.14
	Investment accounted for using equity method	10.86	87.58
	Financial assets		
	Investments	16.55	16.55
	Other financial assets	1,598.98	1,498.01
	Deferred tax assets (net)	1,064.11	915.84
	Income tax assets (net)	4,904.52	3,806.40
	Other non-current assets	355.64	200.39
	Total non-current assets	26,089.43	23,246.94
2	Current assets		
	Inventories	281.57	274.80
	Financial assets		
	Investments	467.79	917.32
	Trade receivables		
	Billed	14,853.27	12,703.15
	Unbilled	12,032.64	10,619.80
	Cash and cash equivalents	4,375.74	4,104.66
	Bank balances other than cash and cash equivalents above	1,285.34	1,014.62
	Loans	36.79	33.75
	Other financial assets	213.63	253.29
	Other current assets	1,551.51	1,280.36
	Total current assets	35,098.28	31,201.75
	Total Assets	61,187.71	54,448.69
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity share capital	1,482.29	1,479.91
	Other equity	24,205.22	22,897.64
	Total equity attributable to equity holders of the Company	25,687.51	24,377.55
	Non-controlling interests	1,620.51	1,309.80
	Total equity	27,308.02	25,687.35
2	Liabilities		
	Non-current liabilities		
	Financial liabilities		
	Borrowings	94.72	236.76
	Lease liabilities	3,379.30	2,180.30
	Other financial liabilities	-	19.72
	Deferred income tax liabilities (net)	-	-
	Non-current provisions	2,743.40	2,394.23
	Total non-current liabilities	6,217.42	4,831.01
3	Current liabilities		
	Financial liabilities		
	Borrowings	5,216.09	5,640.65
	Trade payables	1,249.38	1,153.67
	Lease liabilities	1,423.23	1,088.34
	Other financial liabilities	13,051.08	9,926.45
	Income tax liabilities (net)	693.23	824.81
	Current provisions	336.84	338.78
	Other current liabilities	5,692.42	4,957.63
	Total current liabilities	27,662.27	23,930.33
	Total Liabilities	33,879.69	28,761.34
	Total Equity and Liabilities	61,187.71	54,448.69

See accompanying notes to the financial results

Qess Corp Limited
Registered Office: Qess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru 560 103;
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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.

Consequent to internal reorganisation, the Group during the quarter ended 30 June 2022, changed the composition of its reportable segments. The revised reportable segments of the Group comprise of:

- a) Workforce management
- b) Operating asset management
- c) Global technology solutions
- d) Product led business

Product led business comprises of business relating to Monster.com (India) Private Limited, Monster.com.SG PTE Limited, Monster.com.HK Limited, Agensi Pekerjaan Monster Malaysia Sdn. Bhd, Qdigi Services Limited and Billion Careers Private Limited which were hitherto included under Global Technology Solutions. Additionally, Brainhunter Systems Ltd. is now included under Work force management from Global technology solutions.

The information relating to reportable segments for the prior year ended 31 March 2022 are restated to reflect the change in reportable segments.

Statement of consolidated audited segment wise revenue, results, assets and liabilities for the quarter and year ended 31 March 2023 (INR in millions)

Sl. No.	Particulars	Consolidated				
		Quarter ended		Year ended		
		31 March 2023	31 December 2022	31 March 2022	31 March 2023	31 March 2022
		Refer note 2	(Unaudited)	Refer note 2	(Audited)	(Audited)
1	Segment revenue					
	a) Workforce management	30,618.21	30,683.27	26,441.47	1,18,308.95	94,759.76
	b) Operating asset management	6,842.75	6,891.48	5,772.31	26,215.77	21,095.03
	c) Global technology solutions	5,710.40	5,606.58	4,710.80	21,722.63	17,535.57
	d) Product led business	1,230.69	1,474.23	995.89	5,336.52	3,527.42
	Total Income from operations	44,402.05	44,655.56	37,920.47	1,71,583.87	1,36,917.78
2	Segment results					
	a) Workforce management	860.18	859.13	942.76	3,452.82	2,914.29
	b) Operating asset management	300.15	313.24	255.65	1,195.71	1,198.80
	c) Global technology solutions	952.77	902.66	980.22	3,540.78	3,168.42
	d) Product led business	(202.23)	(268.31)	(196.16)	(964.27)	(117.45)
	Total	1,910.87	1,806.72	1,982.47	7,225.04	7,164.06
	Less: (i) Unallocated corporate expenses	391.17	351.85	134.19	1,368.42	929.21
	Less: (ii) Depreciation and amortisation expense	764.90	695.36	642.84	2,746.12	2,120.47
	Less: (iii) Finance costs	308.98	289.65	195.25	1,066.08	792.15
	Add: (iv) Other income	36.36	66.82	46.79	263.35	198.01
	Add: (v) Share of profit/(loss) of equity accounted investees (net of income tax)	0.71	1.10	(6.65)	0.84	(16.87)
	Total profit before tax	482.89	537.78	1,050.34	2,308.61	3,503.37
3	Segment assets					
	a) Workforce management	18,077.36	18,172.30	18,559.42	18,077.36	18,559.42
	b) Operating asset management	13,926.15	14,120.14	12,066.50	13,926.15	12,066.50
	c) Global technology solutions	14,461.28	15,094.83	12,230.46	14,461.28	12,230.46
	d) Product led business	2,409.32	2,429.24	1,859.97	2,409.32	1,859.97
	e) Unallocated	12,313.60	11,874.53	8,993.22	12,313.60	8,993.22
	Total	61,187.71	61,691.04	53,709.57	61,187.71	53,709.57
4	Segment liabilities					
	a) Workforce management	12,475.72	12,538.87	10,906.07	12,475.72	10,906.07
	b) Operating asset management	4,943.18	4,731.95	3,843.26	4,943.18	3,843.26
	c) Global technology solutions	7,534.30	7,311.76	6,088.51	7,534.30	6,088.51
	d) Product led business	2,390.37	2,401.04	1,817.22	2,390.37	1,817.22
	e) Unallocated	6,536.12	7,626.79	5,367.16	6,536.12	5,367.16
	Total	33,879.69	34,610.41	28,022.22	33,879.69	28,022.22

See accompanying notes to the financial results

Statement of Consolidated Cash flows for the year ended 31 March 2023

(Amount in INR millions)

Particulars	For the year ended	
	31 March 2023	31 March 2022
	(Audited)	(Audited)
Cash flows from operating activities		
Profit after tax	2,229.09	2,509.77
Adjustments to reconcile net profit to net cash provided by operating activities:		
Tax expenses	614.55	1,065.84
Exceptional items	(535.03)	(72.24)
Interest income on term deposits	(100.53)	(70.57)
Amortised cost adjustments for financial instruments	(15.38)	(12.20)
Interest on income tax refunds	(22.73)	(64.93)
Profit on sale of property, plant and equipment, net	(1.73)	(1.07)
Gain on sale of investments in mutual funds	(11.14)	(27.30)
Fair value gain on financial assets designated at fair value through profit or loss	(24.16)	(2.96)
Employee stock option cost	292.26	140.09
Finance costs	1,066.08	792.15
Depreciation and amortisation expense	2,746.12	2,120.47
Loss allowance on financial assets, net	704.47	272.73
Deposits written off	8.31	56.48
Foreign exchange gain, net	(61.59)	(4.30)
Share of (profit)/loss of equity accounted investees	(0.84)	16.87
Operating cash flows before working capital changes	6,887.75	6,718.83
Changes in operating assets and liabilities		
Changes in inventories	(6.77)	15.49
Changes in trade receivables and unbilled revenue	(4,267.37)	(5,753.08)
Changes in loans, other financial assets and other assets	(310.30)	177.83
Changes in trade payables	93.97	(69.61)
Changes in other financial liabilities, other liabilities and provisions	4,259.67	5,317.73
Cash generated from operations	6,656.95	6,407.19
Income tax paid, net	(1,994.38)	(868.43)
Net cash flows from operating activities (A)	4,662.57	5,538.76
Cash flows from investing activities		
Expenditure on property, plant and equipment and intangibles	(1,040.13)	(846.71)
Proceeds from sale of property, plant and equipment	53.34	13.53
Acquisition of business net of cash (INR 38.36 million cash paid net of acquisition date cash and cash equivalents of subsidiaries of INR 44.69 million)	6.33	50.81
Investment in associates	-	(80.00)
Proceeds from disposal of subsidiary	647.23	-
Investments in mutual fund	-	(420.24)
Proceeds from sale of mutual fund	484.82	30.26
Placement of bank deposits	(514.26)	(671.20)
Redemption of bank deposits	273.46	281.87
Loans given to associates	-	(312.91)
Interest received on term deposits	66.39	70.61
Net cash used in investing activities (B)	(22.82)	(1,883.98)
Cash flows from financing activities		
Proceeds from long term borrowings	9.34	3.41
Repayments of long term borrowings	(196.85)	(311.65)
Repayment of lease liabilities	(1,722.69)	(1,266.38)
Proceeds from short term borrowings	35,720.89	46,044.47
Repayments of short term borrowings	(36,419.63)	(44,771.51)
Proceeds from/(repayments of) short term borrowings, net	319.66	(244.61)
Proceeds from issue of equity shares net of issue expense	2.38	3.12
Changes in ownership interest in subsidiary not resulting in loss of control:		
- Contribution by non controlling interest in a subsidiary	349.98	624.60
- Payment towards acquisition of non-controlling interest	-	(2,076.64)
Payment of dividend to non-controlling interest of subsidiary	(81.12)	(243.32)
Dividend paid	(1,774.00)	(1,620.55)
Interest paid	(640.01)	(553.45)
Net cash used in financing activities (C)	(4,432.05)	(4,412.51)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	207.70	(757.73)
Cash and cash equivalents at the beginning of the year	4,104.66	4,857.19
Effect of exchange rate fluctuations on cash and cash equivalents	63.38	5.20
Cash and cash equivalents at the end of the year	4,375.74	4,104.66
Components of cash and cash equivalents		
Cash in hand	8.83	6.36
Balances with banks		
In current accounts	4,341.17	4,066.52
In EEFC accounts	25.74	29.81
In deposit accounts (with original maturity of less than 3 months)	-	1.97
Cash and cash equivalents in consolidated balance sheet	4,375.74	4,104.66

Quess Corp Limited
Registered Office: Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru 560 103;
CIN No. L74140KA2007PLC043909
Consolidated audited financial results for the quarter and year ended 31 March 2023

Notes for the quarter and year ended 31 March 2023:

- 1 The consolidated financial information 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 and year ended 31 March 2023 have been taken on record by the Board of Directors at its meeting held on 17 May 2023. The statutory auditors have expressed an unqualified review conclusion on the financial results for the quarter ended 31 March 2023 and have expressed an unqualified audit opinion on the financial results for the year ended 31 March 2023. These consolidated financial results have been extracted from the consolidated financial information.
- 2 The Statement includes the results for the quarters ended 31 March 2023 and 31 March 2022 being the balancing figure of audited figures in respect of the full financial years and published unaudited year to date figures upto the end of the third quarter of the respective financial years.
- 3 The consolidated audited financial results and the audit 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.uesscorp.com.
- 4 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 23 May 2023. 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 Group considers the claim to be remote.
- 5 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 branch. 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 13 June 2023.
- 6 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.
- 7 The Board of Directors at their meeting held on 31 May 2022 declared an interim dividend of INR 4.00 per equity share (face value of INR 10.00 each) for the previous financial year aggregating to INR 591.97 million which was paid on 21 June 2022.

The Board of Directors at their meeting held on 9 November 2022 declared an interim dividend of INR 8.00 per equity share (face value of INR 10.00 each) for the financial year 2022-2023 aggregating to INR 1,185.18 million which was paid on 29 November 2022.

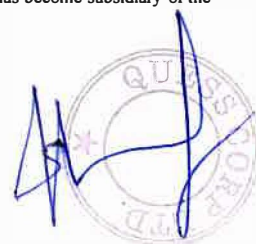
8 Income Tax Matters:

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.

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 1,922.90 million is claimed for the year ended 31 March 2023. The Company believes that such deduction, including its quantum, has been validly and consistently claimed, in conformity with its interpretation of the statute.

- 9 During the year ended 31 March 2023, the Company acquired additional 5% stake in Stellarslog Technovation Private Limited (STPL) for purchase consideration of INR 38.36 million. Consequent to additional 5% acquisition, the total shareholding in STPL has increased from 49% to 54% and STPL has become subsidiary of the Company.



- 10 The Board of Directors of the Company and Allsec Technologies Limited ("Allsec") in their respective meetings held on 22 June 2022 had approved the Scheme of Amalgamation which inter alia provides for the merger of Allsec into the Company ("Scheme"), subject to the Honourable NCLT and other necessary approvals under applicable laws. The said Scheme was withdrawn by the Board at its meeting held on 23 December 2022.
- 11 During the year ended 31 March 2023, the Company sold its 53% stake in Simpliance Technologies Private Limited (Simpliance) with a carrying value of INR 45 million to Aparajitha Corporate Services Limited (Aparajitha) and Dasa Consulting Private Limited, acting as a Trustee company of Poomatha Wellness Private Trust. Consequently, a gain on sale aggregating to INR 535.03 million is recorded as exceptional item during the year ended 31 March 2023.
- 12 Previous year's figures have been regrouped / rearranged wherever necessary.

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



Guruprasad Srinivasan

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

DIN: 07596207

Place: Bengaluru

Date: 17 May 2023



Appendix - 1

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 Ltd (formerly known as Comtel Solutions Pte. Limited)
	12	Quess East Bengal FC Private Limited
	13	Excelus Learning Solutions Private Limited
	14	Connqt 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	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
	36	Billion Careers Private Limited
	37	Quess Corp NA LLC (w.e.f 17 May 2022)
	38	Stellarslog Technovation Private Limited (w.e.f 7 April 2022)
Associate:	1	Quess Recruit, Inc.
	2	Agency Pekerjaan Quess Recruit Sdn. Bhd.
Joint venture:	1	Himmer Industrial Services (M) Sdn. Bhd.

