

QCL/SEC/2025-26/43

August 05, 2025

To,

BSE Limited

1st Floor, New Trading Ring,
Rotunda Building, PJ Towers,
Dalal Street, Mumbai – 400 001

Security Code – 539978

National Stock Exchange of India Limited

Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East), Mumbai – 400 051

NSE Symbol – QUESS

Dear Sir/Madam,

Sub: Notice of the 18th Annual General Meeting and Annual Report for the Financial Year 2024-25

This is to inform that the 18th Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, August 29, 2025 at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in compliance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Pursuant to the provisions of Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed the Notice of 18th AGM and the Annual Report of the Company, including the Business Responsibility and Sustainability Report for the Financial Year 2024-25.

Further, in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the AGM and the Annual Report of the Company for the Financial Year 2024-25 are being sent through electronic mode to all those members of the Company whose e-mail IDs are registered with the Company/ Registrar and Share Transfer Agents (RTA) or with the Depository Participant(s). Furthermore, in respect of those shareholders who have not registered their e-mail addresses, a letter is being dispatched containing a weblink and QR Code to facilitate access to the Notice of the AGM and the Annual Report for the Financial Year 2024-25.

The Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is also made available on the website of the Company at www.quesscorp.com.

Quess Corp Limited

Quess Tower, Sky Walk Avenue, 32/4, Service Road, Muneswara Nagar, Roopena Agrahara, Bommanahalli, Bengaluru– 560068, Karnataka, India
Tel: +91 080-49345666 | contactus@quesscorp.com | CIN No. L74140KA2007PLC043909

The following outlines the essential particulars of the meeting:

Sl. No	Particulars	Details
1	Day, date and time of the AGM	Friday, August 29, 2025 at 03:30 P.M
2	Mode of the meeting	Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
3	Link for participating in the AGM through VC/OAVM and remote e-voting	www.evotingindia.com
4	Cut-off date for Remote e-voting	Friday, August 22, 2025
5	Remote e-voting commencement date	Tuesday, August 26, 2025 at 09:00 A.M. (IST)
6	Remote e-voting end date	Thursday, August 28, 2025 at 05:00 P.M (IST)
7	Record date for the final dividend for FY 2024-25	Friday, August 08, 2025

Kindly take the same on record and acknowledge.

Yours sincerely,

For Quess Corp Limited

Kundan Kumar Lal
Digitally signed
by Kundan Kumar
Lal
Date: 2025.08.05
18:57:46 +05'30'

Kundan K Lal

Company Secretary & Compliance Officer

Membership No. F8393

Encl: as above

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***SPEED
FOCUS
AGILITY***

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To download this report or to read it online **click here**





SPEED FOCUS AGILITY

A sustainable business is anchored in enduring values and strengthened through real-time execution. As industries evolve, leadership belongs to those who move with - Speed. Focus. Agility.

***– our theme
that captures
the discipline
shaping our next
phase of growth.***

At Quess Corp, focus sets clear priorities, agility keeps us adaptive, and speed turns opportunities into momentum. By mastering this triad, we sharpen execution, simplify structures, and build enduring growth in an ever-evolving environment.

As we mark 17 years of our journey, we are stepping boldly into a new phase of renewed focus, momentum, and transformation. The recent three-way strategic demerger has unlocked sharper focus and positioned Quess Corp to pursue global leadership as a pure-play staffing organisation. From India's leading service provider to the nation's No. 1 staffing company, our evolution has been directed by purposeful goal driven by opportunity, growth, and our commitment to delivering lasting value to clients, employees, and stakeholders.

With a sharp vision, accelerated execution, and people-centric leadership, we are building a smarter, faster, and more adaptive organisation – one positioned not just to evolve but to lead decisively into the future. Quess is set to expand its global footprint, tap into new opportunities, and chart fresh frontiers as we embark on the next chapter of purposeful growth and leadership.

The Quess Edge: *What We Do*

India's Talent Engine with a Global Footprint

Quess Corp Limited is India's largest and among the top five global providers of staffing and workforce solutions. Established in 2007 in Bengaluru, Quess has evolved from a start-up into a global talent partner with operations across 8 countries. The company's service portfolio spans general staffing, professional recruitment, HR outsourcing, and technology-led hiring solutions. With a strong focus on AI-driven platforms and deep domain expertise, Quess enables organisations to manage talent at scale, enhance

operational efficiency, and adapt to evolving workforce dynamics. Its core offerings are structured across four pillars: general staffing, professional staffing, overseas staffing, and digital platforms.

We are the partner of choice for enterprises and talent alike by merging human potential with cutting-edge technology. Our workforce solutions and AI-powered platforms set new benchmarks in workforce management.

Where Talent, Technology, and Scale Converge

**One of the largest
private sector employer**

700+
recruiters

459,000+
active associates

75K
gig workers

**Since IPO, 2.5 Mn+ jobs
added with 1 Mn+ first-time
workers, and 133,000 first-
time employees added in
FY 2024-25**

**5,500+ associates
deployed internationally
across 7 countries
~35% clients with
5+ yr tenure**

~1,700
active clients

**AI-powered workforce
solutions across the
employment lifecycle**

Purpose That Powers Us: Our Mission and Vision

What differentiates us is not just our scale, but our mission and vision.

Employment Opportunities

We help job seekers find formal employment opportunities

Social Security

We provide social security benefits to a wider employable population

Productivity

Enhancing workforce productivity is at the heart of our business.

Training & Skill Development

We focus on improving employability through continuous training

Diversity

We are committed to fostering an inclusive and diverse workforce that reflects the communities we serve



OUR VISION & OUR PURPOSE

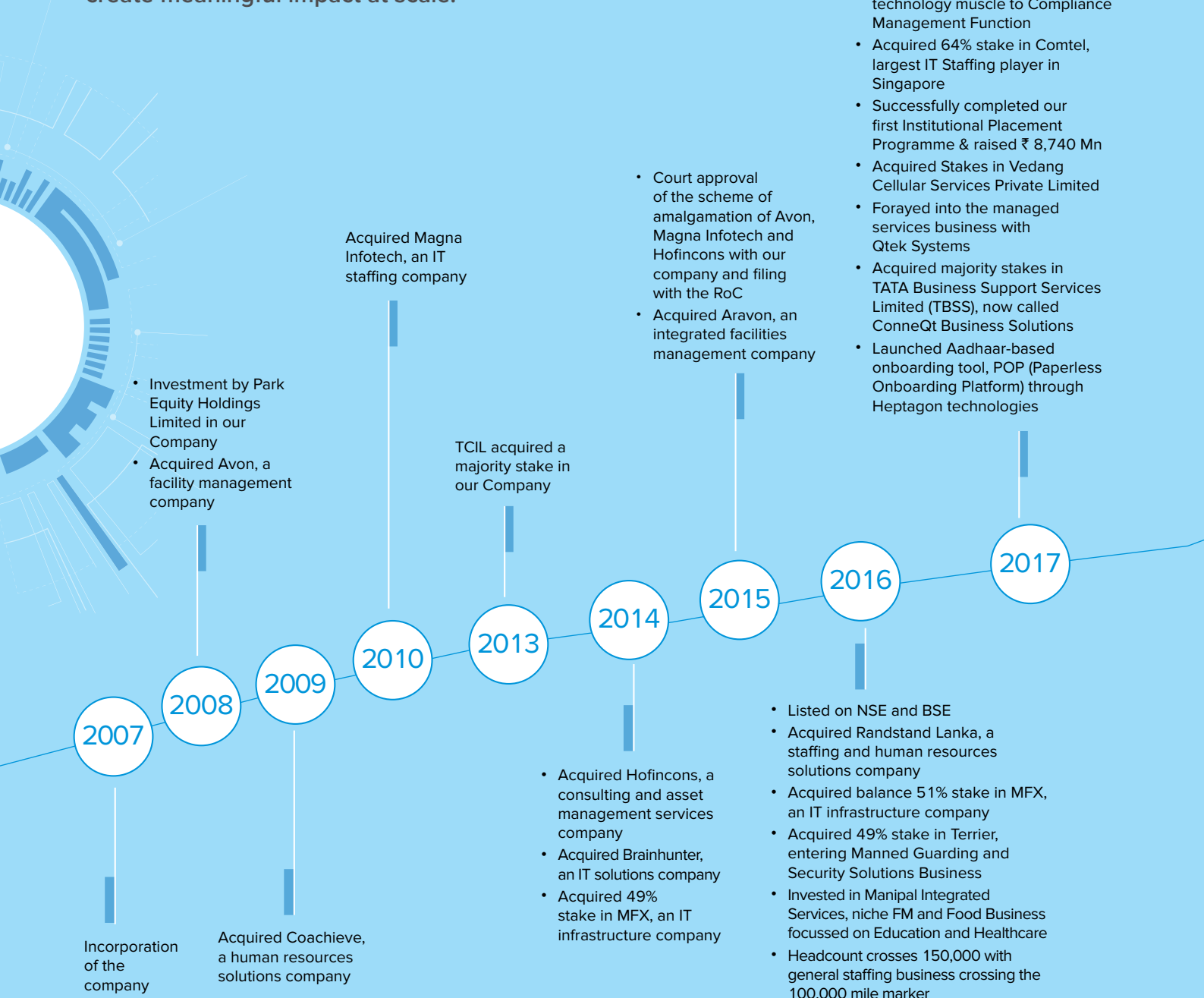
To build a tech-driven workforce ecosystem that empowers businesses and talent to thrive.

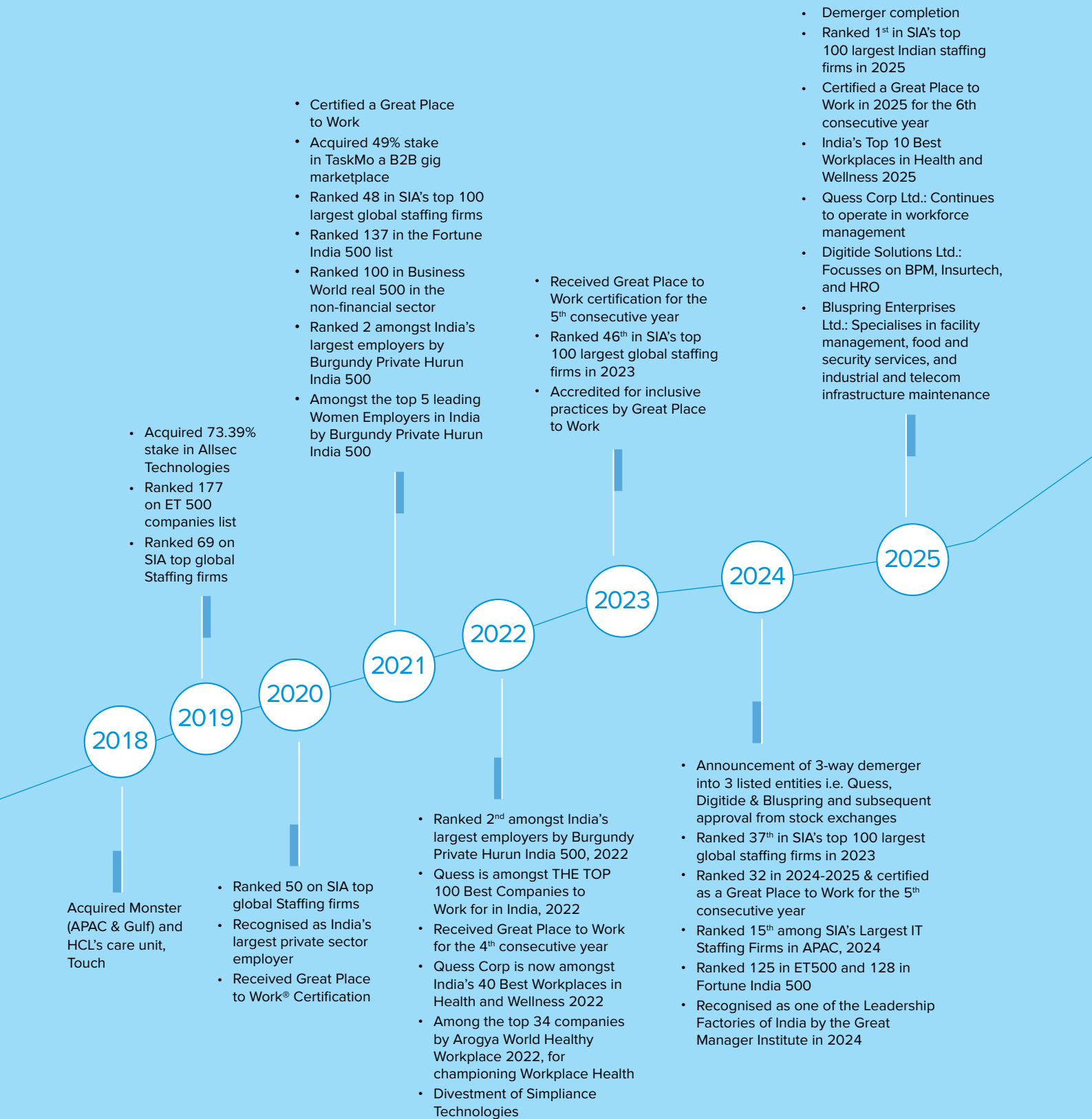
Our purpose is to build a leading institution that drives productivity for clients by outsourcing and optimising their staffing requirements. We aim to be the preferred firm for employees, customers, and investors alike.



From Bengaluru to the World: Our Growth Journey

From a bold idea in 2007 to becoming India's largest workforce management company, Quess Corp has been on a relentless quest to empower people, businesses, and communities. Our story is one of transformation – fuelled by innovation, shaped by resilience, and driven by a purpose to create meaningful impact at scale.

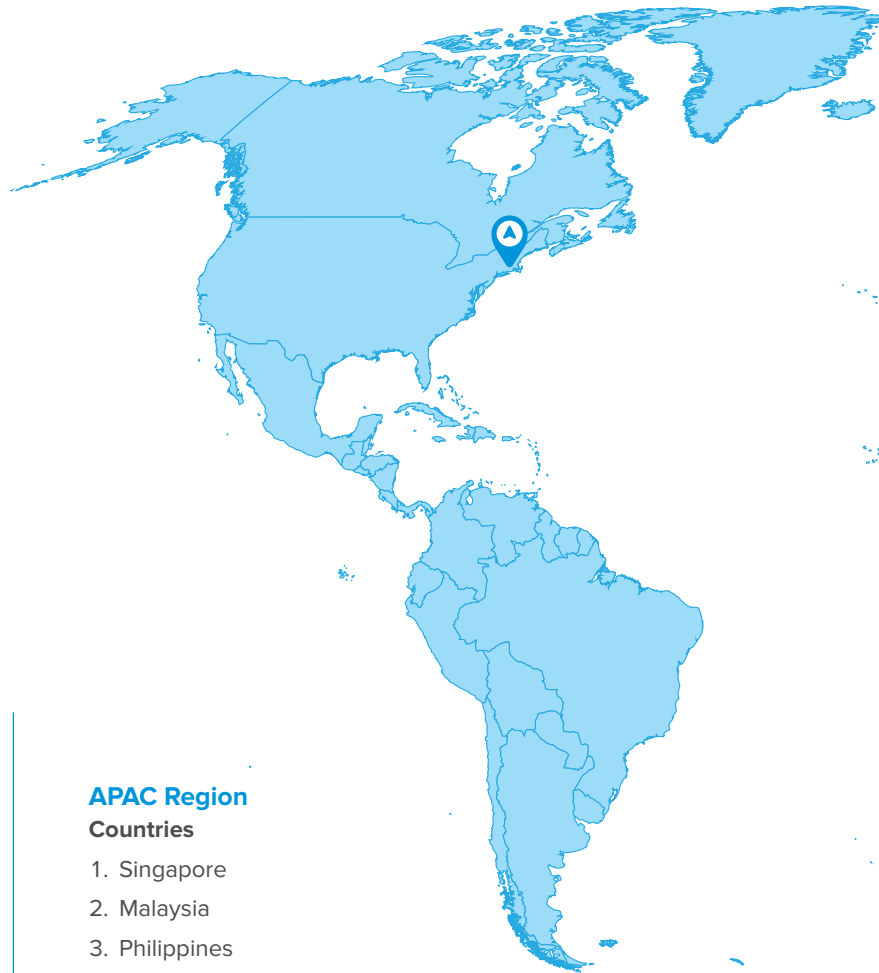




Evolving into a Global Powerhouse

From Local Foundations to Global Operations

Headquartered in Bengaluru, India, Quess Corp has established a strong and expanding global footprint, with operations across 8 countries covering both mature and emerging markets. Our geographic presence is strategically aligned to offer clients local insights, industry-specific expertise, and scalable workforce solutions. We have expanded our core services of general and professional staffing across the APAC and Middle East regions while concurrently strengthening our technology capabilities to deliver integrated talent solutions.



30+
offices across India

**Operations across
6,300 towns and cities**

**70% of workforce
based in Tier 2 &
Tier 3 locations**

**Dedicated COE in
Jaipur and
70+ sourcing
locations across
the country**

APAC Region Countries

1. Singapore
2. Malaysia
3. Philippines
4. Vietnam
5. Sri Lanka

Middle East Countries

United Arab Emirates
(Dubai and Abu Dhabi)

USA – Office in New Jersey, USA



Demerger –

The Story of the Year

The year 2024-25 marked an important chapter in Quess Corp's journey, a bold strategic demerger that opened new horizons for growth, innovation, and long-term value creation. Recognising the distinct growth trajectories and evolving needs of its diverse businesses, Quess Corp demerged into three independent listed entities: Quess Corp (Workforce Management), Digitide (AI-Driven Digital Transformation and Business Process Management), and Bluspring (Infra-services Company).

Strategic Rationale

This demerger was far more than a corporate restructuring; it was a thoughtful recalibration to empower each business to pursue focussed strategies aligned with their respective industries. Each entity had reached a level of maturity, scale, and market leadership that warranted independent paths to capitalise on sector-specific opportunities, sharpen decision-making, and optimise capital allocation.

Strategic Autonomy –

Independent growth paths and capital allocation

Sharper Focus –

Greater operational agility and sector-specific leadership

Execution Speed –

Faster, more responsive decision-making

Enhanced Transparency –

Clearer performance visibility for investors

Clarity of Investment Thesis –

Drive strong and long-term sustainable value creation

For Quess Corp, as a pure-play Workforce Management leader, this transformation brings singular focus, strengthened sector leadership, enhanced leadership bandwidth to scale globally, and deliver sustained long-term value for all stakeholders.

**Key
Drivers of the
Transformation**

The Road Ahead

With the completion of the demerger process, Qess Corp has entered a new phase with sharper priorities, focussed leadership, and a clear mandate to scale its Workforce Management business globally. As a pure-play leader, Qess is:

Operating under a strong governance structure led by an independent CEO and Board, ensuring full accountability, faster decision-making, and enhanced transparency

Aspiring to become the largest staffing company in the world

Leveraging AI-driven workflows and proprietary digital platforms to deliver workforce solutions with unmatched speed, compliance, and scalability

With renewed momentum, Qess is primed to convert opportunity into a sustainable path to global leadership.

Chairman's Message

New Quess: A Sharper Focus. A Bolder Future.



What stands before you today is a new Quess, a focussed, tech-led workforce powerhouse, purpose-built to serve a world of dynamic work, emerging technologies, and global ambition.

Ajit Isaac
Chairman

Dear Shareholders,

The year gone by will go down as a landmark year in Quess Corp's journey, where we achieved a significant milestone with the successful execution of our three-way demerger. This demerger is not just a structural shift, it is the emergence of new Quess: a pure-play, tech-led workforce powerhouse, built for scale, agility, and impact. Much like a precision tool honed to purpose, Quess now operates with a unified focus, anchored entirely on workforce management. This initiative was about unlocking long-term shareholder value, which has enabled us to sharpen our operational focus, tailor capital allocation, realign key performance metrics, and unlock the intrinsic value of each vertical.

This sharpened identity could not have emerged at a more crucial time when macroeconomic shifts, regulatory tailwinds, and digital acceleration are collectively reshaping the contours of the workforce industry. Despite global economic uncertainty, geopolitical tensions, and muted tech hiring, Quess continued its upward trajectory. While the industry grappled with margin pressures, we delivered a robust performance – ₹ 149,672 Mn in revenue, a 12% year-on-year growth in operating EBITDA, reaching ₹ 2,623 Mn, and a strong net cash position and healthy EBITDA to OCF conversion. These outcomes were not incidental, they are the result of our diversified client base, robust compliance governance, and digital muscle.

This performance was not in isolation, it was deeply supported by India's strengthened economic foundation and policy momentum. From the government's ₹ 1,970 Bn PLI scheme fuelling manufacturing jobs to Global Capability Centres (GCCs) expanding into emerging cities, the demand for workforce solutions continues to surge. These developments have opened up vast and sustainable opportunities for Quess to create long-term value. India's labour market is at a defining moment. The shift toward formalisation and digital adoption is reshaping the future of work, creating a significant opportunity for organised staffing solutions. Quess is well-positioned to lead this transformation by riding regulatory tailwinds in formal staffing, capitalising on GCC-led professional hiring, and building a digital infrastructure that powers the new world of work.

What stands before you today is a new Quess, a focussed, tech-led workforce powerhouse, purpose-built to serve a world of dynamic work, emerging technologies, and global ambition. But this structure isn't just organisational, it's digital at its core. Our Digital Platforms are redefining how we attract, engage, and deploy talent at scale. Initiatives like Project Helix are embedding AI across our internal processes from candidate screening and workforce deployment to associate engagement and productivity management. This is not transformation for the sake of technology, but it is transformation for speed, visibility, and scale. As we move into FY 2025-26, we are committed to deepening these investments to build a truly intelligent, adaptive workforce platform.

As India's largest staffing company with over 450K associates, we have become a cornerstone of the country's workforce ecosystem. But this scale also fuels our global ambition. Our ambition is bold and grounded: to be the world's largest staffing company by headcount by 2030. India remains our home market, but our future is global. Our footprint in Singapore, Malaysia, the Philippines, and especially the Middle East, where we have built our overseas base, serves as a launchpad for global expansion. We see India not just as a market, but as a global talent reservoir. Quess is the bridge, connecting Indian capability with global demand. With a strong net cash position, we are actively exploring strategic entry into the U.S., Europe, and Japan through calibrated acquisitions. While we remain cautious of macro uncertainties, shifting hiring cycles, political developments, and regulatory shifts, the structural job creation story in India remains compelling.

As we enter FY 2025-26, we are focussed on four key priorities:

- Strengthening market share through execution excellence;
- Scaling productivity through intelligent automation and digital platforms;
- Building leadership and next-gen talent; and
- Driving inclusive impact through equitable hiring and community initiatives.

Our path forward is guided not just by opportunity, but by purpose. With our foundation strengthened and the wind at our back, we are ready to scale rapidly, responsibly, and purposefully.

As we continue to scale with discipline, our commitment to delivering shareholder value remains unwavering. Quess has long upheld a strong dividend-paying track record, supported by robust cash flows and a healthy balance sheet. In a significant step forward, our Board has approved a policy to return up to 75% of free cash flow to shareholders – via dividends and/or share buybacks – over a rolling three-year period starting FY 2025-26. This positions us among India's most shareholder-friendly companies and reflects both the strength of our financial foundation and the confidence we have in our future growth trajectory. We remain committed to balancing strategic reinvestments with disciplined, transparent capital returns.

As an organisation, we firmly believe that growth is truly sustainable only when it is accompanied by responsibility. This year, our ESG journey deepened with a continued emphasis on being a people-first, purpose-driven organisation. From empowering women across our workforce and promoting inclusive workplaces to unlocking employment opportunities through digital innovation, our focus has remained on creating equitable pathways. Beyond our walls, this commitment is reflected in our community initiatives, school infrastructure upgrades, distribution of educational kits, life skills training, and healthcare interventions. These efforts underscore a belief that doing good and doing well must go hand in hand. As we grow, so does our responsibility to our people, our partners, and society, and we remain committed to leading with empathy, acting with accountability, and driving impact at every step.

None of this would be possible without our clients, our employees, and our investors. To our clients, thank you for your unwavering trust. To our employees, thank you for your commitment. To our investors, thank you for believing in the long-term story of Quess. We stand today on the edge of extraordinary possibilities. A company that started as a bold idea in Bengaluru is now becoming the talent engine for the world.

The future holds immense promise. The next chapter has only just begun.

Warm regards,

Ajit Isaac

Chairman, Quess Corp Limited

CEO's Message



”

We closed FY 2024-25 with ₹ 149,672 Mn in revenue, 12% EBITDA growth, and a 54% rise in adjusted PAT – driven by execution excellence, intelligent automation, and a clear focus on becoming the world's largest staffing company by headcount.

Guruprasad Srinivasan

Executive Director and Group CEO

Dear Shareholders,

FY 2024-25 was a defining year for Qess. We successfully completed the three-way demerger, a major milestone that gave each of our businesses a sharper strategic focus. For Qess Corp, this meant simplifying our structure and doubling down on what we do best – building and delivering workforce solutions at scale, powered by technology and guided by purpose. With this renewed focus, we are committed to our bold ambition: to become the world's largest staffing company by headcount.

Our performance trajectory remained steady and focussed. We closed the year with ₹ 149,672 Mn, growth of 9% and EBITDA of ₹ 2,623 Mn, a growth of 12% adjusted Profit After Tax (PAT) of ₹ 2,102 Mn, growth of 54%, driven by execution excellence, cost optimisation, and intelligent automation. With a net cash of ₹ 2,550 Mn and significant gross debt reduction to ₹ 121 Mn, our cash conversion remained healthy, reflecting continued improvement in DSO by 7 days to 37 days and operational discipline. Our total workforce reached over 459,000 associates across eight countries, with growth led by formalisation in Tier 2 and Tier 3 locations, increasing demand in manufacturing and logistics, and continued expansion in Global Capability Centres (GCCs). This growth reflects a broader shift toward formal, compliant, and digitally integrated workforce models.

We now stand as a pure-play Workforce Management (WFM) company, committed to building the most reliable and tech-led staffing platform in the country. GCCs and manufacturing emerged as strong growth verticals, contributing significantly to our net headcount additions. Deployment also increased across logistics, e-commerce, and healthcare. Our Value-Added Services (VAS) portfolio evolved further with the integration of AI-powered payroll and compliance engines, smart workforce planning dashboards, and real-time skill-matching tools.

Our General Staffing business continues to be propelled by long-term structural tailwinds, including increasing formalisation, growing emphasis on digital HR compliance, and government-led employment incentives. We successfully scaled our workforce across key sectors such as retail, BFSI, manufacturing, logistics, and infrastructure, maintaining a strong associate base of over 447K Associate base. We added 323 new contracts, which is our best ever performance for a full year. This scale, combined with disciplined execution, translated into a healthy 11% year-on-year revenue growth to ₹ 129,946 Mn and a 5% increase in EBITDA, which stood at ₹ 1,936 Mn.

In our Professional Staffing division, demand remained resilient – particularly from Global Capability Centres (GCC) and in high skill digital roles. We focussed on high impact hiring in areas such as cloud technologies, cybersecurity, and enterprise platforms. At the same time, we broadened our talent reach by expanding delivery capabilities into Tier 2 cities. Our strategic investments in AI-powered sourcing and recruiter productivity tools are driving measurable improvements in speed, service quality and client outcomes. We closed the year with a stable headcount of nearly 6,600 associates, achieving revenues of ₹ 8,250 Mn, a growth of 11%, and EBITDA of ₹ 772 Mn with a strong 42% yoy growth, our best ever numbers.

Our Overseas Business recorded steady growth, with deeper penetration across the Middle East, Malaysia, and the Philippines. We strengthened our footprint in both General and IT Staffing, while proactively managing

changing regulatory frameworks, notably in Singapore. Our international associate base now exceeds 5,600, contributing to revenues of ₹ 11,422 Mn and EBITDA of ₹ 634 Mn.

Our Digital Platforms including Hamara Jobs, Hamara HR, Hamara Benefits, and TaskMo continued to play a pivotal role in strengthening our tech-driven staffing ecosystem. These solutions accelerated hiring, improved operational visibility, and elevated the associate experience, while delivering scalable and transparent workforce management to clients across 10,000+ locations. With over 5 Mn Profiles now on the platform and growing rapidly, we see significant potential for continued expansion and impact in the years ahead.

At the core of all this growth are our people. In FY 2024-25, Quess was certified as a Great Place to Work (GPTW) for the fifth consecutive year and ranked #32 in India's GPTW rankings. Globally, we were proud to be ranked #37 among the Top 100 Global Staffing Firms by SIA in 2024 – a reflection of the scale and trust we've built.

We strengthened our employee value proposition with a focus on learning, leadership development, and wellness. Our Wellness@Quess programme now covers mental health, financial wellness, and resilience training. We also continued to strengthen our digital onboarding and associate lifecycle tools, improving both efficiency and long-term retention.

Our commitment to responsible growth remained strong. We advanced our ESG goals and strengthened governance frameworks. Through our CSR programmes focussed on education and employability, we reaffirmed our belief that doing good and doing well go hand in hand.

Looking ahead to FY 2025-26, we aim to deepen our leadership in workforce solutions in India and beyond. We will continue to invest in productivity platforms, data-driven staffing, and smart deployment models. We also remain open to strategic growth in high-potential markets like the Middle East and Southeast Asia.

As I reflect on this transformative year, I want to thank all our stakeholders. To our clients – thank you for your trust. To our employees – thank you for your resilience and ownership. And to our shareholders – your support empowers us to take bold, long-term decisions.

A new chapter begins, and we step into it with purpose and momentum.

Warm regards,

Guruprasad Srinivasan

Executive Director and Group CEO

2024-25 Key Highlights

Milestones that Matter

Financial Highlights

₹ 149,672 Mn
Revenue

9% 

₹ 2,623 Mn
EBITDA

12% 

₹ 2,102 Mn
Adj. PAT

54% 

**Consistent
return to
shareholders
through
dividend
distribution**



YoY growth

Corporate Highlights

India's No. 1 Staffing Company and one of the largest private sector employer, with a total headcount of ~459,000 associates across 8 countries.

Successfully completed a three-way demerger to enhance focus and long-term shareholder value.

Operates through four business segments: General Staffing, Professional Staffing, Overseas Business, and Digital Platforms.

Recognised as a Great Place to Work for the 5th consecutive year with a top 50 finish at #32.



Workforce Solutions at Scale: *Our Business Segments*

Quess operates through **four business segments** – General Staffing, Professional Staffing, Overseas Staffing, and Digital Platforms – each contributing uniquely to the company's scale and strategic ambition.

1

General Staffing – The Scale Engine**Segment overview:**

General Staffing is the core of Quesst's business, which serves India's rapidly formalising blue- and grey-collar workforce across sectors such as retail, logistics, manufacturing, healthcare, and BFSI. Leveraging a robust pan-India presence and proprietary digital platforms, this vertical manages a large associate base at scale, offering end-to-end services that include sourcing, training, payroll, statutory compliance, and productivity management.

Value levers**Staffing Plus**

Value-added services layered with proprietary digital tools to optimise workforce productivity and reduce attrition.

Apprenticeship Models

Structured programmes under NAPS and NATS, aligning employability with national skilling goals.

Pan-India Reach

Talent deployment across 6,300 cities and towns, with over 70% of the workforce from Tier 2/3 cities.

Inclusive Hiring

Over 74,000 women employed, with special channels for rural youth and PwD candidates.

Digital Infrastructure

Proprietary onboarding tools, 24x7 AI-led sourcing mechanisms, and a cloud-based payrolling platform to manage high-volume, high-compliance staffing assignments.

“Collect & Pay” Models

De-risks receivables, ensures upfront cash collection, and drives superior cash generation and working capital efficiency in large-scale deployments.

Performance**₹ 129,946 Mn****Revenue****11%****₹ 1,936 Mn****Operating EBITDA****5%**

with stable 1.4% margins – slightly offset by NBFC ramp-down in Q4.

~447,000**Headcount**

(97% of Quesst's associate base) deployed across more than 1,700 client locations

Strategic priorities

- Strengthen volume leadership by deepening penetration across Tier 2/3 cities and high-growth sectors such as retail, logistics, healthcare, and manufacturing
- Enhance productivity outcomes through digital workforce management solutions (Staffing Plus) and AI-led analytics for attrition reduction and attendance tracking

2

Professional Staffing – The Capability Engine

Segment overview:

The Professional Staffing vertical focusses on white-collar and specialist roles across domains like IT, Engineering, BFSI, and Life Sciences. Positioned as a premium, capability-led offering, the business delivers contract staffing, recruitment services, and managed talent solutions for enterprise clients and GCCs (Global Capability Centres).

Value levers

Quess IT Staffing

Providing niche tech talent through contract and managed service models with traction in emerging areas such as data science, cybersecurity, and AI/ML.

Quess Recruitment Services:

A leading RPO and permanent recruitment provider.

Origint (GCC-as-a-Service)

Helping global enterprises rapidly build and scale Global Capability Centres (GCCs) in India, with end-to-end support including infrastructure, recruitment, and operational set-up.

International Mobility

Connecting Indian professionals with global opportunities across 11+ countries, making Quess a global connector of skills and enterprises.

Robust candidate assessment frameworks, domain-specific recruitment teams, and digital talent pools.

Performance

₹ 8,254 Mn

Revenue

11% ↑

₹ 772 Mn

Operating EBITDA

42% ↑

with 9.2% EBITDA margin

~6,000

Headcount

Over

1,300

New Mandates

80% in high-value niche roles.

GCCs contributed

70% of revenue

Client base

45 new clients onboarded

Strategic priorities

- Accelerate Origint scale-up, offering GCC-as-a-Service for global enterprises entering or expanding in India
- Deepen presence in GCC (Global Capability Centre) hiring
- Expand high-margin verticals such as data science, cybersecurity, AI/ML, and engineering services through domain-specific teams

3

Overseas Staffing – The Expansion engine**Segment overview:**

Quess's Overseas Staffing vertical expands its WFM footprint to global markets, addressing cross-border talent demands with customised staffing models. With a presence in 7 countries, this segment serves sectors like infrastructure, healthcare, logistics, and IT through both general and professional staffing models.

Value levers**APAC**

Presence in Singapore and Malaysia, catering to both professional and general staffing needs, and the Philippines, catering to professional staffing needs.

Middle East

Established operations in Dubai and Abu Dhabi, supplying talent to infrastructure, healthcare, logistics, and services sectors.

Integrated Mobility

Visa, payroll, accommodation, and compliance under one umbrella.

**Performance****₹ 11,422 Mn****Revenue****5%**

due to Singapore slowdown in IT staffing

₹ 634 Mn**Operating EBITDA****1%**

margin resilient at 6.1%

5,600+**Headcount**

across Asia and Middle East

Strategic priorities

- Deepen footprint in existing geographies (UAE, Singapore, Malaysia, Philippines) by expanding both blue- and white-collar staffing pipelines
- Develop localised models that adapt to sectoral policies in healthcare, infrastructure, logistics, and services across APAC and the Middle East
- Build capability in visa processing, payroll, and mobilisation, positioning Quess as an end-to-end international workforce partner

4

Digital Platforms – The Intelligence Engine

Segment overview:

The Digital Platforms vertical acts as the technological nucleus for Quess, powering its hire-to-retain cycle across all staffing arms. Through platforms like Hamara HR, Hamara Jobs, and TaskMo, Quess offers clients and associates a modern, data-intelligent experience.

Value levers

Hamara HR

Mobile-first HRMS with 250K+ daily active users, enabling associates to access payslips, raise queries, track attendance, and receive benefits digitally.

Hamara Jobs

One of India's largest platforms for blue- and grey-collar job seekers in their local languages, with 6.9 Mn+ registered users.

Hamara Academy

Skilling and training modules for associate development.

Hamara Benefits

Platform for delivering curated benefits and financial products.

TaskMo

India's leading tech-enabled gig discovery platform, with 75K+ gig workers on board.

AI-driven tools

AI-driven applicant tracking system, voice-based AI screening agents, eKYC-enabled paperless onboarding, Cloud-based payroll engine that processes over 400,000 payments

Performance

₹ 50 Mn

Revenue

18%

Platform Metrics:

505K+ users

Hamara HR

6.9+ Mn users

Hamara Jobs

~4K jobs fulfilled monthly

75K gig workers

TaskMo

expanded into 10,000+ locations

Strategic priorities

- Scale Hamara HR and Hamara Jobs to enhance adoption and deepen associate engagement across India
- Strengthen TaskMo as a gig engine, expanding its gig worker base and enterprise adoption across 10,000+ locations
- Accelerate platform monetisation by offering embedded services like curated financial products (via Hamara Benefits) and digital skilling (via Hamara Academy)

What Drives Us:

Enablers of Sustainable Growth

Empowering
Performance:
***The strategic
pillars behind
our progress***

At the core of Quess's strength is an integrated operating model, one that fuses people, platforms, and performance to build sustainable competitive advantage across general staffing, professional staffing, gig, and platform-based models. These enablers span the technological, operational, structural, and human dimensions of its business and collectively position us as a partner of choice in today's rapidly transforming labour economy.

Digital-First Hire-to-Retire Ecosystem:

Quess has built a full-stack digital infrastructure that reimagines how workforce solutions are delivered. From sourcing and onboarding to compliance, payroll, benefits, and skilling, our proprietary platforms orchestrate the entire associate lifecycle seamlessly.

Sourcing

- 10 Mn+ candidate profiles in database
- AI-powered ATS & voice-based agent screening
- Automated referral intelligence for reach and diversity

Onboarding

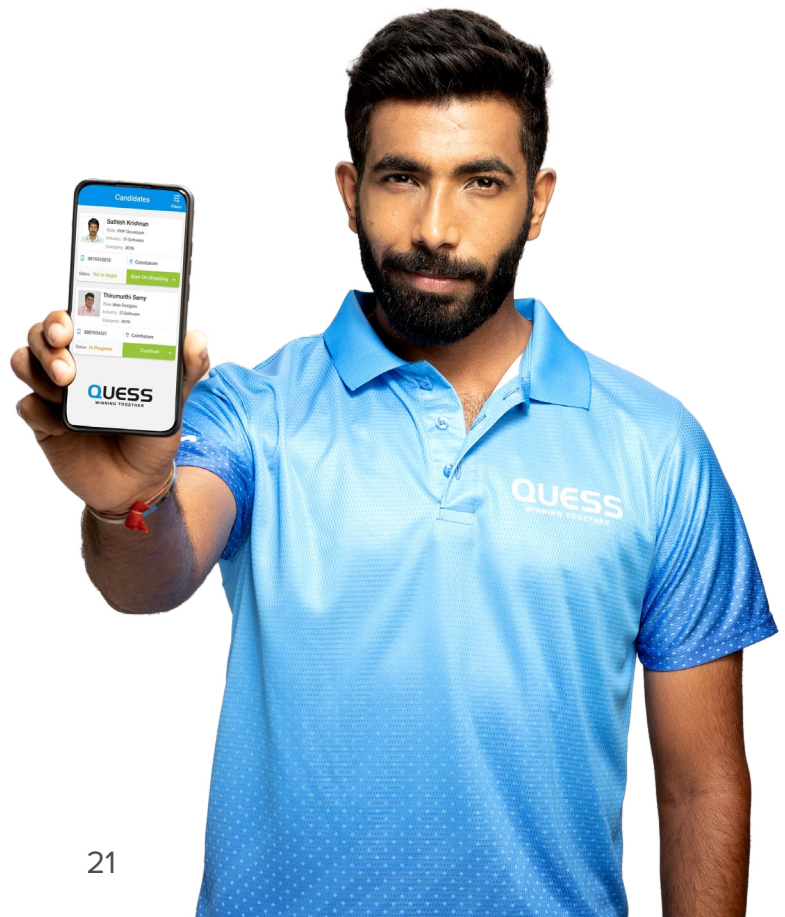
- Paperless, mobile-first onboarding (POP)
- eKYC through Aadhaar-enabled authentication
- Onboarding completed in under 4 minutes

Lifecycle Management

- Centre of Experience in Jaipur for associate support
- Hamara HR for digital helpdesk, benefits, attendance
- Continuous feedback, engagement, and experience monitoring

Payroll & Compliance

- Proprietary cloud-based QPay platform
- Self-service tools for payslips, queries, and HR ops
- Among India's largest EPFO & SI contributors



Verticalised operating model

Post-demerger, we have institutionalised a domain-led vertical structure that allows P&L accountability, sharper client alignment, and domain specialisation.

General Staffing operates across key verticals such as BFSI, CRT (Consumer, Retail, Telecom), Manufacturing, and Construction, with vertical heads owning strategy and delivery. JobSpot by Quess connects job seekers with manufacturing companies, enriching our presence and sourcing in Tier 2/3 towns.

Professional Staffing offerings are focussed on IT, global capability centres (GCCs), international mobility, and niche recruitment. We have also piloted with the GCC-as-a-Service platform (Origint) which will emerge as a growth engine. Segment leaders have clear P&L ownership, enabling quick pivots, sharper customer focus, and real-time responsiveness to sectoral shifts. This structure enables agility in response to client demand cycles while building vertical-specific depth.

Widespread Reach

Operations span 6,300+ towns and cities, with sourcing coverage in 700+ districts, including Tier 2/3 and rural regions, enabling nationwide talent access.

Inclusive Workforce Pipeline:

Serves a wide spectrum of talent

- first-time workers
- semi-skilled youth
- gig economy participants, and
- experienced professionals

Operational Agility

Sectoral Deployment:

4.6 Lakh+ associates deployed across industries like BFSI, retail, logistics, manufacturing, healthcare, and IT.

Collaborative Sourcing Ecosystem:

Partnered with skilling institutions, NGOs, and development agencies to boost employability and mobilise underserved populations.

Best-in-Class Governance

Board Diversity

Quess's Board comprises professionals with diverse backgrounds in human capital, finance, technology, risk, and public policy, bringing a balance of domain expertise and independent judgement.

Global certifications

Globally recognised ISO certifications underscore our commitment to operational excellence, data integrity, and ethical conduct.

Empowered Leadership

The new structure empowers leadership teams to operate with greater autonomy while staying fully accountable to the Board and shareholders, thereby enhancing transparency, agility, and strategic alignment.

Industry advocacy

Through our presidency at the Indian Staffing Federation (ISF), we actively influence regulatory and policy developments, driving formalisation, skilling, and workforce transformation across India.

The Quess advantage

**80%
faster**

hiring through AI-enabled
screening and automation

Operations in

6,300+ towns

and cities, with sourcing
coverage in

700+ districts

**25%
improvement**

in workforce productivity via
digital solutions

Operating across key verticals

BFSI, CRT

(Consumer, Retail, Telecom),

**Manufacturing,
and Construction**

Onboarding via
Paperless onboarding
Process (PoP) in under

4 minutes

Globally recognised

**ISO
certifications**



From Transformation to Tangible Results



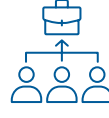
Retail Major

5x

Operations scaled during peak sales

Zero

Attrition achieved



Banking Client

100K+

Deployed

100%

Compliance with zero deviation



Logistics Brand

35%

Cost reduction

Leveraged
gig workforce
model



Hospital Chain

40%

Operational downtime reduced

Enabled by
digital productivity
tools

Client Awards



Flipkart

- Runners-up Support Partner Mother Hub & Transport Centre
- Runners-up Fulfilment Centre & Return Centre



Yaskawa

Best Business Partner



Nokia

10 years of partnership - Overall Excellence in Partnership for delivering a superior, collaborative, trustworthy, and adaptable service



Quess Construction

Continued commitment towards excellence in Construction Safety Management – Noida Airport



Amazon

THRIVE – Transformative Hiring for Representation, Inclusion and Valued Equity

Milestones of Trust: Awards, Rankings & Recognition



Ranked #1 in SIA's top 100 largest staffing firms in India, **2025**



Ranked #37 in SIA's top 100 largest global staffing firms in **2024**



Ranked #32 best place to work for in India, **2024**



Certified a Great Place to Work in **2024** for the fifth consecutive year



Ranked #3 among Women Employers in India by Burgundy Private Hurun India 500, **2024**



Ranked #2 Amongst India's largest employers by Burgundy Private Hurun India 500, **2024**



India's Top **10** Best workplace in Health and Wellness **2025**



Accredited for Inclusive practices by Great Place to Work March **2023** to March **2024**



Ranked #129 in the Fortune India 500 list in **2024**



Ranked #125 in ET500 list in **2024**



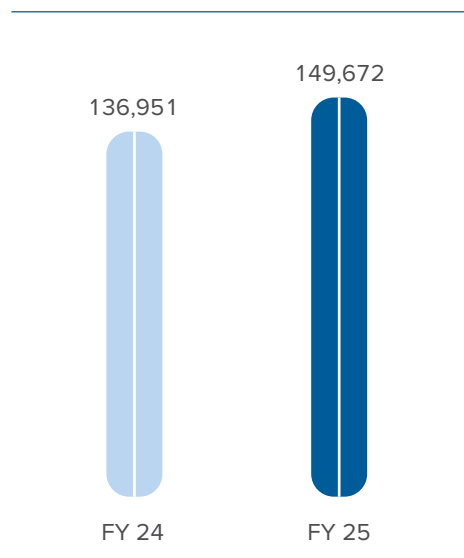
Excellence in DEI Commitment (PAN India Category) at the CII-EFI National Conference on Industrial Relations **2024**



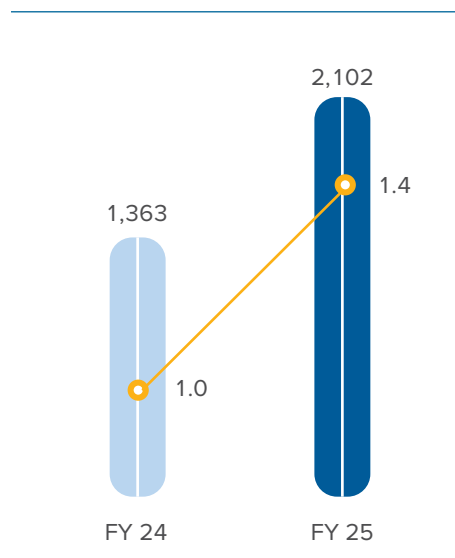
Certified Leadership Factory of India in **2024-2026**

Financial Performance at a Glance

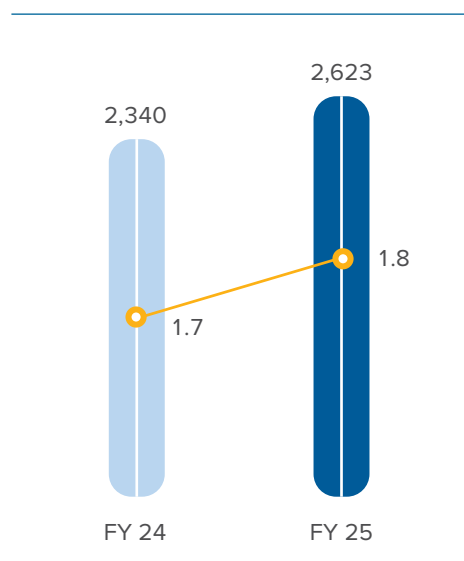
Revenue (In ₹ Mn)



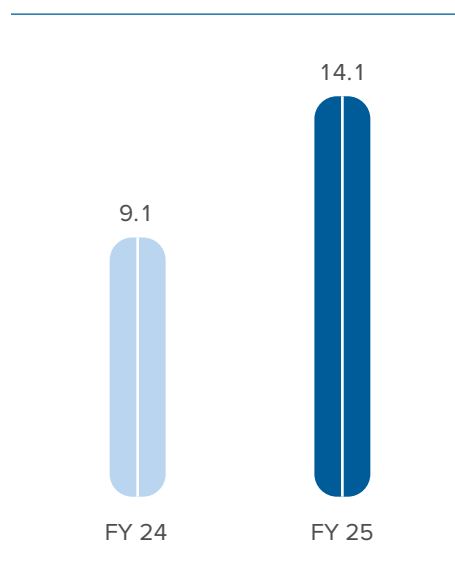
Adjusted PAT (In ₹ Mn) & Margin (%)



EBITDA (In ₹ Mn) & Margin (%)

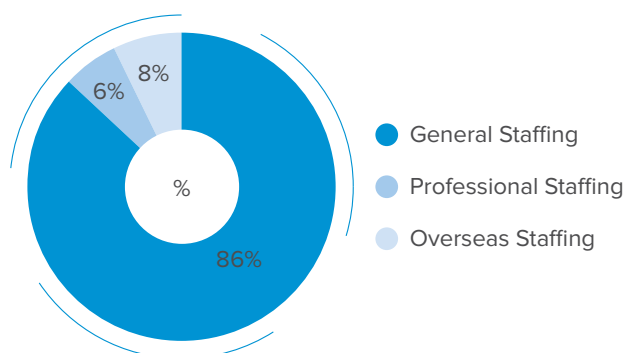


Adjusted EPS (In ₹)

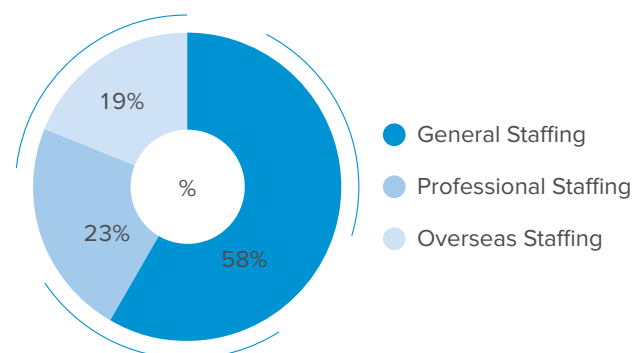


FY 2024-25 Segmental Performance

Revenue



Op. EBITDA



- Revenue growth was nearly flat in Professional staffing and Overseas business
- EBITDA margin movement – 42% increase in professional staffing

Income Statement (₹ in Mn)

Particulars	FY 2024-25	FY 2023-24	YoY
Revenue	149,672	136,951	▲ 9%
EBITDA	2,623	2,343	▲ 12%
EBITDA Margin %	1.8%	1.7%	▲ 4bps
Depreciation & amortisation	412	581	▼ 29%
Interest	386	572	▼ 32%
Other Income	236	148	▲ 59%
Exceptional Items	(1,643)	(10)	-
PBT	418	1,329	▼ 69%
Tax	(40)	(25)	-
PAT	459	1,354	▼ 66%
PAT Margin %	0.3%	1.0%	▼ 68bps
Adjusted PAT	2,102	1,364	▲ 54%
Adjusted PAT %	1.4%	1.0%	▲ 41bps
Adjusted Diluted EPS (₹)	14.1	9.2	▲ 54%

Quess Foundation: Transforming Lives through Education & Health

At Quess Corp, we believe real change begins with opportunity: the chance to learn, grow, and thrive. Through the Quess Foundation, our CSR arm formally established in 2022 (building on a decade-long legacy of grassroots impact), we're reimagining education through holistic development of Government schools via infrastructural, educational and health improvements aiming at creating a joyful learning space.

In FY 2024-25, we continued focus on the holistic development of Government Schools with our multi-pronged enhancement programme tackling systemic barriers to ensure every child learns with dignity, health, and joy.

Our Impact in Numbers

17,000+

Children reached across 47 schools & 28 anganwadis

37

Schools renovated, 75 maintained – creating safe, vibrant spaces

99

Higher education scholarships awarded to future leaders

7,000+

Children introduced to digital literacy

72,000+

Notebooks and custom school bags distributed



Health and Well-being: Building Strong Foundations

A child's ability to learn is directly linked to their physical and emotional health. We ensured that over 17,000 children received regular comprehensive health screenings, while those with more serious conditions were referred to for medical care, reducing absenteeism and easing financial pressure on families.

Specialised programmes such as the Anaemia Reduction Initiative and Dental Health Care addressed overlooked health needs, benefiting thousands of children through supplements, treatment, and awareness sessions. We also provided vision care support, prescribing and maintaining spectacles for 500+ children.

Infirmaries were set up in schools, and teachers were trained in basic healthcare, enabling timely care for over 2,000 students.

Our psychosocial care model, co-developed with NIMHANS, addressed emotional and behavioural concerns. Over 12,000 children benefited, with focussed interventions for 6,000, demonstrating the depth of trust our facilitators have cultivated. Additionally, health and hygiene education was delivered by medical professionals, creating safe spaces for students to discuss personal health issues, often for the first time.



Education Kits: A Fresh Start to the Academic Year

To foster readiness and dignity, every child in 47 schools received a new custom-designed school bag and subject-appropriate notebooks. Over 72,000 notebooks were distributed. For many students, these kits symbolise a fresh and hopeful start to the academic year.

School Infrastructure Upgradation: Safe and Vibrant Learning Spaces

We believe that every child deserves to study in a space that is clean, safe, and inspiring. This year, 37 schools were renovated and 75 were maintained, covering structural repairs, classroom refurbishments, and improvements to sanitation and water facilities. These upgrades not only enhanced attendance but also boosted staff morale and student pride.

School Sanitation: Ensuring Health through Cleanliness

Clean schools are fundamental to retention, particularly for girls. The Quess Foundation appointed and trained 52 housekeeping staff and ensured deep cleaning across 62 schools before the academic year. Safe drinking water was made available in 75 schools, and hygiene practices were reinforced.



Quess Scholarship Program: Nurturing Future Leaders

Continuing our longstanding commitment, we supported 99 students in higher education through financial aid and mentoring. These scholars are pursuing diverse fields – from medicine and engineering to commerce – with many being first-generation professionals.

Digital Learning: Bridging the Digital Divide

With 39 computer labs maintained and 10 renovated, over 7,000 children were introduced to digital literacy. From basic computer skills to responsible internet use, these modules prepared students for the demands of a tech-driven world. 240 computers were donated, with assessments confirming improved digital confidence.



Life Skills Education: Empowering Minds Beyond Academics

More than 13,000 students participated in structured life skills sessions across 44 schools, building competencies in empathy, leadership, decision-making, and emotional regulation. Teachers reported increased confidence, better peer relationships, and greater classroom engagement among students.



Early Childhood Learning: Laying the Right Foundation

We reached 1,000 children across 28 Anganwadis; the Early Childhood Learning Program integrated health, sanitation, foundational literacy, and play-based learning. Anganwadi teachers received in-class training, and toy libraries were established to encourage developmental play at home. Parental engagement remained a key pillar, fostering a supportive learning environment.

A Broader Canvas: Partnerships for Inclusive Development

Beyond direct implementation, the Quess Foundation also collaborated with credible organisations to support wider community needs:

- Funded two researchers at ATREE to advance environmental and ecological studies
- Enabled scholarships for four visually impaired students through the Help the Blind Foundation
- Provided medical assistance to five cancer patients via the Indian Cancer Society
- Supported CMC Vellore in building a 350-bed Paediatric Super Specialty Centre

These partnerships reinforce our belief that inclusive growth is best achieved through collective effort.

Looking Ahead: Scaling Impact, Sustaining Change

As we look to the future, the Quess Foundation remains committed to replicable and scalable models that can transform government schools into thriving ecosystems of learning. We will continue to collaborate with educators, communities, and policymakers to shape environments where every child can succeed.

Together, we are creating a generation of confident, healthy, and capable learners, not just ready for school, but ready for life.



Building Responsibly: Our Environmental, Social, and Governance (ESG) approach

Driving Sustainable Impact with Purpose and Accountability

At Qess Corp, our commitment to sustainability is embedded in how we operate, grow, and create value. As India's largest provider of workforce and staffing solutions, we recognise that our role extends beyond business success; it is about fostering a future where people, communities, and the planet thrive together.

Our Environmental, Social, and Governance (ESG) agenda is built on four foundational pillars: The People Company, Responsible Citizen, Trusted Institution, and Environmentally Conscious. These pillars reflect our holistic approach to sustainability, balancing social progress, environmental responsibility, and strong governance.

As The People Company, we prioritise fostering a diverse, inclusive, and nurturing work environment. Women now represent over 50% of our core workforce, and we continue to strengthen policies that support equity, well-being, and growth across the organisation. Our inclusion of Persons with Disabilities (PwD) and certification as a Great Place to Work™ reinforce our commitment to a people-first culture.

As a Responsible Citizen, we invest in long-term community impact. From transforming government schools to delivering comprehensive health programmes, our social initiatives are designed to remove systemic barriers and promote equitable access to education and healthcare.

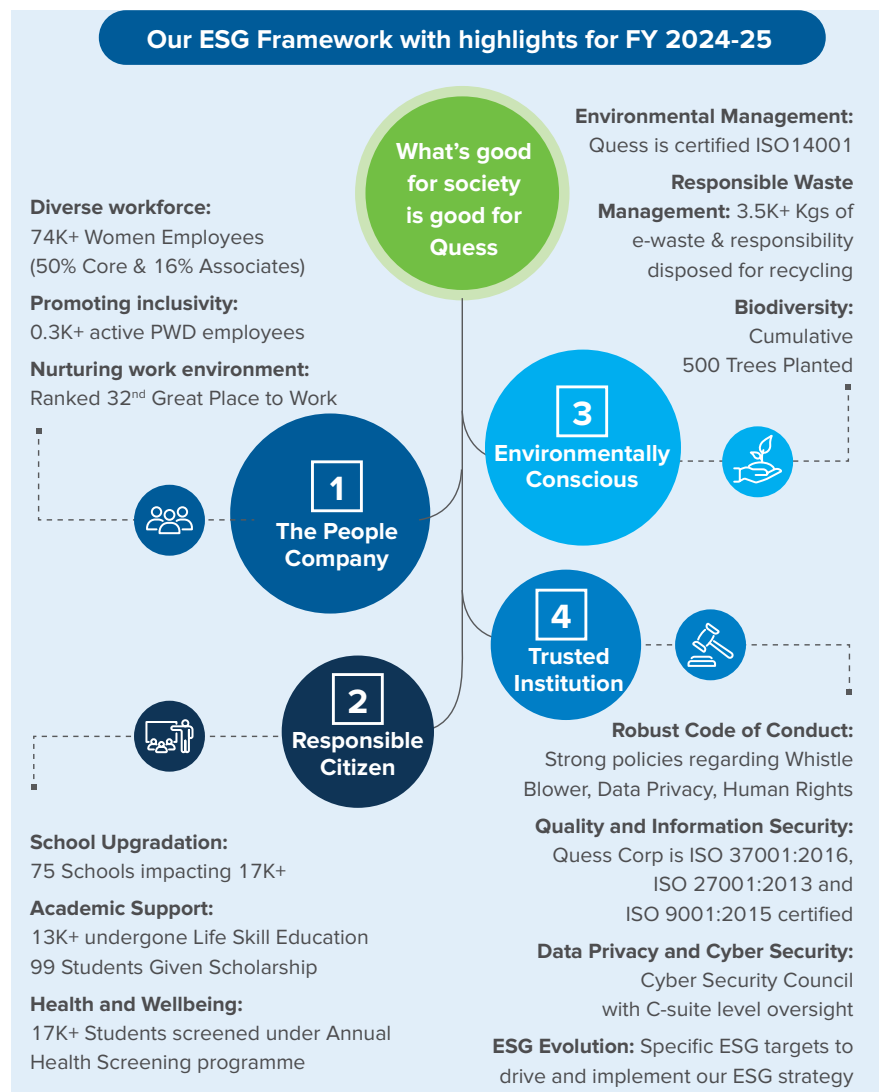
As an Environmentally Conscious organisation, we aim to reduce our ecological footprint through circularity, efficiency, and innovation. We manage

e-waste and paper waste responsibly and engage teams to adopt greener practices across locations.

As a Trusted Institution, we adhere to the highest standards of ethical conduct, compliance, and stakeholder transparency. Certifications such as ISO 37001 (Anti-bribery), ISO 27001 (Information Security), and ISO 9001 (Quality Management) validate our operational integrity.

A dedicated Cyber Security Council, chaired by C-suite leadership, ensures proactive risk management and data governance.

At Qess, ESG is not a one-time initiative but a continuous journey. By integrating sustainability principles into our strategy, operations, and culture, we are strengthening business resilience while creating long-term value for all stakeholders.



The People Company: *Fostering Inclusion & Belonging*

At Quess Corp, we believe that professionalism, excellence, innovation, efficiency, skill, and expertise don't come about by just creating a workplace – they emerge from cultivating an ecosystem where every individual feels like an integral part of the organisation and flourishes individually and collectively, without fear of discrimination. Our foundation is built on the understanding that peak performance and innovation spring from a deeper source: the feeling of genuine belonging, purpose, and emotional investment in the organisation's journey. It comes from the pride of being at a Great Place to Belong!

Here, we understand that belonging stems from being seen, heard, and valued – not just for contributions to the bottom line, but for the unique perspectives and strengths that each individual brings to our collective table.



Award for Excellence in DEI

Quess was recognised with the CII-EFI National Award for Excellence in the DEI Commitment – Pan India category at the prestigious CII-EFI National Conference on Industrial Relations.

Milestones That Matter

We are proud to have achieved our gender representation target ahead of schedule, with:

74K+
Women employees

50%
Women in core roles

16%
Women among associates

0.3K
Person with Disabilities (PwD) associates

Why Inclusion Drives Excellence

In a workforce as diverse and dynamic as ours, inclusive practices are key to innovation, retention, and long-term business outcomes. We continue to evolve our benefits and policies to reflect the needs of our people, supporting their physical, emotional, and professional well-being.

Changing the Game by Empowering Every Star in the Quess Constellation to Shine

The Quess universe sparkles with extraordinary talent. Our brand ambassador Jasprit Bumrah is a representation of this. His remarkable journey from an unconventional fast bowler to a cricketing sensation perfectly mirrors our philosophy of unleashing game-changing individual potential. His commitment to continuous improvement, precision and adaptability reflects our vision of enabling every employee to achieve excellence.

quesscorp.com

QUESS
WINNING TOGETHER

STAFFING SOLUTIONS THAT LET YOU TAKE OFF

#FINDYOURWINGS

A Transformative Approach to Workforce Recruitment

Quess Corp is redefining workforce recruitment by closing critical talent gaps in the manufacturing sector. With blue-collar hiring and entry-level opportunities often hard to scale, we introduced JOBSPOT by Quess, a tech-enabled hiring ecosystem that bridges local talent with high-demand industries.

JOBSPOT by Quess

More than just a recruitment platform, **JOBSPOT** is a force multiplier for community empowerment, economic growth, and long-term employment.

450+

Daily walk-ins

Tech-Powered Efficiency

Local Talent, Lasting Impact

We prioritise the sourcing and upskilling of local candidates, thereby reducing reliance on migrant labour and strengthening regional economies. Our strategically located JOBSPOT centres near key industrial corridors ensure jobs are both accessible and attainable.

On-the-Spot Employment:

Fast, Fair, Transparent

JOBSPOT eliminates traditional bottlenecks in recruitment through a high-efficiency model that includes:

- Walk-in interviews and instant assessments
- Real-time job offers – often within 30 minutes*
- Multiple employers under one roof

This streamlined process meets urgent industry hiring needs while restoring dignity and choice for job seekers.

Strategic Expansion & Reach

Our centres, located in high-impact areas like Hosur, Narasapura, Chakan, Renigunta, Patna, and Indore, serve as vibrant employment hubs:

With each centre, JOBSPOT is curbing labour migration, stabilising communities, and fuelling India's growth story. As we expand into more industrial hubs, our mission remains clear: to make recruitment faster, smarter, and more inclusive for India's workforce.



Powered by People: Our Culture & Values in Action

The People behind the possibility

At Quess, it's our people who drive outcomes, shape experiences, and deliver on the trust our clients place in us every day. Our human capital is our core engine of transformation and value creation.

Quess Corp has emerged as a trailblazer in corporate diversity, transforming workplace inclusivity into a robust, multifaceted reality. With 50% women in our core workforce, we're proud to be walking the talk on diversity, we have systematically dismantled age-old barriers to women's professional advancement. Our commitment encompasses comprehensive initiatives which strategically cultivate leadership potential among women professionals and empower them to take their rightful place as productive members of the workforce. Our approach to diversity is holistic and nuanced, embracing not just gender inclusivity but also empowering individuals from multiple marginalised sections.

Culture of belonging and growth

Quess has redefined what it means to be a "fun place to work." Our Culture Audit score hit a perfect 5.0 in 2025. We bring joy to the workplace and foster strong team connections, through everything from Fun Fridays, Zumba sessions, and Wednesday quizzes, to Desk Yoga, R&R Townhalls, and our flagship annual celebration, Sangam. They are moments that strengthen trust, boost morale, and connect 459,000+ people spread across sectors and geographies.

Recognition is woven into our rhythm. From spot awards to gamified systems like Quess Coins and Kudos Cards, we have created mechanisms where appreciation is fast, visible, and authentic. With a dedicated fun budget and themed engagement months, we ensure that every employee feels energised, appreciated, and part of something bigger.

At Quess, our culture of belonging and growth is powered not just by programmes, but by listening deeply, consistently, and at scale. Nikki, our AI-powered Chief Listening Officer, plays a central role in this journey. Since 2022, Nikki has been tuning into our people's experiences through onboarding check-ins, pulse surveys, and sentiment analysis, turning feedback into action. The results speak volumes: early attrition down by 40%, policy satisfaction at 94%, and 98% of our women reporting they feel safe at work. With expanded touchpoints and a roadmap for predictive engagement, Nikki is helping us build a workplace

where every voice matters, and every insight drives meaningful change.

Learning That Powers Growth

We offer a vibrant environment where people are encouraged to think boldly, grow fearlessly, and rise to every challenge. It's a space where ideas matter, performance is celebrated, and individuals are empowered to thrive. From structured career paths to curated learning journeys, we offer every individual the opportunity and tools to grow with intention. Through our customised learning management system - SPARKS platform and structured roadmaps, we have made learning accessible and actionable across the board.

Flagship programmes like Great Within, run in partnership with the Great Manager Institute, help build future-ready leaders. At the same time, our peer-led knowledge forums like QTalks and QuLL enable bottom-up learning and real-time cross-pollination of ideas. Immersive, experience-driven formats like Quess Learning Week, DEI Week, and Career Week create space for reflection, exploration, and new ambitions. They combine masterclasses, mentoring, and celebrations of diversity, making learning part of our everyday rhythm.

Learning impact:

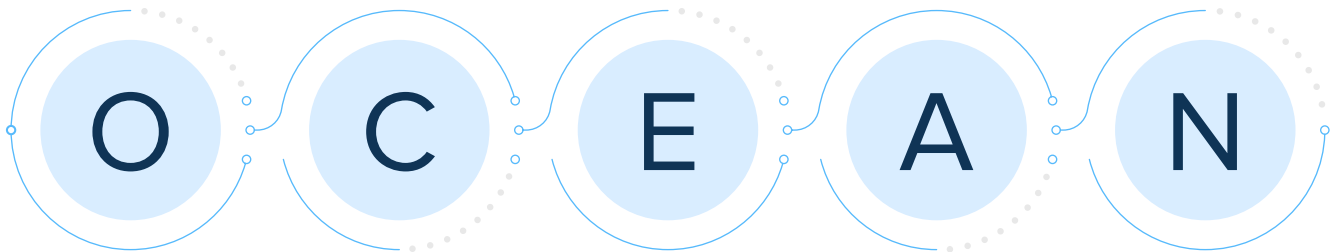
- Our employees have cumulatively completed over 80,000+ learning hours through SPARKS, our customised Learning Management System
- More than 1,700 people managers were upskilled via Great Within, our flagship leadership development programme powered by the Great Manager Institute
- 4,200+ hours of manager learning were delivered across all verticals



– Nikki
AI-powered
Chief Listening Officer

Our Employee Value Proposition: An OCEAN of opportunities.

The OCEAN framework was co-created with Quessians through a survey and reflects the company's commitment to individual growth and shared success. OCEAN is reinforced by the company's FITS values (Focus, Integrity, Teamwork, Speed & Agility) and embedded into its overarching cultural identity.



Opportunities

in abundance: Quess Corp offers an abundance of opportunities for your holistic growth. The range of services we deliver gives you the liberty to find your own special niche. Further, we are committed to providing you with an ideal ecosystem to explore, perform and become the best that you can be.

Champion

We are front-runners in the industry because of YOU. You bring in the invaluable domain expertise, experience and customer focus that make Quess Corp the champion across a growing number of business verticals.

Entrepreneurial

Our leaders empower you and believe in backing your entrepreneurial spirit. Quess is the ideal place for trailblazers and risk-takers, as you follow your gut and innovate solutions for today's dynamically changing environment in your own unique way.

Agile

Agility is a part of Quess Corp's DNA and adaptability is a quality that is integral to all Quessians. In these times of changing business needs and shifting realities, we appreciate Innovative thinkers who are capable of challenging the status quo and redefining existing business norms.

Nurturing

We nurture over three lakh Quessians with our safe and inclusive practices and go beyond the norm in caring for you. That's because you are Quess Corp's greatest asset and we leave no stone unturned to ensure your well-being. Remember, we are always here for you!

Recognised for Excellence



This year, we reaffirmed our commitment to building a workplace where our people can thrive, grow, and lead. Quess has been ranked #32 on the 2024 list of India's Great Places to Work®. This marks our sixth consecutive certification as a Great Place to Work, and is a significant milestone in our ongoing journey to build a people-first, performance-driven culture.

This recognition reflects the dedication of our teams and the effectiveness of our efforts to integrate people, technology, and purpose. It validates our belief that organisational strength is deeply rooted in the people experience.

We are also ranked among the Top 10 workplaces in Health & Wellness and honoured as a Leadership Factory of India by the Great Manager Institute.

This is a true reflection of the culture we have built together, people-focussed, innovative and driven by collective excellence.

Responsible Citizen: Creating Impact Beyond Business

At Quess, corporate responsibility is a strategic commitment, not an obligation. It is about creating pathways to equity, inclusion, and opportunity that extend beyond our business operations.

The Quess Foundation: A Decade of Impact, Amplified

While formally established in 2022, the Quess Foundation builds upon over a decade of structured CSR leadership. In FY 2024-25, we deepened our work in government school transformation, benefiting over 17,000 children across 75 schools and 28 Anganwadis.

Our Pillars of Change

1

Health & Wellbeing

- 17,000+ children received comprehensive care, including:
- Medical, dental, and vision checkups
- Anaemia screening & nutritional support
- Psychosocial counselling & health education

Impact: Healthier students, improved attendance, and brighter futures.

2

Life Skills Education

- 13,000+ children in 44 schools trained in 21st-century skills – critical thinking, communication, and emotional resilience

Impact: Equipping youth to navigate life's challenges with confidence.

3

Early Childhood Learning Program (ECLP)

- 1,000+ children in 28 Anganwadis gained access to:
- Foundational literacy & numeracy
- Teacher training & parental engagement
- Toy libraries & health interventions

Impact: Stronger learning foundations for lifelong success.

Looking Ahead

Our vision is to continue scaling community impact, ensuring every child, regardless of background, has access to education, health, and opportunity. For deeper insights into our CSR initiatives, refer to the CSR section on [Page 108] of this Annual Report.

Environmentally Conscious:

Operationalising Sustainability at Scale

At Quess Corp, environmental stewardship is not an afterthought – it is integral to how we operate. As a leading provider of workforce solutions, we are embedding sustainability across functions to minimise environmental impact and promote regenerative practices.

Taking Measurable Climate Action

We adhere to globally recognised frameworks to ensure transparency and accountability in our environmental performance. Our emissions are tracked in line with the GHG Protocol and Defra guidelines, allowing accurate and standardised reporting. In FY 2024-25, our total emissions stood at 1,428.66 tCO₂e. These insights help us identify opportunities for reduction and inform ongoing improvements in our operational sustainability practices.

Categories of our Emissions

Scope 1:

389.46 TCO₂e

Scope 2:

795.22 TCO₂e

Scope 3:

243.98 TCO₂e

Sustainability Embedded in Our Operations

Environmental responsibility is integral to our day-to-day operations. We have implemented eco-conscious practices that span across business functions, including:

- Promoting responsible commuting through policy-led interventions
- Optimising IT asset lifecycle and utilisation
- Conducting awareness programmes for employees and partners
- Encouraging low-carbon innovations across teams

Conscious Energy Management

While not inherently energy-intensive, we are committed to reducing our energy footprint through:

- Reduced electricity use across office spaces
- Operational process enhancements to increase resource efficiency
- Adoption of smart energy management systems
- Promotion of responsible consumption among employees

Aligned with Global Sustainability Frameworks

Our environmental approach is aligned with internationally recognised standards and disclosures:

- UN Sustainable Development Goals (SDGs)
- Global Reporting Initiative (GRI)
- Carbon Disclosure Project (CDP)
- Business Responsibility and Sustainability Reporting (BRSR)

Our Commitment Going Forward

We remain focussed on:

- Protecting natural ecosystems and finite resources
- Fostering green innovation through business practices
- Supporting sustainable livelihoods across our value chain
- Setting a benchmark for sustainability in workforce solutions

Governance: The Foundation of our Trusted Institution

At Quess Corp, governance is more than compliance – it's the cornerstone of responsible growth. As a leading workforce solutions provider, we uphold the highest standards of integrity, transparency, and accountability in every aspect of our operations.

Our governance framework is grounded in ethical decision-making and is aligned with the best global practices. The Board of Directors plays a pivotal role



in ensuring oversight and strategic direction, supported by independent and specialised committees, including:

- Audit Committee
- Risk and ESG Committee
- Nomination and Remuneration Committee
- CSR Committee

These independent and specialised committees actively oversee key aspects of governance, ensuring continuous alignment with evolving regulations and stakeholder expectations.

Our governance philosophy is operationalised through policies on:

- Ethics and Code of Conduct
- Whistleblower Protection
- Risk Management and Data Privacy
- Regulatory Compliance and Human Rights

These living policies shape culture, enable proactive risk identification, and promote accountability across levels.

We maintain a zero-tolerance policy for misconduct, with robust investigation and disciplinary mechanisms. Our approach reinforces a culture of fairness, transparency, and continuous improvement. At Quess, governance is also about empowerment. We encourage openness, cross-functional collaboration, and leadership accountability – helping us navigate uncertainty and seize opportunities responsibly.

Leading the Way: Profile of The Directors



Ajit Isaac
Non-Executive Chairman

Mr. Ajit Isaac, the founder of the Company, over the past two decades, has built market-leading enterprises in India's business services sector. Under his leadership, the Company and the Resulting Companies, viz. Quess Corp Limited, Digitide Solutions Limited, and Bluspring Enterprises Limited have grown into a 600,000+ strong family with approximately USD 2 Bn in revenues, and all three companies are listed at BSE and NSE.

Ajit's strategic vision and focus on operational excellence and business development have driven rapid expansion. His leadership also led to transformative partnerships, including the investment by Fairfax Financial Holdings in 2013, in its listed entities.

Deeply committed to social causes, Ajit established the Quess Foundation (Formerly Care Works Foundation), which today supports over 16,000 students across 75 schools. His philanthropic initiatives through Ajit Isaac Foundation (AIF) include partnerships with the Indian Institute of Science (IISc), Bangalore, to

set up The Isaac Centre of Public Health (ICPH) and with CMC Vellore to establish a paediatric specialty centre, alongside Fairfax and Quess.

A gold medallist in PG-HR and a British Chevening Scholar from Leeds University, Ajit spent a decade in leadership roles at IDFC and the Essar Group before embarking on his entrepreneurial journey through People One Consulting in 2000. He currently serves on the Board of Karnataka Technology, Innovation Museum Foundation and Governors at St. Joseph's University, Bangalore. Ajit is also a distinguished Co-founder and Trustee of Ashoka University.

Details of other Directorships

- Alldigi Tech Limited
- Digitide Solutions Limited
- Bluspring Enterprises Limited
- Net Resources Investments Pvt. Ltd.
- Monster.Com (India) Private Limited
- Childrens Heartlink India Foundation

Nationality: Indian



Guruprasad Srinivasan
Executive Director and
Group CEO

Skills and Experiences

Mr. Guruprasad Srinivasan is the Executive Director and Group CEO of Quess Corp Limited, and a founding member of the company.

Under his leadership, Quess has grown into one of India's largest private-sector employers, with a workforce of over 4.59 Lakh employees in just 17 years.

He has played a pivotal role in shaping Quess into India's largest and a globally recognised leader in staffing and workforce solutions. On the global stage, Staffing Industry Analysts (SIA) ranked Quess as India's No.1 staffing company in 2025 and 37th worldwide in 2024.

Career

He brings nearly 3 (three) decades of industry experience, having held leadership roles at

GE Health, Hewitt Associates, and People One Consulting.

Guruprasad is also a Stanford Ignite graduate from the Stanford University Graduate School of Business, and holds a Master's degree in Business Administration.

Details of other Directorships

Indian Entities:

- Billion Careers Private Limited
- Stellarslog Technovation Private Limited
- Monster.com (India) Private Limited
- Trimax Smart Infraprojects Private Limited

Foreign Entities: 6

Nationality: Indian



Chandran Ratnaswami
Non-Executive Director

Skills and Experiences

Mr. Chandran has been a Non-Executive Director of the company since January 2016 and comes with over 3 (three) decades of experience in investment management. He has driven business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities.

Career

He holds a Bachelor's degree in Civil Engineering from IIT Madras and an MBA from the Rotman School of Management, University of Toronto. He is the Executive Vice Chairman and Director of Fairfax India Holdings, a company listed on the Toronto Stock Exchange, and is also a Managing Director of Hamblin Watsa Investment Counsel, a wholly-owned

investment management company of Fairfax Financial Holdings. Hamblin Watsa provides discretionary investment management to all the insurance and reinsurance subsidiaries of Fairfax and currently manages approximately USD 67 Bn of assets. At Hamblin Watsa, he is responsible for all Fairfax and subsidiary investments in Asia. Prior to joining Hamblin Watsa, he was the owner/president of an industrial distribution company and a senior executive at a large multinational consumer packaged food company.

Details of other Directorships

- Thomas Cook (India) Limited
- Bangalore International Airport Limited
- Fairbridge Capital Private Limited
- Go Digit Infoworks Services Private Limited

Nationality: Canadian



Gopalakrishnan Soundarajan
Non-Executive Director

Skills and Experiences

Mr. Gopal is the Managing Director at Hamblin Watsa Investment Counsel and is the CEO of Fairfax India Holding Corporation, a TSX-listed entity, Fairfax's investment vehicle in India. He has leadership experience in investment management and financial management of various enterprises. He has an incisive ability to identify as well as address resolutions at organisations exposed to financial and business risks, including exposure to legal and regulatory vagaries. Mr. Soundarajan also brings with him immense experience in corporate business strategy and capital allocation, a knowledge so useful in today's environment where maximisation of shareholder value is of utmost concern.

Career

He is a Bachelor of Commerce from the University of Madras, is a member of the Institute of Chartered Accountants of India,

and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the US. Before joining Hamblin Watsa, Gopal was the Chief Investment Officer at ICICI Lombard, the largest private sector property and casualty insurance company in India. He held that position for 18 (eighteen) years and was a member of the insurer's investment committee as well.

Details of other Directorships

Indian Entities:

- Thomas Cook (India) Limited
- Bangalore International Airport Limited
- Anchorage Infrastructure Investments Holdings Limited
- Go Digit Life Insurance Limited
- IIFL Finance Limited
- Go Digit General Insurance Limited
- Digitide Solutions Limited

Foreign Entities: 7

Nationality: Indian



Gaurav Mathur
Non-Executive
Independent Director

Skills and Experiences

A pioneer in the private equity space in India, Mr. Gaurav started his career in 1998 with the European High Yield Capital Markets group at Deutsche Bank in London. He brings with him over 20 years of astute investing, nurturing and growing companies, and has created tremendous value for shareholders over the years. Apart from private equity, Gaurav also comes with sound expertise in venture capital funding, capital markets, corporate development, financial modelling, and valuation. While Gaurav's entrepreneurial abilities are well known to the world, he also possesses rich experience in service industries and overseeing technology-led transformation at corporates.

Career

He has a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad, and a BA (Hons.) in Economics from Delhi University. Gaurav Mathur

is the Founder Director at InVent Capital, a long-term investment firm that focusses on listed equity and control-oriented investments in consumer and services businesses in India. He is also the CEO of Digital Gold India, a leading digital gold platform. He also co-founded private equity outfit India Equity Partners. He was a Principal at JPMorgan and has served as a Director, representing investors on the boards of numerous companies. The list of such firms that have benefited from Gaurav's deep understanding of complex business issues includes Jubilant Foodworks, Manappuram Finance, Piramal Glass, Innovative Foods, and MTR Foods.

Details of other Directorships

- Digital Gold India Private Limited
- Invent Advisors Private Limited
- Safegold Digidemat Private Limited

Nationality: Singapore


Kalpathi Ratna Girish

 Non-Executive
 Independent Director

Skills and Experiences

Over a span of 37 years, Mr. Kalpathi Ratna Girish has lent his considerable expertise to corporates in financial analysis and reporting, international taxation, including that related to M&As, internal controls, and business strategy. He also holds the flag in the areas of technology adoption for ERP and regulatory frameworks. Girish is much sought by corporates for his views on their business plans and for a second opinion on their strategic initiatives. He often advises corporates on the right capital allocation policy, keeping tax consequences and shareholder interests in mind. He has been involved with many large technology companies, particularly those with services as a major revenue stream. In today's world, where the importance of ESG cannot be overemphasised, he has provided critical inputs to corporates keen to address these global concerns.

Career

He is a fellow member of the Institute of Chartered Accountants of India and a graduate from Karnataka State Law University. He is also an associate member of the Australian Taxation Institute and holds a Post Graduate Diploma in

Taxation practice from M S University, Baroda. He has spent 18 years at KPMG and was its Partner and Head of Tax for South India and National leader for tax dispute resolution practice. He has also been associated with tax advisory firms Baker Tilly DHC and LeapRidge. He now operates his CA proprietary firm KR Girish and Associates. He has been rated as one of the top tax professionals in the country consistently for the last 4 years by International Tax Review UK. He was past president of the Bangalore Chamber of Industry and Commerce (BCIC) during 2009-10 and continues to be the Chairman of the Finance Committee of the Chamber. He has been invited to the Academic Board of the Chartered Institute of Taxation, London and continues to serve there.

Details of other Directorships

- Independent Director, Pelatro Limited
- Director, Credens Fiduciary Solutions Private Limited
- Founder Director, International Tax Research and Analysis Foundation (ITRAF), Section 8 Company

Nationality: Indian

Revathy Ashok

 Non-Executive
 Independent Director

Skills and Experiences

Ms. Revathy has spent over 3 (three) decades pursuing capital raising, business development, financial, risk management and commercial with an ability to understand and analyse key financial statements, assess financial viability and performance, contribute to strategic financial planning and budgets with strategic goals and priorities. She holds a Bachelor's degree in Science from Bangalore University and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore.

Career

She is the Co-founder of Strategy Garage, which aims to foster entrepreneurship in India, along with being an active mentor at the Indian Angel Network. She is passionate about women's economic empowerment and evangelising entrepreneurship and is actively involved with many start-ups, helping them with their business strategy and promoting transparency and good governance. She is a managing Trustee of Bengaluru Political Action Committee, a nonpartisan citizen's group that aims to improve governance and to enhance the quality of life of every Bangalorean. She last served as Managing Director of Tishman Speyer India and currently serves on the Board of leading listed companies. She has held senior management positions in global corporations such as Syntel, Microland and Tyco Electronics. Further, she also serves as a member of the Risk Management Committee

of ADC India Communications Limited and Barbeque - Nation Hospitality Limited.

Achievement

She was awarded the 'Faculty medal for Best Performance' – Habitat & Environmental Studies. She has a successful leadership experience of over three decades spanning variety of industries – Private Equity, Software & IT enabled services, Manufacturing, Infrastructure & Real Estate, etc. in Senior Management positions handling wide variety of portfolios, namely Capita Raising, Business Development, Finance, Commercial and other strategic general management functions. In 2011, she was nominated by CII as one of the top women achievers in Business in South India and in 2005, she was named as one of the 10 most powerful women in the Indian IT industry by Dataquest.

Details of other Directorships

- 360 One Wam Limited
- Sansera Engineering Limited
- Barbeque-Nation Hospitality Limited
- AstraZeneca Pharma India Limited
- 360 One Prime Limited
- ManipalCigna Health Insurance Company Limited
- Microland Limited
- 360 One Distribution Services Limited
- Digitide Solutions Limited
- Athena Infonomics India Private Limited

Nationality: Indian



Sanjay Anandaram

Non-Executive
Independent Director

Skills and Experiences

Mr. Sanjay has spent over 35 years as a corporate executive, investor, early-stage venture capitalist, teacher, and advisor to funds and entrepreneurs. He has significant experience in M&As and funding startups. Sanjay has written extensively in online and offline publications, including The Wall Street Journal and The Financial Express. He often shares his knowledge with students and corporate executives from various countries on innovation and entrepreneurship, and has been a visiting faculty at Singapore campus of France's INSEAD business school. He is a mentor and board member of Sattva, a leading impact consulting firm, including ESG.

Career

He holds a Bachelor's degree in Electrical Engineering from Kolkata's Jadavpur University and a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru. He is a cofounder of NICE (Network of Indian Cultural Enterprises), a non-profit company, that seeks to create Indian soft power through entrepreneurial ventures based on indigenous Indian practices and knowhow. In 2016, he authored "Startup Mantras" a collection of 100 distilled insights for entrepreneurs and managers. He cofounded Neta, a Silicon Valley VC backed software

company, that became a part of Infoseek/ Disney. He was a founding partner of JumpStart-Up, a USD 45 Mn early-stage US-India cross-border VC fund that invested in technology businesses. Early in his career, he spent several years with Wipro in India and overseas, where he established several new business initiatives for the company. He is an Executive Board Member of the Modular Open Source Identity Platform. He is a Governing body member of TiE Bengaluru and leads the digital diplomacy initiative at ISPIRT, a not-for-profit technology think-tank, and is associated with several venture funds and innovative companies. Further, he also serves as a member of the Risk Management Committee of Alldigi Tech Limited. He is also an Executive Committee member of MOSIP, a TiE Charter Member, and Designated Partner at Aadruatha Consultants LLP.

Details of other Directorships

- Alldigi Tech Limited
- Bluspring Enterprises Limited
- Syzygy Consultants Private Limited
- Sattva Media and Consulting Private Limited
- Network of Indian Cultural Enterprise

Nationality: Indian



S Devarajan

Additional Director
(Category – Non-Executive
Independent)

Mr. S Devarajan founded Transmation Consulting to provide Technology companies a platform to accelerate and transform their business strategies; to optimise operational efficiency and fuel expansion & growth. The Strategic Management firm also helps taking Technology Companies to the next level through a business transformation process and CXO mentoring.

Currently, he is an Independent Director on the Board of Tata Play Limited, Prime Focus Limited and Prime Focus Technologies Ltd. He also holds a Directorship position on the Board of DNEG India – the largest VFX company in the world. Dev is also on the Investment Committee Board of the Karnataka Semiconductor Venture Fund.

He has also served as a Director on the Board of Neilsoft Technologies and as a Chairman on the Board of ADC Communications Limited, a publicly listed company. He was a member of the Board of Trinity Mobility whose majority holdings are with Honeywell.

He was the past CEO and Managing Director of Cisco Systems in India. He managed Cisco's

largest R&D Centre established outside the USA and built a successful offshore development programme at Cisco, including cost-effective development centres. Prior to joining Cisco, he was the Managing Director of Tata Elxsi. He was one of the youngest Directors in the Tata Board. During his tenure, he played a pivotal role in making it one of the successful Tech companies of the Tata Group.

He is the past President of the Manufacturers Association for Information Technology (MAIT) and was a Charter Member of TiE. He was also a member of the IT Hardware task force and IT Vision Task Force set up by the Chief Minister of Karnataka.

He holds B.Tech degree from the Indian Institute of Technology, Kharagpur.

Details of other Directorships

- Prime Focus Limited
- Prime Focus Technologies Limited
- Tata Play Limited
- DNEG India Media Services Limited
- GVS Software Private Limited

Nationality: Indian


Sudha Suresh

Additional Director
(Category – Non-Executive Independent)

Ms. Sudha Suresh is a qualified Chartered Accountant and Company Secretary from the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, respectively. She is also an ICWA Graduate from the Institute of Cost & Work Accountants of India.

She is a finance professional with a rich experience of more than two decades in private and public companies, and a decade as a Practicing Chartered Accountant. She is the founding partner of S. Rao & Associates, Chartered Accountants, Bangalore. She is also the founder of Mani Capital. She was the Managing Director and CEO (2017-2018)

and Chief Financial Officer (2008-2017) of Ujjivan Financial Services Limited. Prior to this, she served as the CFO/Finance Head for many companies.

She is currently serving as an Independent Director on the Boards of Ujjivan Small Finance Bank (listed company) and Royal Sundaram General Insurance Co. Limited (Public Company).

Details of other Directorships

- Ujjivan Small Finance Bank Limited
- Royal Sundaram General Insurance Co. Limited

Nationality: Indian


Dr. Vivek Mansingh

Additional Director
(Category – Non-Executive Independent)

Dr. Vivek Mansingh is a distinguished engineer and accomplished entrepreneur with a rich academic and professional background. He is an alumnus of Stanford University (Executive Business Management Program), Queen's University, Canada (Ph.D. Engineering Design); and National Institute of Technology, Allahabad, (BE – Awarded Gold Medal).

He has been listed in the "National Who's Who of the United States" in the year 2000. He has also received India's highest Chanakya Innovative Leadership Award in 2012 from Public Relations Council of India and IT Man of the Year 2016 from Enterprise Connect, USA.

Previously, he has also served as the President - Collaboration & Communications Group at Cisco, Chairman at AxisCadesTechnologies Limited, Head at Dell R&D, Managing Director at Ishoni Networks (Acquired by Philips) and, Portal Software (Acquired by Oracle), in India. He also held the management positions in the top technology organisations, HP and Fujitsu in Silicon Valley, USA. He is also the founder of

ATTI (Aavid) in USA. Dr. Mansingh is currently the General Partner of Your Nest VC Fund.

In 2023, Penguin published his book 'Achieving Meaningful Success: Unleash the Power of Me!' which became a national bestseller. He has also published hundreds of articles and technical papers and contributed to two technology books. His honours include the National Who's Who for the United States, Public Relations Council of India's Chanakya Leadership Award, Lifetime Achievement Award by National Institute of Technology, Allahabad and IT Man of the Year, India 2016 award by Global Enterprise Connect (USA).

Details of other Directorships

- Jana Urban Space Foundation (India)
- Innovatia India Knowledge Management Services Private Limited
- Innovatia India IT & Knowledge Solutions Private Limited

Nationality: Citizen of the United States with OCI

Corporate Information

Board of Directors

Non-Executive Chairman

Mr. Ajit Isaac

Non-Executive, Non-Independent Directors

Mr. Chandran Ratnaswami

Mr. Gopalakrishnan Soundarajan

Independent Directors

Ms. Revathy Ashok

Mr. Sanjay Anandaram

Mr. Kalpathi Ratna Girish

Mr. Gaurav Mathur

Ms. Sudha Suresh*

Mr. S Devarajan*

Dr. Vivek Mansingh*

**Appointed as Additional Directors
(Category: Non-Executive Independent)
w.e.f. June 19, 2025*

Executive Director and Group CEO

Mr. Guruprasad Srinivasan

Board Committees

Audit Committee

Mr. Kalpathi Ratna Girish
Chairperson

Ms. Revathy Ashok

Mr. Sanjay Anandaram

Mr. Chandran Ratnaswami

Mr. Gaurav Mathur

Mr. Gopalakrishnan Soundarajan

Nomination and Remuneration Committee

Ms. Revathy Ashok - *Chairperson*

Mr. Chandran Ratnaswami

Mr. Sanjay Anandaram

Risk Management & ESG Committee

Mr. Ajit Isaac - *Chairperson*

Mr. Guruprasad Srinivasan

Ms. Revathy Ashok

Mr. Sanjay Anandaram

Mr. Sushanth Pai

Stakeholder Relationship Committee

Mr. Sanjay Anandaram - *Chairperson*

Mr. Ajit Isaac

Ms. Revathy Ashok

Corporate Social Responsibility Committee

Ms. Revathy Ashok - *Chairperson*

Mr. Ajit Isaac

Mr. Gaurav Mathur

Chief Financial Officer

Mr. Sushanth Pai

(Appointed w.e.f. April 01, 2025)

Company Secretary & Compliance Officer

Mr. Kundan K Lal

Registrar & Share Transfer Agents

MUFG Intime India Private Limited,
(Formerly Link Intime India
Private Limited)
C 101, 247 Park, LBS Marg,
Vikhroli West,
Mumbai – 400083, Maharashtra

Statutory Auditors

M/s. Deloitte Haskins & Sells LLP
Prestige Trade Tower, Level 19,
46, Palace Road, High Grounds,
Bengaluru – 560001, Karnataka

Secretarial Auditors

M/s. SNM & Associates
P-41, 9th 'A' Main, LIC Colony,
Jeevanbhima Nagar,
Bengaluru – 560075, Karnataka

Registered Office

Quess Tower, Sky Walk Avenue,
32/4, Hosur Road, Roopena
Agrahara, Bommanahalli,
Bengaluru – 560068, Karnataka
www.quessecorp.com

Bankers

Axis Bank Limited
HDFC Bank Limited
ICICI Bank Limited
IDFC First Bank Limited
IndusInd Bank Limited
Kotak Mahindra Bank
State Bank of India
Standard Chartered Bank
The Federal Bank Limited
Union Bank of India
Yes Bank Limited

Management Discussion & Analysis

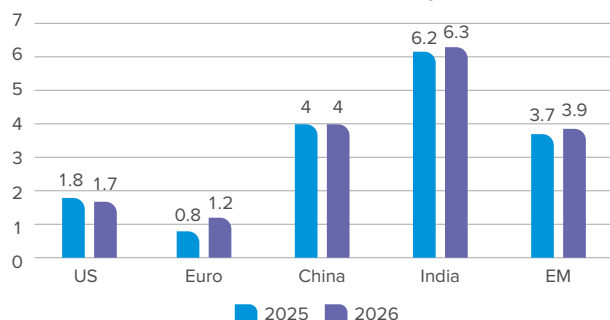
Macroeconomic and Industry Environment

Global Economic Outlook:

The world economy progressed to a steady state in 2024, achieving a GDP growth rate of 3.1%. Growth in advanced economies moderated, while the emerging economies continued to be the growth drivers. On the inflation front, the IMF reports that while the anticipated disinflation is taking hold, elevated inflation continues to persist in several countries.

2024 was a year of political transitions as most economies of the world went through the elections. The new US administration has introduced significant shifts to the global trade order with its new tariff regime. In response to these developments, the IMF has revised its growth outlook, underscoring the uncertainty and fluidity that are currently defining the global economic landscape.

GDP Growth Forecast – IMF April 2025



Global headline inflation is expected to continue its downward trajectory and is estimated to be at 4.3% in 2025, reaching 3.6% in 2026.

In the current ever-shifting trade policy landscape across the globe, several downside risks dominate the outlook. Emerging economies will face challenges in sustaining their growth projections amid the evolving tariff war and retaliatory trade policies. Parallely, shifting employment patterns, migratory trends, and an ageing population may weigh on the long-term growth trajectory of several economies. Additionally, financial markets may come under exchange rate volatility, unpredictable capital flow, and renewed inflationary pressures.

Key Economic Indicators

Indicators	FY 2023-24	FY 2024-25 (Est.)	Outlook
GDP	7.6%	6.5%	Stable growth: global headwinds managed through strong domestic demand
Retail Inflation	5.4%	4.9%	Expected to align with RBI's 4% target in FY 2025-26
Capex as % of GDP	3.2%	3.4%	Public infrastructure focus continues
Fiscal Deficit (% of GDP)	5.6%	5.1% (targeted)	Consolidation underway
Private Consumption (PFCE)	4.0%	7.3%	Recovery driven by rising rural demand and urban consumption

In this context, de-escalation of trade tensions along with policy clarity and stability becomes crucial for the global economy. Central banks and the governments have to work closely to ensure adequate and preventive fiscal measures. Global collaboration is critical at this junction to provide a stable trade environment for the economies to stabilise and sustain growth in the coming years.

In 2024, global labour market dynamics underwent a significant transformation, influenced by accelerating technological change, the green transition, and shifting demographic trends. According to the World Economic Forum's Future of Jobs Report 2025, while automation and AI continue to reshape job roles and demand, the net impact is positive, with an estimated 78 Mn new jobs expected by 2030. Advancements in Artificial Intelligence will continue to be forces to reckon that would bring substantial increase in productivity and changes to the market forces.

India Economic Overview:

India's economy in FY 2024-25 demonstrated resilience amid global challenges. Key economic indicators reflected steady growth and continued structural improvements, underscoring India's position as the fastest-growing major economy. India's GDP is estimated to grow at 6.5% in FY 2024-25, a moderation from 7.6% from FY 2023-24. The current growth rate is aligned with the decadal average, reflecting sustained economic momentum and resilience.

Major sectoral performance in FY 2024-25 highlights the strength of the Indian economy, with key sectors contributing positively to the growth. The agriculture sector showed a stable improvement with 3.8% growth, up from 1.4% the previous year, owing to favourable monsoon. The services sector continued its robust performance, growing at 7.2% (7.6% in FY 2023-24). The industrial sector recorded moderate growth of 6.2%, down from 9.5% in FY 2023-24, impacted by global trade disruptions and supply chain uncertainties.

India's macroeconomic stability was further underpinned by stable inflation, improving fiscal indicators, strong remittances, resilient domestic consumption, and favourable government policies.

Employment indicators show improvement with rising formal job creation and better participation rates. GST collections registered a year-on-year growth of over 9%, reflecting strong consumption and formalisation of the economy. Corporate India delivered robust profit growth in FY 2024-25, underscoring improved efficiencies and resilient demand. The Government's continued emphasis on capital expenditure, coupled with the impact of the Production Linked Incentive (PLI) scheme, has reinforced a strong foundation for industrial revival and job creation. The Government continued its thrust on employment generation through the Employment Linked Incentive (ELI) scheme, which incentivises both employers and employees, with an emphasis on formal job creation in the manufacturing sector.

Outlook

The economic outlook remains positive, with India's economy projected to grow at 6.5% GDP for FY 2025-26. Rising rural demand fuelled by a well-performing agriculture sector, increasing private consumption measures by the Union Budget, continuing infrastructure investment, and a robust financial sector are contributing to sustained growth. According to the RBI, retail inflation is expected to align closer

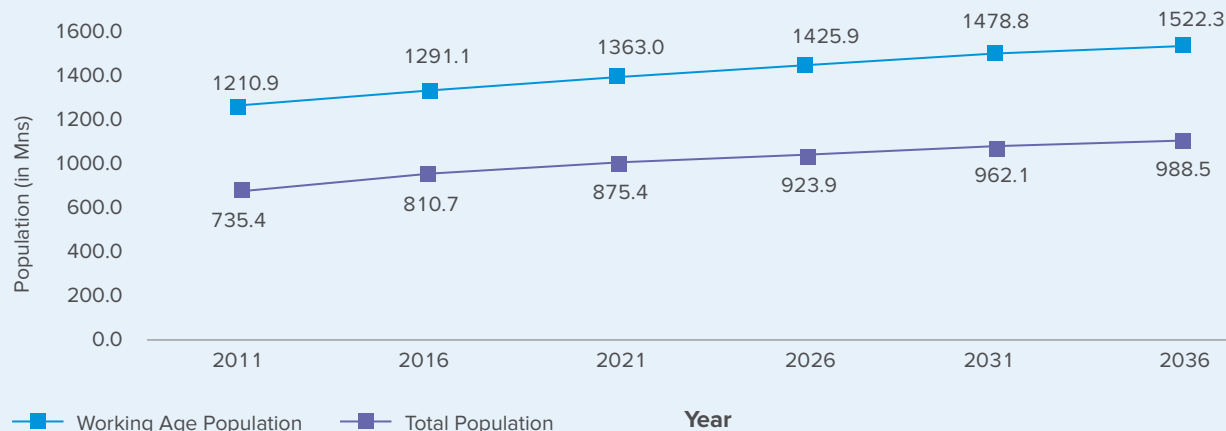
to the 4% target in FY 2025-26. With stable macroeconomics, favourable demographics, a technology-led economy, and a push for clean and green energy, India is well set to claim its spot as the world's fourth-largest economy. Structural reforms and improvements in the ease of doing business will be critical to sustaining momentum. The evolving global trade volatility and potential global economic slowdown remain key external risk factors.

Indian employment and workforce landscape:

India's employment landscape has been evolving rapidly, shaped by its demographic advantage, sustained economic growth, policy reforms, societal shifts, and technological advancements. It is the world's largest labour market with a working-age population of over 900 Mn.

India's demographic advantage continues to be a fundamental pillar of its long-term economic and employment trajectory. As of 2024, the working-age population (15–59 years) constitutes approximately 64.4% of the total population and is projected to rise to 65.2% by 2031. This sustained growth provides a unique opportunity in enhancing productivity, widening the talent pool, and accelerating employment growth.

Number of People in Working Age Group (15-59 Years) and Total, 2011–2036



Source: Report of the Technical Group on Population Projections for India and States 2011–2036, Ministry of Health & Family Welfare, July 2020

Employment growth in India witnessed a resurgence in the post-pandemic period, reversing many long-term structural trends and bringing in a new phase of labour market recovery. As industrial and services activity gained momentum, businesses resumed hiring plans, leading to an increase in regular formal sector employment. This revival in employment has been accompanied by encouraging improvements in the key labour market indicators. The unemployment rate showed a steady decline, reaching 4.1% in 2023-24, compared to 4.8% in the previous fiscal year. The Labour Force Participation Rate (LFPR) and the Worker Population Ratio (WPR) increased to 32.8% in 2023-24, up from 27.5% in 2017-18, indicating a recovery in the labour market. Women's participation in

the labour force has also witnessed a notable increase, with the Female Labour Force Participation Rate (FLFPR) rising to 32.8% in 2023-24, up from 27.5% in 2017-18. This positive trend was supported by higher engagement in self-employment, gig work, and rural non-farm activities, signalling an inclusive recovery.

Job creation in India registered strong growth in FY 2024-25, with 46.7 Mn new jobs added across both formal and informal sectors. The manufacturing sector witnessed a 10.0% increase in employment, and the services sector expanded by 17.9%, driven by strong domestic and international demand. Formal employment indicators like Employees'

Provident Fund Organisation (EPFO), Employees' State Insurance Corporation (ESIC), and National Pension System (NPS) showed steady upticks, reflecting rising formalisation and improved workforce security. EPFO consistently added over 14-19 Lakh members monthly, driven largely by youth enrolment. ESIC saw steady additions of 20-23 Lakh workers per month, with significant participation from women and younger demographics. NPS also recorded over 12 Lakh new private-sector subscribers, with assets under management growing 23% to ₹14.43 Lakh Crore.

These trends indicate that a more resilient, accessible, and dynamic employment ecosystem that can effectively leverage the country's demographic dividend is on the horizon as India continues to urbanise, digitise, and industrialise.

Government initiatives:

The Government of India has played a pivotal role in formalising the labour market and incentivising job creation by implementing several policy initiatives and reform measures. The Employment-Linked Incentive (ELI), Production-Linked Incentive (PLI), Make in India, and the Prime Minister's Employment Generation Programme (PMEGP) have all been designed to encourage industries to expand local operations and generate employment opportunities on a large scale. These programmes have specifically targeted sectors such as manufacturing and MSMEs, providing financial support and policy incentives to encourage them to scale operations and invest in human capital. Complementing these initiatives, the simplification and codification of labour laws have helped alleviate the compliance burden for employers and ensure uniformity and security for workers, thereby promoting formal employment and increasing the convenience of conducting business.

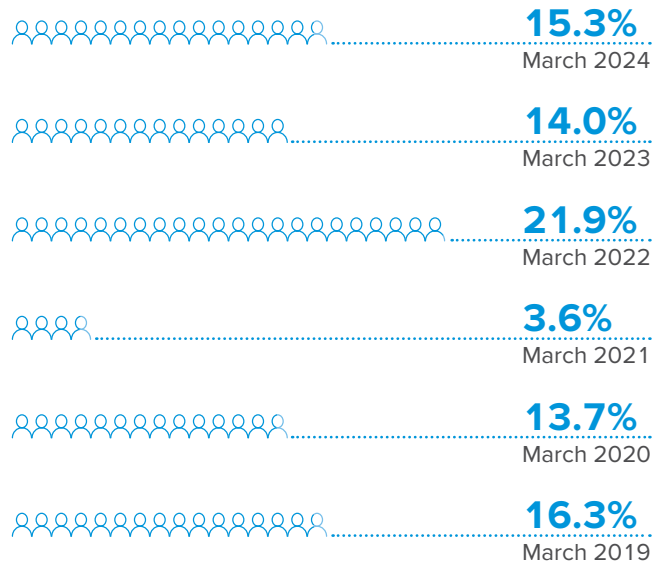
In parallel, the Government of India has consistently prioritised talent development to improve the employability of India's workforce. National Skill Training Institutes (NSTIs) have been established in key locations as part of a nationwide initiative to enhance industrial training infrastructure. Skill India Digital and other platforms are providing scalable and inclusive access to certified training and apprenticeship opportunities through their centres throughout the nation. These endeavours are indicative of a comprehensive strategy to provide the labour force with the necessary skills for both traditional and emerging sectors, ensuring alignment between industry demand and talent supply.

Indian Staffing Industry Overview

Indian staffing and recruitment market is projected to reach a size of USD 48.53 Bn by the year 2030, growing at CAGR of 13.2%

India's staffing industry has seen an upswing after the COVID years, aided by economic recovery, improved corporate performance, increasing formalisation of the workforce, the emergence of blended workforce models, the rise of remote and gig work, and accelerated adoption of technology.

Staffing Industry Growth Trend (YoY)%



YoY Growth – 15.3% YoY Staffing Industry New employment growth – 2024

- **2024:** Market improved with new employment demand across most sectors, staffing continued to add double-digit annual growth
- **2023:** Post pandemic market averaged out new employment, IT Industry impacted due to geopolitical scenario
- **2022:** Robust employment market generating growth higher than pre-pandemic years
- **2021:** Due to Covid slowing employment
- **2020:** Market volatility impacted employment, slowing staffing growth trend
- **2019:** Strong consistent double digit growth YoY for industry

The Indian Staffing Federation (ISF) estimates that the country's flexi staffing sector added approximately 220,000 new workers in FY 2024-25, marking a 15.3% YoY increase from 14% in FY 2022-23. This growth has been fuelled by industries such as FMCG, e-commerce, manufacturing, healthcare, retail, and logistics. One of the prominent trends in the staffing industry has been the growth of IT flexi staffing, which is expected to maintain a 7% CAGR from FY 2023-24 to FY 2025-26.

General Flexi Staffing:

The Indian general flexi staffing industry continued its momentum with a healthy double-digit yearly growth of 16.2%. This growth was primarily driven by robust demand for workforce solutions across a broad spectrum of sectors, including FMCG, e-Commerce, Manufacturing, Healthcare,

Retail, Logistics, Banking, Energy sectors. The accelerated adoption of digital technologies across industries has heightened the need for a flexible and skilled workforce. A key transformation in India's staffing industry is the demographic shift within the flexi workforce. In 2024, the proportion of youth participation (individuals over 24 years of age) in flexi jobs increased to 35%, marking an 83% jump from 19% in 2023. This growth suggests a greater awareness of formal employment opportunities among young professionals, many of whom are opting for temp jobs, project-based employment, and gig employment to gain industry experience. The staffing industry is thus playing a crucial role in bridging the employment gap by offering entry-level opportunities that align with industry needs, particularly in field-driven sectors. The industry is also witnessing greater inclusion and geographic diversification. Women now constitute 25% of the flexi workforce, with Tier II and III cities accounting for about 35–40% of new staffing mandates.

IT Flexi Staffing:

The IT flexi-staffing industry, which encompasses temporary and contract-based IT professionals, has seen substantial growth. As of FY 2023-24, the flexi workforce constituted approximately 5.5% of the total employment in the IT and IT-enabled Services (ITeS) sectors, while Global Capability Centres (GCCs) exhibited a slightly higher penetration rate at 8.2%. This trend underscores the industry's pivot towards workforce agility, enabling companies to swiftly adapt to evolving project demands and technological advancements. As India's digital economy continues to expand with projections to contribute 20% of the nation's Gross Value Added (GVA) by 2029-30, staffing firms are poised to play a crucial role in supplying the skilled workforce necessary to sustain this growth.

India's IT Flexi Staffing Industry – Sector insights for FY 2023-24



USD 114.7 Bn

Global IT Flexi Staffing Market size is USD 114.7 Bn in FY 2023-24



Indian IT Flexi Staffing Industry is expected to grow at a **CAGR of 7% from FY 2023-24 to FY 2025-26**



USD 4.9 Bn

Indian IT Flexi Staffing Market size is USD 4.9 Bn in FY 2023-24



IT/ITeS/GCC accounts for 51% of the total market value of IT Flexi Staffing. It also has the highest combined **IT Flexi Staffing Workforce of 296K**



IT Flexi Workforce penetration is 5.5% for System Integrators (IT & ITeS) 8.2% for GCCs



597K

IT Flexi Staffing Workforce in India is 597K and IT Flexi Workforce penetration in India is 8.2%



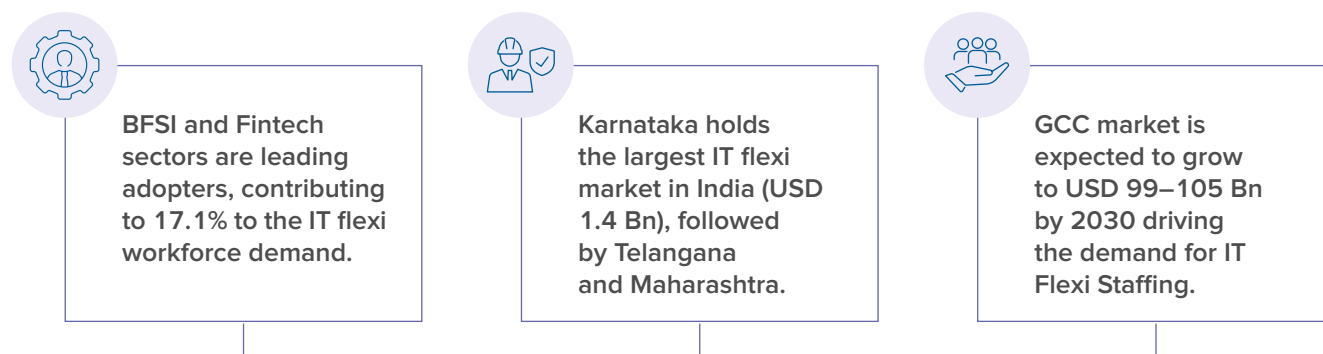
BFSI & Fintech has the highest IT Flexi Workforce penetration at 17.1%, followed by Logistics, Energy & Utilities at 14.6%



Karnataka has the largest IT Flexi Market size in the country with a market value of **USD 1.4 Bn**, followed by Telangana & Maharashtra



Karnataka, Telangana, Maharashtra, Tamil Nadu and Delhi NCR are the 5 states dominating the IT Flexi Staffing Industry in India with a **combined market value of USD 2.8 Bn**, which is **57% of the total Market Value**



Global staffing industry:

The global staffing market is poised to recover following a two-year decline. The staffing industry generated USD 626 Bn in revenue globally in 2024. The industry is anticipated to reach USD 650 Bn in 2025, with a projected growth rate of 5%, creating opportunities for businesses worldwide.



Focus overseas market for Quess's growth in international markets

Middle East	In the Middle East, the staffing environment remains stable, supported by ongoing investments in infrastructure, logistics, healthcare, and hospitality. The market is expected to grow at a CAGR of 9.6% from 2024 to 2031. Governments in the region continue to advance nationalisation efforts, but skill gaps – especially in blue- and grey-collar roles – sustain strong demand for outsourced workforce solutions. The region is expected to deliver steady growth.
Singapore	Singapore, while mature and well-regulated, has seen increased constraints on foreign talent inflow due to the implementation of the COMPASS framework. The proportion of firms offering flexible work arrangements increased from 68.1% in 2023 to 72.7% in 2024. The system favours high-skilled local employment and places greater scrutiny on work pass approvals, leading to tighter supply conditions. As a result, while demand exists, fulfilment challenges and the cost of compliance remain headwinds in the near term.
Malaysia	Malaysia represents a promising but nascent opportunity. The country is gaining traction as a regional services hub with favourable demographics and improving digital infrastructure.
Philippines	The Philippines offers a growing, English-speaking talent pool well-suited for BPO and service-centric roles. The staffing sector is expected to grow steadily, driven by the expansion of global services, domestic consumption, and digital transformation in local enterprises.

Emerging trends:

India's Economic and Demographic Tailwinds	India's strong economic momentum, characterised by GDP growth, industrial expansion, and digital infrastructure, combined with a demographic dividend, is reshaping the workforce landscape. The young, tech-savvy talent pool is gravitating toward flexible work models such as gig roles, freelancing, and contract assignments. The rise of remote and hybrid work has expanded access to Tier 2/3 talent, while Agile and DevOps practices are accelerating the move to project-based hiring. As borderless work becomes the norm, Indian staffing firms are emerging as global talent enablers through Employer of Record (EOR) and Professional Employer Organisation (PEO) models, fuelling demand for tech-led, scalable, and compliant workforce solutions.

Rise of Global Capability Centres (GCCs)	India has emerged as a global hub for Global Capability Centres (GCCs), with over 1,600 centres across BFSI, retail, healthcare, technology, and manufacturing. Evolving from back-office units into strategic hubs for innovation and digital transformation, GCCs are fuelling strong demand for professional staffing, project-based talent, and managed services, particularly in niche areas like AI/ML, cloud, cybersecurity, and enterprise platforms. As high-margin mandates grow, GCCs are becoming a cornerstone of India's staffing ecosystem and a key driver of future employment models.
Policy and Reform-Driven Workforce Formalisation	India's staffing landscape is undergoing a structural transformation, driven by regulatory reforms, employment-linked incentives, and increasing formalisation of the workforce. This trend is reinforced by rising GST collections, up from USD 103 Bn in FY 2017-18 to USD 241 Bn in FY 2023-24, reflecting broader economic formalisation. The shift from agriculture to industry, along with supportive government policies, is expanding opportunities for organised staffing across key sectors.
Technology-Specific and Platform-Led Staffing Solutions	The accelerating pace of digital transformation is reshaping workforce needs, with rising demand for specialised talent in areas like AI/ML, cloud engineering, cybersecurity, data analytics, UI/UX, and Generative AI. To address these evolving requirements, organisations are increasingly adopting Recruitment Process Outsourcing (RPO) and Managed Service Provider (MSP) models that offer scalable, compliant, and efficient hiring. At the same time, digital platforms such as HamaraJobs, TaskMo, and HamaraHR are transforming recruitment through AI-powered matching, end-to-end visibility, and hyperlocal access. These shifts are positioning tech-enabled staffing firms as key partners in delivering agile, future-ready workforce solutions.

Growth Opportunities:

India's staffing industry is undergoing a structural shift driven by digital disruption, sectoral diversification, and evolving workforce expectations.



Business Overview

Quess Corp is India's largest staffing solutions company, with operations across 9 countries and a network of 30+ offices. With a workforce of over 459,000 associates and ~1,700 clients, Quess plays a pivotal role in driving formal employment, skill development, and workforce agility at scale. The company has created over 2.5 Mn jobs since 2016, underscoring its mission to build a future-ready workforce ecosystem. In the year 2025, Quess made history by joining the World Employment Confederation as a Regional Corporate Member, becoming the first Indian company to join this global HR industry body.

In FY 2024-25, Quess group successfully completed its strategic three-way demerger, realigning its structure to enhance management focus, sharpen capital allocation, and unlock long-term value. Post-demerger, Quess Corp operates through four focussed business segments:

1. General Staffing:

Quess's largest business segment, General Staffing, provides end-to-end workforce solutions for industries such as BFSI, retail, manufacturing, telecom, logistics, and construction.

2. Professional Staffing:

This segment provides agile talent solutions for high-skill roles in digital, IT, and white-collar domains, including recruitment, project staffing, and GCC services across areas like cloud, cybersecurity, and enterprise platforms.

3. Overseas Staffing:

Overseas Staffing connects businesses with skilled talent across Singapore, APAC, the Middle East, and the USA, enabling seamless workforce deployment across industries through regional expertise and cross-border mobility.

4. Digital Platforms:

Quess's digital platforms, HamaraJobs, HamaraHR, Hamara Academy, Hamara Benefits, and TaskMo, enable tech-driven solutions for blue-collar hiring, gig deployment, HRMS, and workforce engagement, digitising the employment lifecycle at scale.

Discussion on Financial Performance

Note

The financial results presented here mark a significant milestone, being the first set of disclosures post the completion of the demerger, effective April 1, 2024. In accordance with applicable accounting standards and to ensure meaningful comparability, prior period figures have been restated to ensure comparability and consistency. These numbers, therefore, provide a more accurate representation of the Company's performance and its strategic direction moving forward.

Profit and Loss account summary:

(in ₹ Mn)

Component	FY 2024-25	FY 2023-24	YoY Change
Revenue	1,49,672	1,36,951	▲ 9%
EBITDA	2,623	2,343	▲ 12%
EBITDA Margin (%)	1.8%	1.7%	▲ 4 bps
Depreciation & Amortisation	412	581	▼ 29%
Interest	386	572	▼ 32%
Other Income	236	148	▲ 59%
Exceptional Items	(1,643)	(10)	-
Profit Before Tax (PBT)	418	1,329	▼ 69%
Tax	(41)	(25)	-
PAT (Reported)	459	1,354	▼ 66%
PAT Margin (%)	0.3%	1.0%	▼ 68 bps
Adjusted PAT	2,102	1,364	▲ 54%
Adjusted PAT Margin(%)	1.4%	1.0%	▲ 41 bps
EPS (Reported) (₹)	3.1	9.3	▼ 67%
Adjusted EPS (₹)	14.1	9.1	▲ 54%

Adjusted PAT and Adjusted EPS exclude exceptional items for the year. Exceptional items for the year amount to ₹ 1,643 Mn attributable to expected credit loss for discontinued projects, goodwill impairment, and demerger-related expenses. This does not involve any cash outflows and has no impact on the company's operational liquidity.

Revenue

The Company reported revenues of ₹ 1,49,672 Mn, registering a 9% year-on-year growth. This growth was primarily driven by consistent headcount addition and sector-specific expansion in General staffing while the push towards GCCs (Global Capacity Centre) delivered positive results in the Professional staffing segment. Despite macro headwinds and an NBFC client ramp-down in the latter half of the year, the general staffing business showed operational resilience and delivered healthy revenue growth. The overseas business also delivered robust performance despite visa-related issues in Singapore, as APAC and the Middle East delivered strong growth. The digital platform continued its user base expansion.

Expenses

This year marks a period of strategic transition for Quess as it navigates through a demerger. We have made investments towards sales engine and leadership bandwidth to drive future growth across business segments. Employee expenses have risen accordingly (93.9% of revenue vs. 91.4% of revenue last year), reflecting our commitment to strengthening internal capabilities and building a future-ready organisation amid a shifting external environment.

EBITDA

EBITDA rose to ₹ 2,623 Mn, marking a 12% YoY increase, with margins improving slightly by 4 basis points to 1.8%. The margin range reflects a focus on higher contributions from Professional staffing and Overseas business while revenue-led EBITDA contributions from General Staffing. Internally, Quess is committed towards disciplined cost control, operating leverage, and an increased focus on portfolio optimisation.

FY 2024-25 Financial Highlights

(Figures in ₹ Mn)

Revenue

Segment	FY 2024-25	FY 2023-24	YoY
General Staffing	129,946	117,464	▲ 11%
Professional Staffing	8,254	7,415	▲ 11%
Overseas Business	11,422	12,010	▼ (5%)
Digital Platforms	50	61	▼ (18%)
Total	14,967	13,695	▲ 9%

Operating Margin

Segment	FY 2024-25	FY 2023-24	YoY
General Staffing	1,936	1,847	▲ 5%
Professional Staffing	772	545	▲ 42%
Overseas Business	634	642	▼ (1%)
Digital Platforms	(55)	(149)	▲ 63%
Total	329	289	▲ 14%

Key performance highlights:

General Staffing:

- In FY2024-25, General Staffing continued to be the largest contributor to the revenue, with a turnover of ₹ 129,946 Mn, marking an 11% YoY growth
- Operational EBITDA for the year stood at ₹ 1,936 Mn, up from ₹ 1,847 Mn in FY 2023-24, growing by 5% over the previous year
- During the year, 323 new contracts were signed, including 80 in Q4
- Gross hiring additions for the year stood at approximately 3,88,000 with strong momentum in retail, logistics, telecom, and manufacturing

Professional Staffing:

- Professional Staffing delivered robust growth, with revenue rising to ₹ 8,254 Mn from ₹ 7,415 Mn in FY 2023-24 and operational EBITDA expanding 42% YoY to ₹ 772 Mn from ₹ 545 Mn in FY 2023-24
- The segment sharpened its focus on high-margin mandates, with 80% of 1,300+ open positions in niche areas like cloud, cybersecurity, and data analytics
- GCCs contributed 70% of revenue, and 45 new GCC clients were onboarded during the year, reinforcing Quess's leadership in tech-enabled staffing
- The EBITDA margin remained healthy at over 9%, supported by AI-led productivity initiatives and GCC-focussed strategies

Overseas staffing:

- The Overseas Business segment recorded a revenue of ₹ 11,422 Mn in FY 2024-25, and EBITDA of ₹ 634 Mn
- The segment showed resilience through diversified geographical operations, with the Middle East achieving its highest-ever revenue and EBITDA
- Growth was also supported by new business lines (IT, non-IT, and gig-based services) and strong performance in Malaysia and the Philippines, despite ongoing headwinds in Singapore

The **Middle East** led the growth in FY 2024-25, achieving its highest-ever quarterly revenue and headcount of 2,000+ associates.

Singapore remained challenging due to the COMPASS regulatory framework, which tightened work pass issuance for foreign workers. The business offset some of this pressure by pivoting to General Staffing mandates.

Malaysia witnessed a turnaround in IT Staffing, supported by robust government demand, while the Philippines continued to deliver stable growth across IT Flexi, Perm, and Gig-based services.

These diversified drivers have enabled the segment to stay resilient despite uneven macro conditions across APAC.

Digital Platforms:

- The Digital Platforms segment remained in the investment phase with FY 2024-25 revenue of ₹ 50 Mn, and an operating EBITDA loss of ₹ 55 Mn from ₹ 149 Mn in FY 2023-24, an improvement of 63% compared to the previous year
- Platform adoption accelerated, with HamaraJobs and HamaraHR growing their user base to 6.9 Mn and over 500,000, respectively
- The segment generated over 23,000 leads in Q4, highlighting the rising potential of tech-led recruitment and workforce solutions

Balance Sheet summary–

(in ₹ Mn)

Component	FY 2024-25	FY 2023-24	Transfer pursuant to Scheme of Arrangement	Revised FY 2023-24	YoY Change
Total Assets	28,118	62,550	(33,396)	29,154	(3.55%)
Non-Current Assets	9,156	26,746	(16,486)	10,260	(10.76%)
Current Assets	18,962	35,804	(16,910)	18,894	0.36%
Cash & Cash Equivalents	2,491	5,201	(3,365)	1,836	35.68%
Trade Receivables (Billed + Unbilled)	15,295	27,721	(11,721)	16,000	(4.41%)
Total Equity	10,860	29,646	(17,760)	11,886	(8.63%)
Gross Debt	121	3,678	(2,336)	1,342	(90.98%)
Net Cash Position	2,550	2,320	(1,740)	580	339.66%
Total Liabilities	17,258	32,904	(15,636)	17,268	(0.06%)
DSO (Days)	37	53		53	▼ 16 days

Cash flow metrics:

Ratios	FY 2024-25	FY 2023-24
DSO Days	37 days	53 days
Interest Coverage Ratio	6.70×	6×
Current Ratio	1.34×	1.36×
Debt-Equity Ratio	0.01×	0.12×
EBITDA Margin	1.80%	3.63%
Net Profit Margin (Reported)	0.30%	1.47%
Adjusted Net Profit Margin	1.40%	-
Return on Net Worth (Adj. ROE)	19%	9.85%
Debtor Turnover Ratio	14.30×	12.63×
Working Capital Turnover Ratio	24.10×	22.58×
EBITDA to Operating Cash Flow	151%	-
Net Cash Position	₹ 2,550 Mn	₹ 580 Mn

On an adjusted basis, Quess has shown improved profitability and cash flow generation, with EBITDA to Operating Cash Flow conversion at 151% and Adjusted PAT growth of 54% YoY.

Outlook

As we move into FY 2025-26, the operating environment is being shaped by macroeconomic trends shifting workforce dynamics, technological disruptions, and evolving regulatory frameworks. While short-term growth may have an overhang of a NBFC client ramp-down, long-term fundamentals across our core segments remain strong.

- In **General Staffing**, formalisation of employment, digitalisation of HR compliance, and employment-linked government incentives continue to be strong tailwinds.

The long-term opportunity for organised workforce solutions remains robust, even as some industries witness temporary slowdown

- **Professional Staffing**, particularly in the IT sector, faces subdued demand due to muted forecasts by large IT clients and global policy uncertainty. However, growing GCC investments, niche tech hiring, and tier-2 city expansion are expected to stabilise demand
- Our **Overseas Business** offers a diversified growth engine. The Middle East is expected to provide stable volumes, while Southeast Asia – especially Malaysia and the Philippines – presents selective high-growth opportunities. Singapore remains a challenging but strategic market requiring careful navigation of regulatory frameworks like COMPASS
- Our **Digital Platforms** business, comprising the Hamara suite (Jobs, HR, Academy and Benefits) and TaskMo, is expected to gain further momentum in FY 2025-26 as employers increasingly adopt tech-led hiring and workforce management solutions. The continued rise of gig work, demand for hyperlocal hiring, and growing need for digitised HRMS and benefits delivery among SMEs present strong structural tailwinds. As user adoption scales and monetisation models mature, the platforms are well-positioned to transition from investment phase to growth acceleration, particularly in underserved blue- and grey-collar segments

Quess is now focussed on delivering double-digit revenue growth and non-linear EBITDA / profitability growth post the demerger. Our diversified presence, scalable platform, and focus on capability-led execution position us well to navigate short-term uncertainty and capitalise on emerging workforce trends globally.

Risks and mitigation

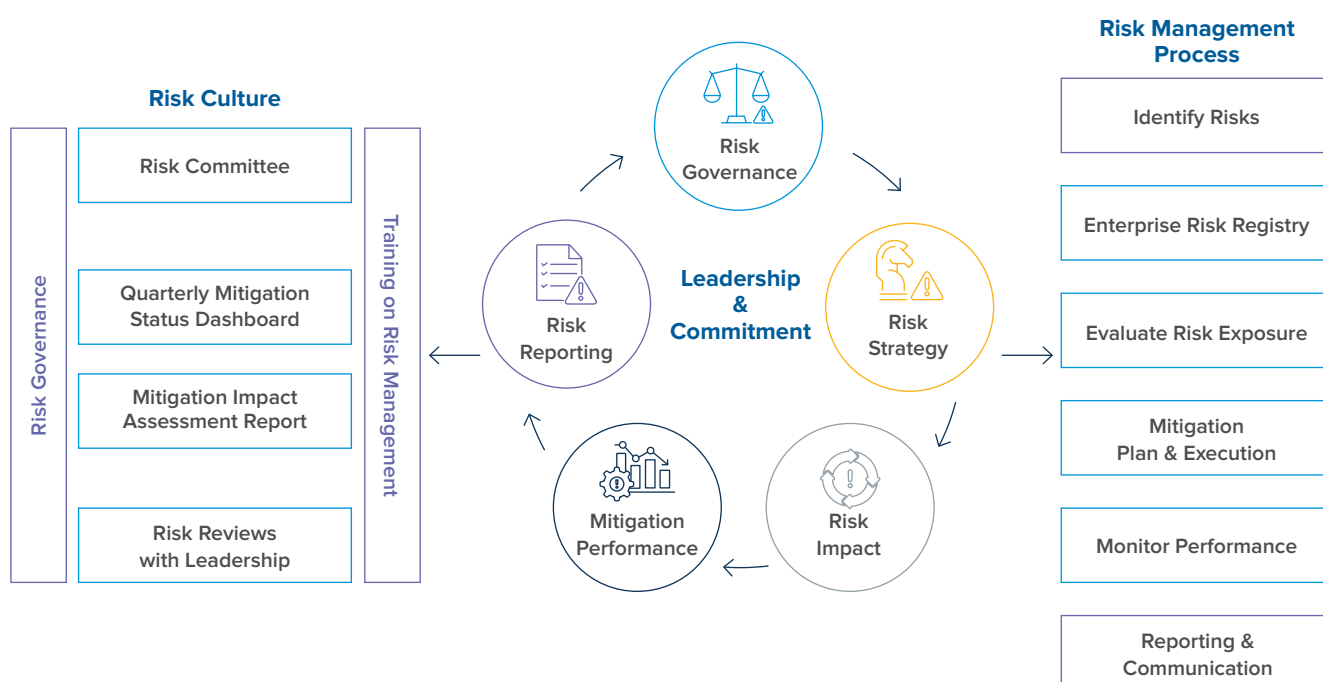
Enterprise Risk Management (ERM)

Quess Corp uses a rigorous Enterprise Risk Management (ERM) framework to identify, assess, and manage internal and external risks that could affect our operations, financial performance, and strategic goals. Our ERM methodology follows industry best practices and regulatory standards, providing business resilience. Our risk-aware culture helps our teams foresee problems, respond to risks, and seize opportunities.

During the year, we continued to enhance our risk management processes by leveraging technology, strengthening internal controls, and refining our risk assessment methodologies. Our Board of Directors and Risk Management Committee play a pivotal role in overseeing risk governance, ensuring that our risk appetite aligns with our corporate vision and stakeholder expectations.

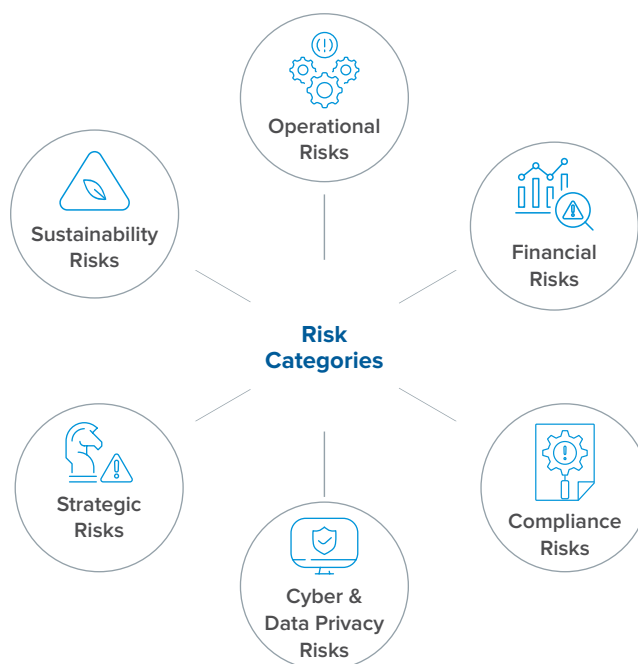
Integrated ERM Framework

(COSO & ISO 31000 adapted)



Salient features of our ERM framework

- Our Risk Management Policy approved by Board establishes a structured and disciplined approach to risk management, supporting strategic decision-making. The Risk Management Committee, comprising Board members and C-suite executives, reviews and monitors progress on mitigation plans, offering necessary guidance and direction
- The Corporate Risk Management Team actively collaborates with independent Internal Auditors to identify areas where processes and internal controls require enhancement for improved risk management. Audit findings, along with management action plans, are discussed and reviewed by the Audit Committee of the Board
- Business-level SOPs and policies, along with centrally issued policies, shape the internal control framework and strengthen our comprehensive risk management processes



Key Business Risks:

Risk	Risk Mitigation
 Digitisation and automation Failure to embrace emerging technologies can lead to outdated systems, operational inefficiencies, and diminished ability to meet evolving customer expectations, ultimately impacting competitiveness and service quality.	To mitigate this risk and maintain our digital edge, we continue to invest in cutting-edge technology upgrades and AI-driven solutions across our platforms and operations – ■ We have integrated an AI-powered KYC verification system into our proprietary employee onboarding platform (<i>POP 2.0</i>) to enhance speed and compliance ■ Robotic Process Automation (RPA) initiatives are underway to automate attendance data capture directly from client systems, enabling seamless and error-free payroll processing ■ Leveraging our deep industry expertise, we continue to innovate through platforms such as HAMARA Jobs, HAMARA HR, HAMARA Benefits, and TaskMo, delivering scalable and tech-enabled workforce solutions across diverse segments
 Cyber Security & Data Protection The risk of unauthorised access, data breaches, or cyber threats poses a serious challenge to business continuity, data integrity, and regulatory compliance, potentially resulting in financial losses, reputational damage, and legal exposure.	To mitigate these risks, ■ The Company has instituted a comprehensive cybersecurity framework overseen by a dedicated Cyber Security Council, led by the Chief Technology Officer and Business IT Heads ■ The Company adheres to ISO standards and global best practices, ensuring a robust and proactive approach to cyber defence ■ Regular Vulnerability Assessment and Penetration Testing (VAPT) is conducted to identify and remediate system weaknesses, while Security Information and Event Management (SIEM) tools enable real-time threat detection and incident response ■ Data Loss Prevention (DLP) and Two-Factor Authentication (2FA) are enforced across critical systems to secure sensitive data and control access ■ Infrastructure is protected through Web Application Firewalls (WAF), Mobile Device Management (MDM), and comprehensive endpoint security solutions ■ To strengthen organisational resilience, periodic employee training programmes are conducted to raise awareness of cyber hygiene, data privacy, and secure digital practices
 Workplace Safety Failure to maintain a safe, secure, and compliant workplace can result in accidents, injuries, or incidents of misconduct, leading to operational disruption, legal liabilities, financial penalties, and reputational harm.	At Quess, we are committed to ensuring a safe and healthy work environment ■ We conduct regular training programmes on workplace safety protocols and POSH (Prevention of Sexual Harassment) awareness to ensure employees are informed and empowered ■ Safety Champions are appointed across business units to embed a culture of safety at the grassroots level ■ To support effective grievance redressal, we have implemented a centralised employee safety and grievance management platform that enables prompt reporting, tracking, and resolution of concerns ■ A dedicated SOS team is also in place to proactively monitor and address all safety-related issues, reinforcing our commitment to providing a safe and responsive work environment for all employees

Risk**Employee Upskilling & Talent Development**

The inability to continuously upskill employees and nurture talent can result in a less agile workforce, reduced operational effectiveness, and difficulty adapting to evolving industry demands, ultimately impacting long-term competitiveness and sustainability.

Risk Mitigation

At Qess, we are deeply committed to building a future-ready workforce through a structured and inclusive talent development framework

- Continuous learning is enabled through our HRMS platform and the SPARKS Digital Learning Platform, developed in partnership with Skillsoft, offering access to a wide range of technical courses, soft-skill development, audiobooks, and certifications
- We place strong emphasis on upskilling in emerging domains such as Generative AI and Change Management and have institutionalised a mandatory 52 hours of learning per employee per year to ensure consistent development

In addition to annual compliance training on topics like Code of Conduct, POSH, Insider Trading, ESG, and ERM, we have launched targeted programmes to foster leadership and career growth:

- **Great Within** – A holistic self-development programme
- **GROW** – Focussed on advancing women into leadership roles
- **LEAP** – Designed to accelerate the growth of high-potential managers
- **Evolve** – Prepares first-time managers for leadership responsibilities

**Compliance with Labour & other Regulatory Laws**

Non-compliance with labour and other regulatory requirements can lead to legal penalties, financial exposure, operational disruptions, and adverse reputational impact. It may also undermine workforce confidence and stakeholder trust.

- A dedicated central compliance team, supported by business unit-level compliance functions, ensures adherence to applicable labour laws and regulations at central, state, and local levels
- The Company maintains rigorous monitoring and reporting mechanisms for key statutory obligations including Provident Fund (PF), Employee State Insurance (ESI), Professional Tax (PT), Minimum Wages, and other labour-related mandates
- Regular internal audits and dashboards enable proactive identification and resolution of deviations
- Furthermore, ongoing training programmes are conducted to keep teams well-informed of regulatory changes, reinforcing a culture of accountability

Through a standardised and technology-driven compliance process, Qess ensures consistent, end-to-end compliance across all business units.

**Reduction of Carbon Footprint**

Insufficient action toward reducing carbon emissions can result in increased energy costs, hinder sustainability goals, and negatively impact corporate reputation, while contributing to long-term environmental degradation.

- We maintain a low-carbon operational model through minimal energy consumption and the adoption of digital workflows that enhance efficiency while reducing environmental impact
- We actively promote resource conservation, responsible sourcing, and recycling initiatives across our facilities
- In FY 2024-25, we successfully recycled over 3.5K+ Kg of e-waste from landfills through certified recycling partners

These efforts form a core part of our broader ESG commitment to environmental stewardship and climate responsibility.

Internal Controls and Governance

The Company has instituted a strong and structured Internal Control System (ICS), aligned with the requirements of the Companies Act, 2013, and calibrated to its business scale and complexity. These controls are embedded in operational workflows through well-defined policies and procedures approved by the Board, ensuring regulatory compliance, asset protection, transaction integrity, and accurate financial reporting.

The internal audit function is carried out by M/s. Grant Thornton Bharat LLP, under the direction and oversight of the Audit Committee, to whom the Internal Auditor reports independently. Regular audits are conducted across business functions to assess control effectiveness and compliance with statutory and internal norms. Audit observations and action plans are reviewed by management and presented to the Audit Committee on a quarterly basis.

The Audit Committee, comprising 6 (six) directors (including four independent directors), closely monitors the implementation of recommendations and ensures the effectiveness of internal controls and risk management systems. In parallel, the statutory audit conducted by M/s. Deloitte Haskins and Sells LLP includes an evaluation of internal financial controls over financial reporting, in accordance with Section 143 of the Companies Act, 2013, and SEBI Listing Regulations.

The Company continues to enhance its control environment by prioritising automated and preventive controls over manual processes. A robust ERP system and other digital platforms serve as the technological backbone of its internal controls, supporting real-time monitoring, process discipline, and data accuracy. These systems are continuously updated to address evolving business needs, strengthen governance, and reinforce financial integrity.



At Quess, we are profoundly committed to the principles of Environmental, Social, and Governance (ESG), which are deeply ingrained in our operations. This is a reflection of our principle that what is beneficial for society is beneficial for business. The Company's dedication to responsible growth and stakeholder well-being was further emphasized by its consistent progress across all ESG pillars during FY 2024-25.

1. Social Responsibility and Workforce Diversity:

- Quess remains a people-first organisation, with over 74,000 women employees, who account for 50% of the primary workforce
- For the sixth year in a row, the organisation was recertified as a Great Place to Work and named one of the Best Workplaces in Health & Wellness
- Quess also facilitated broad-based employment access through its proprietary platform HamaraJobs, which registered over 44,500 new candidates and fulfilled 99% of the 4,000+ monthly job postings

2. Education and Community Development:

- Quess, as a responsible corporate citizen, adopted 75 government schools, which benefited more than 17,000 students
- The organisation rendered life skills, computer literacy, and health screenings to thousands of pupils, in addition to providing 72,000+ notebooks and 1,000+ school kits
- Foundational learning programmes were implemented to assist early learners, and 99 scholarships were granted to deserving students

3. Environmental Stewardship:

- In fiscal year 2025, Quess made significant progress in the area of environmental sustainability. It successfully obtained ISO 14001 certification, planted over 500 trees, and responsibly disposed of over 3,500 kgs of e-waste
- The Company maintained its commitment to digital-first workflows in order to optimise operational efficiency and minimise paper consumption. Responsible sourcing and recycling protocols were implemented to reinforce waste management practices

4. Governance and Ethical Conduct:

- Quess maintains a zero-tolerance policy toward unethical practices, which is bolstered by a robust governance framework. The Company is certified under ISO 9001 (Quality Management), ISO 27001 (Information Security), and ISO 37001 (Anti-bribery)
- Data protection and system resilience are supervised by a Cyber Security Council, which is chaired by C-suite executives. The Company did not receive any complaints regarding, conflicts of interest, or anti-bribery violations in FY 2024-25

Human Resource

The Company acknowledges the value of its human resource and follows a strong human resources driven approach with modern workplace values. The Company encourages a supportive work environment with defined and transparent HR process and evaluations. Our workforce diversity stands out, with over 74,000 women employees, representing 50% of the core workforce and 16% of our associate base, underscoring our deep commitment to equality and inclusion. The Company has created safe and healthy workplace recognising that it is fundamental to employee engagement and productivity. In recognition of our sustained efforts in building a high-trust, high-performance culture, Quesst was honoured with the #32 Great Place to Work Certification for the sixth consecutive year, reinforcing our status as an employer of choice in the workforce solutions industry. Our HR policies promote a culture of competitiveness, work-life balance, and collaboration. Through regular training and capability-building programmes, we strive to equip our employees with future-ready skills

while enhancing motivation and performance. A skilled, diverse, and purpose-driven workforce remains central to our long-term growth and organisational resilience. As of March 31, 2025, the Company had a permanent workforce of 2,556 employees.

Cautionary Statement

The statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations may be 'forward-looking' statements within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand, supply, and price conditions in the domestic & overseas markets in which the Company operates, changes in Government regulations, tax laws & other statutes, and other incidental factors. The Company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in the future.

Board's Report

Dear Members,

The Board of Directors ('Board') are delighted to present the 18th (eighteenth) Annual Report of Quess Corp Limited ('the Company' or 'Quess') along with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2025, in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

1. Financial Highlights

The standalone and consolidated financial highlights of the Company's operations are as follows:

Particulars	(₹ in million, except EPS)			
	Consolidated		Standalone	
	FY2025	FY2024*	FY2025	FY2024*
Revenue from operations	149,671.99	136,950.90	137,872.11	120,502.04
Other Income	236.19	148.49	1,306.68	1,149.70
Total Income	149,908.18	137,099.39	139,178.79	121,651.74
Cost of material and stores and spare parts consumed	2.68	2,864.03	0.81	3.37
Employee benefit expenses	140,513.40	125,183.77	129,960.24	112,957.38
Finance Costs	385.98	571.58	371.04	552.08
Depreciation and Amortization Expense	412.10	580.52	387.49	390.60
Other expenses	6,532.70	6,559.72	5,857.23	5,817.60
Total Expenses	147,846.86	135,759.62	136,576.81	119,721.03
Share of Profits/(loss) of equity accounted investees (net of income tax)	-	(0.69)	-	-
Profit/(loss) before exceptional items and tax	2,061.32	1,339.08	2,601.98	1,930.71
Exceptional items (Loss)	1,643.35	9.86	1,545.36	101.84
Profit/(Loss) Before Tax	417.97	1,329.22	1,056.62	1,828.87
Tax Credit	40.92	24.86	144.63	204.31
Profit/(Loss) for the year from Continuing Operations	458.89	1,354.08	1,201.25	2,033.18
Profit/(Loss) for the year from Discontinued Operations (net of tax)	-	1,449.95	-	1,396.03
Profit/(Loss) for the year	458.89	2,804.03	1,201.25	3,429.21
Other Comprehensive (loss) for the year	(78.35)	(255.60)	(105.59)	(212.69)
Total Comprehensive Income for the year	380.54	2,548.43	1,095.66	3,216.52
Basic EPS (in ₹) (For Continuing operations)	3.08	9.28	8.08	13.70
Diluted EPS (in ₹) (For Continuing operations)	3.07	9.22	8.05	13.62

*Previous year figures have been restated/reclassified due to the Composite Scheme of Arrangement.

A detailed performance analysis of various segments, businesses, and operations is provided in the Management Discussion and Analysis, which forms part of this Report.

2. State of Affairs

The highlights of the Company's Consolidated Financial performance are as under:

- The consolidated revenue from operations registered a growth of 9% YoY to ₹ 1,49,671.99 million (FY25) from ₹ 1,36,950.90 million (FY24).
- The consolidated EBITDA registered a growth of 12% YoY, amounting to ₹ 2,623 million.
- The consolidated adjusted PAT registered a growth of 54% YoY, amounting to ₹ 2,102 million.

3. Transfer to Reserves

There is no amount proposed to be transferred to the reserves during the year under review.

4. Transfer of unclaimed dividend / unpaid dividend/ shares to the Investor Education and Protection Fund

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), all dividends which remain unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer to the unpaid dividend account are required to be transferred by the Company to the Investor Education and Protection Fund ('IEPF'), established by the Central Government. Further, as per the IEPF Rules, the shares on which the dividend has not been paid or claimed by the members for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Further, as per Rule 6(8) of IEPF Rules, all benefits such as bonus shares, split, consolidation, except rights issue, accruing on shares which are transferred to IEPF, shall also be credited to the demat account of the IEPF authority.

During the year under review, there were no unclaimed dividends and corresponding shares that were due to be transferred by the Company.

Details of unclaimed dividends and related shareholder information are available on the website of the Company at <https://www.quessecorp.com/investor-relations/>. Shareholders are encouraged to review their records and claim their dividends for the past years, if they have not already done so.

5. Dividend

In accordance with Regulation 43 of the SEBI Listing Regulations, the dividend payout is in accordance with the Company's Dividend Distribution Policy, based on which the Board may recommend or declare dividends, usage of retained earnings, etc.

The Board at its meeting held on May 19, 2025, has amended the Dividend Distribution Policy. A copy of the Policy is available on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

Based on the principles enunciated in the above Policy, in line with the practice of returning substantial free cash flow to shareholders and the Company's performance, the Company had declared/ paid the Interim dividend of ₹ 4 per equity share of ₹ 10 each aggregating to ₹ 594 million to the equity shareholders during FY25, declared by the Board on January 29, 2025. The Board, at its meeting held on May 19, 2025, has recommended a final dividend of ₹ 6 per equity share of ₹ 10 each. The final dividend on equity shares, if approved by the shareholders, would result in a cash outflow of ₹ 891 million (approx).

6. Share Capital

During the year under review, the paid-up share capital of the Company has been increased from ₹ 1485.10 million to ₹ 1,489.19 million on account of allotment of shares against the exercise of Restricted Stock Units ('RSU') granted/vested under the following share-based benefit schemes:

a. Qess Employee Stock Option Scheme 2015 ('ESOP 2015')

The Qess Corp Limited - Employee Stock Option Scheme 2015 ('ESOP 2015') stands closed w.e.f. October 28, 2024, due to completion of 5 (five) years from the date of last vesting. On the date of closure, all the options have been exercised/ lapsed/ forfeited, and there was no outstanding balance under the said Scheme.

b. Qess Stock Ownership Plan-2020 ('QSOP 2020')

The Nomination and Remuneration Committee ('NRC') vide resolutions dated July 24, 2024, December 11, 2024, February 17, 2025 and March 21, 2025 allotted 1,16,294; 61,657; 1,02,585 and 1,28,621 equity shares respectively of ₹ 10 each to the eligible employees of the Company who exercised their RSU under QSOP 2020.

The Company has not issued any debentures, bonds, sweat equity shares, any shares with differential rights or any non-convertible securities during the year under review.

7. Commercial Paper

The Company has issued Commercial Papers (CPs) from time to time, which were duly redeemed based on the maturity dates. As on March 31, 2025, there is no outstanding Commercial Papers.

8. Subsidiaries and Associate Companies

Pursuant to the provisions of Section 129(3) of the Act, a separate statement containing the salient features of the financial statements of all subsidiaries and associate companies / joint ventures of the Company (in Form AOC-1) is attached to the Financial Statements of the Company.

In terms of Section 134 of the Act and Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of the subsidiaries are given as an annexure to the Consolidated Financial Statements in Form AOC-1.

Further, pursuant to the provisions of Section 136 of the Act, the Standalone and Consolidated Financial Statements of the Company, along with Audited Financial Statements of the subsidiaries, are available on the website of the Company at <https://www.quessecorp.com/financial-information/>.

The Company has a policy for determining the material subsidiaries of the Company, and the same is uploaded on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

Quesscorp Holdings Pte. Ltd., Singapore continues to be the material subsidiary of the Company.

As on March 31, 2025, the Company has 18 Subsidiary Companies, comprising 5 (five) Indian Companies and 13 (thirteen) Foreign Companies. Further, there are 2 (two) Foreign Associate Companies post the demerger.

Further, consequent to the approval of the Composite Scheme of Arrangement, the following subsidiaries of the Company have been transferred to Digitide Solutions Limited (Resulting Company 1) and Bluspring Enterprises Limited (Resulting Company 2) w.e.f. March 31, 2025 (the Effective Date).

Sl. No.	Name of Subsidiary/ Step-down Subsidiary Companies	Resulting Company
1	Alldigi Tech Limited, India	Digitide Solutions Limited (Resulting Company 1)
2	Heptagon Technologies Private Limited, India	
3	Quess Corp (USA) Inc., USA	
4	Brainhunter Systems Limited, USA	
5	Mindwire Systems Limited, Canada	
6	MFXchange Holdings Inc., USA	
7	MFXchange (USA), Inc., USA	
8	QuessGTS Canada Holdings Inc., Canada	
9	Alldigi Tech Manila Inc., Philippines	
10	Alldigi Tech Inc., USA	
11	Monster.com (India) Private Limited, India	Bluspring Enterprises Limited (Resulting Company 2)
12	Terrier Security Services India Private Limited, India	
13	Trimax Smart Infraprojects Private Limited, India	
14	Vedang Cellular Services Private Limited, India	
15	Monster.com SG Pte Limited, Singapore	
16	Monster.com HK Limited, Hong Kong	
17	Agensi Pekerjaan Monster Malaysia Sdn. Bhd., Malaysia	

9. Significant Developments in FY25

a) Composite Scheme of Arrangement between Quess Corp Limited ('Demerged Company'), Digitide Solutions Limited ('Resulting Company 1') and Bluspring Enterprises Limited ('Resulting Company 2') and their respective shareholders and creditors.

During the year under review, the Company had received a certified true copy of the Order from Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT) dated March 04, 2025, approving the Composite Scheme of Arrangement between

Quess Corp Limited ('Demerged Company'), Digitide Solutions Limited ('Resulting Company 1'), Bluspring Enterprises Limited ('Resulting Company 2'), and their respective shareholders and creditors (Scheme of Arrangement/the Scheme), with the appointed date of April 01, 2024. The certified true copy of the NCLT order was filed with the Registrar of Companies on March 31, 2025 (the Effective Date).

Pursuant to the said Scheme of Arrangement, both Resulting Company 1 and Resulting Company 2 ceased to be the subsidiaries of the Company.

In accordance with the Scheme of Arrangement, till the Effective Date, the Company carried out the activities of Demerged Undertaking 1 and Demerged Undertaking 2. Upon the Scheme becoming effective and from the Appointed Date i.e. April 01, 2024, the Company reduced the carrying value of all the assets, liabilities and reserves pertaining to the Demerged Undertaking 1 (including its subsidiaries) and Demerged Undertaking 2 (including its Subsidiaries) as appearing in the books of account of the Company, being transferred to and vested in the Resulting Company 1 and Resulting Company 2, from the respective book value of assets and liabilities of the Company.

b) Acquisitions / Investments / Disinvestments during the Financial Year

Quess's strategy supports value creation for its clients and growth for the organisation through multiple ideologies and consideration of the stakeholders' priorities. The Company focuses its efforts and investments through organic and inorganic modes on maximum results, going deeper in areas where it believes it has strength, defocusing on others, and scaling up to secure leadership positions.

During the year under review,

- The Company had purchased the food catering and facility management services business of Archer Integrated Services Private Limited and Astrin Traders and Supplies Private Limited, as a going concern on a slump sale basis for a lump sum cash consideration, without values being assigned to individual assets and liabilities as contemplated under the Income Tax Act, 1961, on such terms and conditions as contained in the Business Transfer Agreements. This business was relating to the business of the Resulting Company 2, and therefore, the same was transferred to the Resulting Company 2 pursuant to the Composite Scheme of Arrangement.
- Quesscorp Solutions Pte. Ltd. and Quesscorp Consulting Pte. Ltd., wholly-owned step-down subsidiaries of the Company, were incorporated in Singapore. Quesscorp Holdings Pte. Ltd., a material subsidiary of the Company, holds 100% shares in both the companies.

10. Change in Nature of Business

There has been no material change in the nature of the business of the Company and its subsidiaries.

However, consequent to the completion of three-way demerger, which has resulted in 3 (three) separate listed companies (including Quess Corp Limited), the Global Technology Solutions business of the Company

transferred to Digitide Solutions Limited (Resulting Company 1) and Operating Assets Management and Product-Led Business was transferred to Bluspring Enterprises Limited (Resulting Company 2).

Post demerger, Quess Corp Limited has now become a pure-play Workforce Management Company with the following business segments: (i) General Staffing, (ii) Professional Staffing, (iii) Overseas Business and (iv) Digital Platforms.

11. Particulars of Loans, Guarantees or Investments

Pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the SEBI Listing Regulations, disclosure on particulars relating to Loans, Guarantees and Investments are provided as part of the Notes to Financial Statements.

12. Management Discussion and Analysis

The Management Discussion and Analysis as prescribed under Part B of Schedule V, read with Regulation 34(3) of the SEBI Listing Regulations, is provided in a separate section and forms part of this Report.

13. Directors and Key Managerial Personnel (KMPs)

As on March 31, 2025, the Board of Directors comprised of 8 (eight) Directors, consisting of 1 (one) Executive Director, 3 (three) Non-Executive Non-Independent Directors, and 4 (four) Independent Directors. Out of the total Directors, 1 (one) is a woman Independent Director. The Board has an appropriate mix of Executive Directors, Non-Executive Non-Independent Directors, and Independent Directors, which is compliant with the Companies Act, 2013, the SEBI Listing Regulations, and is also aligned with the best practices of Corporate Governance.

a) Director retiring by rotation

In accordance with the provisions of Section 152 of the Act read with rules made thereunder and the Articles of Association of the Company, Mr. Guruprasad Srinivasan (DIN: 07596207), Executive Director and Group CEO, is liable to retire by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, has offered himself for re-appointment. A resolution seeking shareholders' approval for his re-appointment forms part of the AGM Notice.

b) Appointment/ Re-appointment, Cessation and Resignation of Directors

The Board of Directors, based on the recommendation of the NRC, had approved the appointment of Ms. Sudha Suresh (DIN: 06480567), Mr. S Devarajan (DIN: 00878956), and Dr. Vivek Mansingh (DIN: 06903079) as Additional Directors (Category: Non-Executive, Independent) of the Company w.e.f. June 19, 2025, till the ensuing 18th AGM of the Company.

Further, Ms. Sudha Suresh, Mr. S Devarajan and Dr. Vivek Mansingh were appointed as the Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

The Board, based on the recommendation of the NRC, has approved the re-appointment of Mr. Kalpathi Ratna Girish (DIN: 07178890) as an Independent Director of the Company, for the second term of 5 (five) consecutive years effective August 31, 2025 to August 30, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

Ms. Revathy Ashok (DIN: 00057539), Independent Director of the Company, who was due to complete her tenure of 10 (ten) years as an Independent Director on July 23, 2025, was relieved from her duties effective June 30, 2025, upon her request.

Mr. Gaurav Mathur (DIN: 00016492), Independent Director of the Company, will complete his term of 5 (five) consecutive years on August 30, 2025. He has expressed his intention not to renew his tenure as an Independent Director due to his other professional and personal commitments, and consequently, he will cease to be a Director of the Company w.e.f. August 30, 2025.

c) Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act, Mr. Guruprasad Srinivasan, Executive Director and Group Chief Executive Officer, and Mr. Kundan Kumar Lal, Company Secretary and Compliance Officer, are the Key Managerial Personnel (KMP) of the Company.

Further, Mr. Kamal Pal Hoda, who was the Group Chief Financial Officer and KMP of the Company till March 31, 2025, had relinquished his position as Group Chief Financial Officer of the Company, in view of transition to a new role as the Executive Director & CEO of Bluspring Enterprises Limited w.e.f. April 01, 2025.

Based on recommendations of the NRC and the Audit Committee, the Board of Directors had approved the appointment of Mr. Sushanth Pai as the Chief Financial Officer and KMP of the Company w.e.f. April 01, 2025.

d) Declaration by Independent Directors

The Company has received declarations from the Independent Directors that they meet the criteria of independence as prescribed under Section 149(6)

of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

None of the Directors of the Company is disqualified from being appointed as a Director under Section 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

14. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of their knowledge and information and explanations received from the Company, confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared annual accounts of the Company on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

15. Board Evaluation

Pursuant to the provisions of Section 134 of the Act, and Regulation 19 of the SEBI Listing Regulations, an annual performance evaluation of the Board, Board level Committees, and Individual Directors was conducted during the year, in order to ensure that the Board and Board level Committees are functioning effectively and demonstrating good governance.

The evaluation was carried out based on the criteria and framework approved by the NRC. A detailed disclosure on the parameters and the process of Board evaluation has been provided in the Report on Corporate Governance.

16. Familiarization Programme for Board members

The Familiarization Programme aims to provide insight to the Independent Directors so that they can understand the Company's business, its stakeholders, leadership team, senior management, operations, policies, and industry perspectives and issues.

A note on the Familiarization Programme conducted by the Company for the orientation and training of the Directors is made available on the website of the Company at <https://www.quesscorp.com/corporate-governance/>.

17. Business Responsibility and Sustainability Report

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report on the environmental, social and governance, which describes the initiatives taken by the Company from environmental, social, and governance perspectives, forms part of this Report as 'Annexure 1'.

18. Auditors & Auditors' Report

a) Statutory Auditors

Pursuant to the provisions of Section 139 of the Act and the Rules framed thereunder, the shareholders at the 16th AGM of the Company, held on September 26, 2023, had re-appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years. Accordingly, the second term of the Statutory Auditors expires on the conclusion of the 21st AGM. The Statutory Auditors have confirmed that they are not disqualified to continue as the Statutory Auditors and are eligible to hold the office as the Statutory Auditors of the Company.

The Board has duly examined the Statutory Auditors' Report to the Financial Statements for the Financial Year 2024-25, which is self-explanatory. Clarifications, wherever necessary, have been included in the notes to the Financial Statements section of the Annual Report, and the Management's response on the same has been provided below.

Explanation to Auditors' Comment

The Auditors have issued a modified opinion/conclusion regarding "Disallowance by the Income Tax authorities relating to deduction under Section 80JJAA of the Income Tax Act, 1961."

The management's response to the same was as below:

The audit qualification relates to the uncertainty of the outcome of the matter relating to the disallowances under Section 80JJAA as mentioned in II(a) above.

The Company believes that the uncertainty on the matter is transitory and cannot be currently estimated.

For fiscal 2018 to 2021, the Company has also filed an appeal before the Income Tax Appellate Tribunal against the assessment orders. The Company has filed an appeal before CIT(A) against the assessment order passed for fiscal 2017 and additionally, filed objections against the draft assessment order for fiscal 2022 with the Dispute Resolution Panel. The Company believes that the tax treatment availed by the Company for deductions under 80JJAA and depreciation on goodwill are valid and will be sustained on ultimate resolution, supported by external opinions from legal counsel and other tax experts.

In January 2024, National Financial Reporting Authority ('NFRA'), in an Order relating to certification for fiscal 2019 to 2021 by an external Chartered Accountant pertaining to claims under 80JJAA made by the Company, has made certain observations on the applicability of certain conditions in the Income Tax Act and related reports submitted to the Income Tax Authority in respect of these deductions. This order was subsequently stayed by the Hon'ble Delhi High Court. As specified above, the Company continues to believe that its claim under 80JJAA is valid and intends to vigorously contest its position and interpretative stance of these sections on merits and based on external third-party assessments of the claim made, believes that the deduction under 80JJAA will be sustained upon ultimate resolution by the Income Tax Authority.

Pending resolution of these Income Tax disputes, the Company has assessed ₹ 2,963.84 million as contingent liabilities towards demands, including interest in the order for these fiscal years.

The Company continues to maintain its stand on the manner of claim in the 80JJAA deduction, and accordingly, the company has claimed 80JJAA deduction (reduced from taxable income) of ₹ 2,032.45 million for the year ended March 31, 2025. For fiscal 2023 and 2024, the Company had also claimed deduction under 80JJAA amounting to ₹ 9,229.15 million for which assessment is yet to be completed. The Company believes that such deduction, including its quantum, has been validly and consistently claimed, in conformity with its interpretation of the statute.

b) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board had approved the re-appointment of Mr. S.N. Mishra, proprietor of M/s. SNM & Associates, Practicing Company Secretary (C.P. No. 4684), as the Secretarial Auditor, to undertake the Secretarial Audit of the Company for the Financial Year 2024-25.

The Secretarial Audit Report for the Financial Year 2024-25 is annexed as **'Annexure 2'** and forms an integral part of this report. The Secretarial Audit Report does not contain any qualification or adverse remark for the year under review. During the year under review, the Secretarial Auditors have not reported any instances of fraud committed against the Company by its officers or employees under Section 143(12) of the Act, and therefore no details are required to be disclosed under Section 134(3) (ca) of the Act.

Further, the Board of Directors at its meeting held on June 19, 2025, has appointed Mr. Parameshwar G Bhat, a Peer Reviewed Company Secretary in Practice (Membership No. F8860, C.P. No. 11004, Peer Review Certificate No. I2012KR932900), as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from Financial Year 2025-26, subject to the approval of the shareholder at the ensuing AGM, to conduct the Secretarial Audit of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

c) Internal Auditors

The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s. Grant Thornton Bharat LLP, as the Internal Auditors of the Company for the Financial Year 2024-25, to conduct the audit on the basis of a detailed internal audit plan, which is finalized in consultation with the Audit Committee. The Internal Auditors submit their findings and report to the Audit Committee of the Company on a quarterly basis.

d) Cost Audit

Maintenance of cost records as specified by the Central Government under Section 148(1) of the Act is not required by the Company, and accordingly, such accounts and records are not maintained.

19. Reporting of Fraud by Auditors

During the year under review, the Auditors have not reported any instances of fraud committed against the Company by its officers or employees under Section

143(12) of the Act to the Audit Committee, and therefore no details are required to be disclosed under Section 134(3) (ca) of the Act.

20. Risk Management

At Quess Corp Limited, we have embedded a robust Enterprise Risk Management (ERM) framework that enables us to proactively identify, assess, and mitigate both internal and external risks that may impact our operations, financial performance, and strategic objectives.

Our ERM approach is aligned with industry best practices and regulatory standards, ensuring resilience across our business functions & operations. By fostering a risk-aware culture, we empower our teams to anticipate challenges, respond to emerging threats, and capitalize on opportunities with confidence.

During the year, we continued to enhance our risk management processes by leveraging technology, strengthening internal controls, and refining our risk assessment methodologies. Our Board of Directors and Risk Management Committee play a pivotal role in overseeing risk governance, ensuring that our risk appetite aligns with our corporate vision and stakeholder expectations.

The ERM Framework includes the following features:

- The Risk Management Policy, as approved by the Board, establishes a structured and disciplined approach to risk management, supporting strategic decision-making. The Risk Management and ESG Committee, comprising Board members and C-suite executives, reviews and monitors progress on mitigation plans, offering necessary guidance and direction.
- The Corporate Risk Management Team actively collaborates with independent Internal Auditors to identify areas where processes and internal controls require enhancement for improved risk management. Audit findings, along with management action plans, are discussed and reviewed by the Audit Committee of the Board.
- Business-level SOPs and policies, along with centrally issued policies, shape the internal control framework and strengthen our comprehensive risk management processes.
- Regular top management reports, including Risk Dashboards, Risk Review Reports, and Internal Audit Reports, play a crucial role in monitoring risk exposure and assessing the effectiveness of implemented mitigation plans.

The Risk Management policy, as approved by the Board, is available on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

21. Internal Financial Control Systems and their adequacy

The Company has a robust Internal Control System (ICS) designed in alignment with the Act, and tailored to its business scale, scope, and complexity. The Board of Directors has implemented internal financial controls through well-defined policies and procedures adopted by the Company. These controls ensure seamless business operations, compliance with the applicable laws and regulatory directives, asset protection, transaction authorization, fraud and error prevention, accuracy of accounting records, and timely preparation of reliable financial reports.

M/s. Grant Thornton Bharat LLP conducts internal audit as per the scope and authority defined by the Audit Committee. To ensure independence, the Internal Auditor reports directly to the Chairman of the Audit Committee. The auditor systematically assesses the effectiveness of the Company's Internal Control System, ensuring compliance with the applicable laws and accounting policies. Management carefully reviews the audit reports and takes corrective actions to strengthen controls. Periodic audit findings are summarized and presented to the Audit Committee for oversight and necessary action.

The Audit Committee meets on a quarterly basis to review the Internal Audit Reports submitted by the Internal Auditors. The Audit Committee carefully examines the key audit findings to ensure the effectiveness of financial and internal controls, as well as the risk management systems and processes. Regular audits and reviews help to strengthen these frameworks. The Internal Auditors provide quarterly updates on the status of key audit findings, enabling prompt resolution and implementation of necessary actions.

M/s. Deloitte Haskins and Sells LLP, the Statutory Auditors, conduct an audit of the Financial Statements and provide a report on internal controls over financial reporting, as outlined under Section 143 of the Act, which is included in this Report. Furthermore, in compliance with the provisions of Section 177 of the Act and Regulation 17 of the SEBI Listing Regulations, the Statutory Auditors, in conjunction with the Audit Committee, have confirmed that the Company maintains a robust internal financial controls system over financial reporting, which has operated effectively throughout the year.

The Management considers the enhancement of the Internal Control System an ongoing process and remains committed to strengthening controls, prioritizing preventive and automated measures over manual

processes. The Company has a strong ERP system and other supporting IT platforms that serve as key elements of its internal control framework. Continuous technological advancements are leveraged to further reinforce and enhance the internal controls.

During the year under review, such controls were assessed, and no reportable material weaknesses in the design or operation were observed. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2024-25, and their adequacy is included in the Management Discussion and Analysis Report, which forms part of this Report.

22. Related Party Transactions

All the Related Party Transactions entered during the Financial Year 2024-25 were on an arm's length basis and in the ordinary course of business. There were no materially significant Related Party Transactions entered by the Company during the Financial Year that may have potential conflict with the interest of the Company at large and required shareholders' approval under Regulation 23 of the SEBI Listing Regulations. All Related Party Transactions and subsequent material modifications are placed before the Audit Committee for its review and approval on a quarterly basis. Prior Omnibus approval has been obtained from the Audit Committee for the related party transactions, which are repetitive in nature, based on the criteria approved by the Board. Pursuant to Regulation 23(9) of the SEBI Listing Regulations, the Company has filed reports on related party transactions with the Stock Exchange(s).

The information on transactions with related parties, if any, pursuant to Section 134(3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, are given in '**Annexure 3**' in Form AOC-2 and the same forms part of this report. Details pertaining to the related party transactions entered during the year under review are also provided in the notes to the Financial Statements, forming part of this Report.

The Company has adopted a Policy on criteria for dealing with Related Party Transactions and is made available on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

23. Nomination and Remuneration Committee and Company's Policy on Nomination, Remuneration, Board Diversity, Evaluation and Succession

a) Policy on Director's Appointment and Remuneration

In compliance with the provisions of Section 178(3) of the Act and Regulation 19 of the SEBI Listing Regulations, the Board, on the recommendation of NRC, has approved the criteria for determining qualifications, positive attributes, and independence

of Directors in terms of other applicable provisions of the Act and the rules made thereunder, both in respect of Independent Directors and other Directors, as applicable. The Board has adopted a policy which provides for the appointment of Directors, viz. educational and professional background, general understanding of the Company's business dynamics, global business and social perspective, personal achievements and Board diversity, removal and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel and also on succession planning and evaluation of Directors. The policy on remuneration is available on the website of the Company at <https://www.quesscorp.com/corporate-governance/>.

b) Board Diversity

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board will leverage differences in thought, perspective, knowledge, industry experience and geographical background, age, ethnicity, race, gender and skills including expertise in financial, global business, leadership, technology, mergers & acquisitions, Board service, strategy, sales and marketing, Environment, Social and Governance (ESG), risk and cybersecurity and other domains, to help us retain our competitive strength. The Board recognizes the importance of diverse composition and therefore has adopted the Board Diversity Policy with the purpose of ensuring adequate diversity in its Board of Directors, which enables them to function efficiently and foster differentiated thought processes at the back of varied industrial and management expertise.

The said policy is made available on the website of the Company, which can be accessed at <https://www.quesscorp.com/corporate-governance/>.

Additional details on Board Diversity are available in the Corporate Governance Report.

24. Criteria for making payments to Non-Executive Directors

The criteria for making payment to Non-Executive Directors is available on the website of the Company at <https://www.quesscorp.com/corporate-governance/>.

25. Employee Stock Option Plan ('ESOP')/ Restricted Stock Units ('RSUs')

The Company grants share-based benefits to its eligible employees to attract and retain the best talent, encouraging employees to align individual performances with the Company objectives and promoting increased participation by them in the growth of the Company. The Company has implemented the below mentioned employee stock option schemes, namely-

- 1) Quess Corp Limited - Employees Stock Option Scheme, 2015; and
- 2) Quess Stock Ownership Plan- 2020.

The Quess Corp Limited - Employee Stock Option Scheme 2015 ('ESOP 2015') stands closed w.e.f October 28, 2024, due to completion of 5 years from the date of last vesting. On the date of closure, all the options have been exercised/ lapsed/ forfeited, and there was no outstanding balance under the said Scheme.

The Company had also introduced Quess Stock Ownership Plan - 2020 ('QSOP 2020'), which was approved by the shareholders through Postal Ballot on March 31, 2020. The said scheme was implemented with a view to grant performance-linked restricted stock unit to motivate key employees, to create an employee ownership culture, to attract new talent, and to retain existing managers.

During the year under review, there have been no changes in the above-mentioned existing Scheme, and it is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

During the year, a total of 4,09,157 shares were allotted to the eligible employees of the Company under the Company's prevailing ESOP/RSU Schemes.

A detailed disclosure with respect to stock options containing details as required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014, and Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, is appended herewith as '**Annexure 4**' to the Board's Report.

M/s. SNM & Associates, Practicing Company Secretary (C.P. No. 4684), has certified that the aforementioned employee stock option plans of the Company have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and the resolutions passed by the shareholders in this regard.

26. Particulars of Employees

The Company is required to give disclosures under Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, which is annexed as '**Annexure 5**' and forms an integral part of this Report.

The statement containing the details of top 10 (ten) employees on roll and particulars of employees employed throughout the year whose remuneration is more than 10.20 Million or more per annum and employees employed part-time and in receipt of remuneration of 0.85 Million or more per month as required under Rule

5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, forms an integral part of this Report. The above statement is available on the website of the Company at www.quessecorp.com. Members interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company.

The aforesaid annexure is also available for inspection by the Members at the Registered Office of the Company during business hours on working days, 21 days before and up to the date of the ensuing AGM.

27. Corporate Governance

The Company has implemented governance practices that are prevalent globally. The Corporate Governance Report and the Auditor's Certificate regarding compliance with Corporate Governance conditions are part of the Annual Report.

28. Vigil Mechanism/ Whistle Blower Policy

In compliance with the provisions of Section 177(9) of the Act, and Regulation 22 of the SEBI Listing Regulations, the Company has a Whistle Blower Policy and has established the necessary vigil mechanism for its Directors and employees in confirmation with the above laws, to report concerns about unethical behaviour, violations of system, actual or suspected fraud or grave misconduct by the employees. The Whistle Blower Policy of the Company is available on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

The Ethics Committee comprising of Group Head-Legal, Company Secretary, Chief Financial Officer, Head-Internal Audit and Chief People Officer, oversees the investigation and reporting of suspected unethical practices, grievances and whistleblowers received. The Ethics Committee assesses these concerns, takes corrective actions and presents quarterly summaries of key investigations to the Audit Committee.

No member has been denied access to Vigil Mechanism and no complaints have been received during the year.

29. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

In an increasingly dynamic and resource-conscious world, addressing energy consumption is not just a responsibility but a strategic imperative. At Quess Corp, a leading staffing and workforce solutions provider, we recognize that our operational practices have an environmental footprint. As a service-based enterprise, our direct energy consumption is relatively low; however, we believe that even minimal usage must be managed with intent and responsibility.

Commitment to Responsible Use of Energy

Our commitment to energy conservation is embedded in our operational philosophy and reaffirmed through

our Sustainability Report, available on the website of the Company. While our operations do not require heavy industrial energy use, we actively implement measures that reduce consumption and promote sustainable practices across all our office locations.

Some of the key initiatives adopted by the Company are as under:

- **Air Conditioning Temperature Controls:** Optimized thermostat settings to ensure efficient air conditioning usage, maintaining workplace comfort while reducing unnecessary power consumption.
- **Switch On/Off Policy:** Enforcing strict protocols to power down non-essential lighting and equipment during off-hours, significantly reducing energy waste.
- **Smart Resource Management:** Our energy needs are primarily met through purchased electricity, with limited use of diesel generators as backup. We monitor and manage this usage closely to avoid overconsumption and identify opportunities for improvement.

Technology as an Enabler of Sustainability

The Company stands at the intersection of people and technology. The in-house IT capabilities empower the Company to build and deploy intelligent, tech-enabled solutions that optimize workforce management, enhance operational efficiency, and reduce our environmental impact. Through digitization, automation, and centralized data systems, we have been able to significantly reduce our reliance on paper, minimize travel through remote collaboration tools, and improve energy monitoring across facilities.

Our technology-led platforms and digital tools not only streamline internal operations but also support clients in transitioning to more sustainable business models by offering flexible, scalable workforce solutions that reduce resource overheads.

This approach aligns with our broader ESG strategy—one that integrates sustainability into every aspect of our service delivery, fosters innovation, and contributes to a low-carbon, resilient future.

The details of Foreign exchange earnings and outgo are given below:

- Expenditure in foreign currency: ₹ 40.32 million
- Earnings in foreign currency: ₹ 361.56 million

30. Corporate Social Responsibility ('CSR')

The Company believes in building and maintaining a sustainable societal value, inspired by a noteworthy vision

to actively participate, contribute, and impact not just individual lives but create a difference on a Community level as well. The CSR initiatives of the Company are primarily carried out through the Quess Foundation and Careworks Foundation.

The contribution of the Company towards its CSR activities during the Financial Year 2024-25 was ₹ 36.23 million including administrative overheads. CSR spending is guided by the vision of creating long-term benefits for the Community.

During the past fiscal year, the Company prioritized its CSR initiatives in the following key areas:

Education:

- (i) **School Upgradation:** The main focus of this program was to create a safe, clean, and a joyful learning space that children enjoy coming to every day. Refurbishments of schools included painting, structural maintenance, classroom enhancements, and repairs to sanitation and drinking water facilities.
- (ii) **Education Kit:** Under this program, every child was given a new, class-appropriate notebook. This annual initiative supports dignity, routine, and school readiness. For many children, receiving a fresh kit is a symbolic and emotional marker of a new academic year — one that energizes them to return to school.
- (iii) **Scholarship Program:** This program supports academically high-performing students from under-resourced backgrounds through college and vocational education. During the year, 95 students pursuing degrees in engineering, medicine, commerce, social work, and other fields received both financial support and ongoing mentoring.
- (iv) **Lifeskills Education:** Life skills sessions facilitated by trained educators focused on empathy, communication, decision-making, leadership, emotional regulation, and creative thinking. Teachers reported improved classroom behavior, increased confidence, and better peer relationships among students. This year, we reached 13000+ children across 44 schools.
- (v) **Digital Learning Program:** To prepare students for a technology-driven world, the Quess Foundation introduced modules on basic digital literacy, computer skills, internet use, and responsible digital citizenship. Through this program, we were able to reach 7000+ children across 39 schools. This program is especially vital for bridging the digital divide in government schools.

Health & Wellbeing:

- (i) The Health & Wellbeing Program ensures that every child is healthy and ready to learn. Through

continuous medical engagement and psychosocial care, this initiative has played a crucial role in improving attendance and academic engagement.

- (ii) **School Sanitation Program :** Inadequate sanitation is a major barrier to school attendance, especially for girls. Under this program, this issue was addressed by deploying trained housekeeping staff to manage daily cleaning and hygiene standards. These staff members were equipped with industrial-grade cleaning materials and trained using Quess Corp's expertise in facilities management.
- (iii) CMC Vellore was supported to build 350 beds at Paediatric Super Speciality Centre.

In compliance with the provisions of Section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established the CSR Committee, which monitors and oversees various CSR initiatives and activities of the Company. As on March 31, 2025, the CSR Committee comprises of Ms. Revathy Ashok (Chairperson), Mr. Ajit Isaac, and Mr. Gaurav Mathur.

The Policy on Corporate Social Responsibility and Annual Action Plan have been uploaded on the website of the Company at <https://www.quesscorp.com/corporate-governance/>.

A detailed report regarding the CSR Activities of the Company is appended herewith as '**Annexure 6**' to the Board's Report.

31. Deposits

The Company has not accepted any deposits under Chapter V of the Act during the Financial Year, and as such, no amount on account of principal or interest on deposits from the public is outstanding as on March 31, 2025.

32. Details of significant and material orders passed by the Regulators/ Courts/ Tribunals

No significant and material orders were passed by the Regulators, Courts, or Tribunals that would impact the Company's going concern status and future operations of the Company.

33. Debentures

As on March 31, 2025, the Company does not have any debentures.

34. Credit Rating

In order to comply with Basel-II norms, the Company has received credit ratings from ICRA Limited concerning the Company's long-term and short-term fund-based limits. ICRA has assigned the credit ratings to the various instruments of the Company as provided below:

Instrument	Rating Action
Long-term – Fund-based Limits	[ICRA]AA ; continues on watch with Developing implications
Short-term – Non-fund Based Limits	[ICRA]A1+; continues on watch with Developing implications
Short-term – Interchangeable Limits	[ICRA]A1+; continues on watch with Developing implications
Commercial Paper (CP)	[ICRA]A1+; continues on watch with Developing implications

35. Meetings of the Board

The meetings of the Board are scheduled at regular intervals to discuss and decide on the matters of business performance, policies, strategies and other matters of significance. The schedule of the meetings is circulated in advance, to ensure proper planning and effective participation. In certain exigencies, decisions of the Board are also accorded through circulation.

During the Financial Year 2024-25, the Board met 5 (five) times on May 09, 2024, July 29, 2024, October 28, 2024, December 03, 2024 and January 29, 2025.

The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Act. Detailed information regarding the meetings of the Board is included in the Report on Corporate Governance, which forms part of this Annual Report.

36. Annual Return

In terms of Section 92(3) read with Section 134(3)(a) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return as on March 31, 2025, is available on the website of the Company at www.quessecorp.com/investor-other-information.

37. Information Required under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company is committed to provide a safe and conducive work environment to its employees and has zero tolerance for any actions that may constitute sexual harassment at the workplace. The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder. Regular sessions and programs are conducted to increase awareness of the topic among the employees.

An Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee,

has been constituted to enquire into complaints and to recommend appropriate action, wherever required, in compliance with the provisions of the Act.

The details of the Complaints received during the year are as under:

Particulars	No. of Complaints Core Employees	No. of Complaints Associate Employees
Number of complaints pending at the beginning of the year	0	3
Number of complaints received during the year	5	61
Number of complaints disposed-off during the year	4	60
No. of complaints pending at the end of the year	1*	4*

*All the pending complaints have been resolved.

38. Code of Conduct

The Company has laid down a Code of Conduct for the Directors and Senior Management Personnel of the Company. As prescribed under Regulation 17 of the SEBI Listing Regulations, a declaration signed by the Executive Director and Group CEO affirming compliance with the Code of Conduct by the Directors and Senior Management Personnel of the Company for the Financial Year 2024-25 forms part of the Report on Corporate Governance.

39. Material changes and commitments affecting financial position between the end of the Financial Year and the date of the report

No material changes and commitments which could affect the Company's financial position have occurred between the end of the Financial Year and the date of this report.

40. Cybersecurity

The Company is committed to provide a secure IT environment across all systems and infrastructure by establishing and adhering to industry best practices and cybersecurity standards.

Adopting a proactive approach to cybersecurity, we leverage Security Information and Event Management (SIEM) tools aligned with ISO 27001 standards. These tools enable us to continuously monitor our network, detect anomalies, and respond swiftly to potential threats.

To strengthen the protection of mission-critical applications and support a geographically distributed

workforce, we regularly conduct Vulnerability Assessment and Penetration Testing (VAPT), promptly addressing any identified risks. Additionally, migrating our applications to the cloud enhances our operational resilience, reflecting our commitment to innovation and robust digital security.

To guide our cybersecurity strategy with clarity and accountability, a dedicated cybersecurity council—led by the Chief Technology Officer and comprising key stakeholders from platform and business IT teams—meets regularly. This council plays a pivotal role in assessing, refining, and reinforcing our security posture to stay ahead of evolving threats.

41. Secretarial Standards

In terms of Section 118(10) of the Companies Act, 2013, the Company has complied with the applicable Secretarial Standards i.e. SS-1, SS-2 and SS-4, relating to the 'Meetings of the Board', 'General Meetings' and 'Report of the Board of Directors', respectively, as specified by the Institute of Company Secretaries of India and approved by the Central Government.

42. Codes and Policies

The details of the policies approved and adopted by the Board as required under the various provisions of the Companies Act, 2013, the SEBI Listing Regulations, and any other applicable laws are provided in 'Annexure 7' to the Board's Report.

43. Other Disclosures

- The Company's ESG Report for the Financial Year ended March 31, 2025, prepared in accordance with GRI Standards, will be available on the website of the Company at <https://www.quessecorp.com/sustainability/>.
- There were no instances where the Company required the valuation for one-time settlement or while taking the loan from the Banks or Financial Institutions.
- There are no proceedings initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016, which materially impact the business of the Company.

- There are no voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act.

44. Green Initiatives

The Ministry of Corporate Affairs (MCA) has undertaken a "Green Initiative" to encourage paperless communications, contributing towards a greener environment. As part of this initiative, companies are permitted to send official documents to shareholders electronically.

Your Company fully supports this initiative and encourages shareholders to register/ update their email addresses with their Depository Participants or with the Company's Registrar and Share Transfer Agent to enable receipt of Annual Reports, Notices, and other communications in electronic mode.

45. Acknowledgements

The Directors express their sincere gratitude to all the employees for their unwavering dedication, resilience, and collaborative spirit. With such a strong foundation, enthusiasm, and shared vision, we are confident in our ability to drive continued success in the years ahead.

The Board conveys its appreciation to its shareholders, customers, vendors, bankers, business associates, regulatory, and government authorities for their continued support and co-operation.

**For and on behalf of the Board of Directors of
Quess Corp Limited**

Place: Bengaluru
Date: June 19, 2025

Sd/-
Ajit Isaac
Chairman
DIN: 00087168

Annexure - 1

Business Responsibility and Sustainability Report (BRSR)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1: Corporate Identity Number (CIN) of the Listed Entity	L74140KA2007PLC043909
2: Name of the Listed Entity	Quess Corp Limited
3: Year of incorporation	2007
4: Registered office address	Quess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru - 560068, Karnataka, India
5: Corporate address	Quess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru - 560068, Karnataka, India
6: E-mail	investor@quesscorp.com
7: Telephone	080-49345666
8: Website	www.quesscorp.com
9: Financial year for which reporting is being done	April 01, 2024 to March 31,2025
10: Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
11: Paid-up Capital	₹ 1,489.19 million
12: Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Kundan K Lal Senior Vice President & Company Secretary 080-49345666 cosecretary@quesscorp.com
13: Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The disclosures in this report are made on a post-demerger basis, covering Quess Corp Limited and its subsidiaries, as detailed in Point No. 23 of Section A of the Business Responsibility and Sustainability Report (BRSR) and on page 73 of the Annual Report for FY 2024–25.
14: Name of assurance provider	Not Applicable (As per the SEBI Applicability Criteria)
15: Type of assurance obtained	Not Applicable (As per the SEBI Applicability Criteria)

II: Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	General Staffing	It provides tailor-made solutions for diverse staffing requirements and expert recruitment solutions.	86.82%
2	Professional staffing	It provides comprehensive IT staffing solutions across industry verticals.	5.52%
3	Overseas business	It provides staffing and recruitment solutions to clients across Asia pacific and Middle east region.	7.63%
4	Digital Platforms	It provides customized staffing services, expert talent acquisition, search and recruitment, payroll compliance to manpower management.	0.03%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	General Staffing	7830	86.82%
2	Professional staffing	7830	5.52%
3	Overseas business	7830	7.63%
4	Digital Platforms	7830	0.03%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	Nil	28	28
International	Nil	8	8

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	24
International (No. of Countries)	8

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Less than 1% (Standalone)

c. A brief on types of customers

Quess Corp Limited is India's largest and a global leader in Staffing and Workforce Solutions, empowering businesses to enhance productivity through our deep domain expertise and future-ready workforce through our AI driven digital platforms. We offer a comprehensive suite of technology-driven staffing and managed outsourcing services, and are a leading provider across BFSI, Retail, Telecom, Manufacturing, IT, GCCs.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No. (C)	%(C/A)
EMPLOYEES						
1	Permanent (D)	2,017	1,135	56%	882	44%
2	Other than Permanent (E)	539	141	26%	398	74%
3	Total employees (D + E)	2,556	1,276	50%	1,280	50%
WORKERS						
4	Permanent (F)	3,69,033	3,09,954	84%	59,079	16%
5	Other than Permanent (G)	69,558	57,100	82%	12,458	18%
6	Total employees (F+ G)	4,38,591	3,67,054	84%	71,537	16%

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No. (C)	%(C/A)
DIFFERENTLY ABLED EMPLOYEES*						
1	Permanent (D)	1	1	100%	-	-
2	Other than Permanent (E)	-	-	-	-	-
3	Total differently abled employees (D + E)	1	1	100%	-	-
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	335	298	89%	37	11%
5	Other than Permanent (G)	-	-	-	-	-
6	Total employees (F+ G)	335	298	89%	37	11%

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Female	
		No.(B)	%(B/A)
Board of Directors	8	1	12.5
Key Management Personnel	3	0	0

22. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY2025* (Turnover rate in current FY)			FY2024 (Turnover rate in previous FY)			FY2023 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	42.4%	49.3%	45.5%	48.6%	38.5%	41.4%	47.0%	61.5%	50.8%
Permanent Workers	97%	21%	118%	72%	17%	89%	-	-	-

*The recent changes in industry norms within the BFSI sector have led to an increase in the turnover rate among permanent workers.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Excelus Learning Solutions Private Limited	Subsidiary	100%	Yes
2	Stellarslog Technovation Private Limited (Taskmo)	Subsidiary	100%	Yes
3	Billion Careers Pvt. Ltd.	Subsidiary	100%	Yes
4	Quess International Services Private Limited (Golden Star Facilities and Services Private Limited)	Subsidiary	100%	Yes

5	Quess East Bengal FC Private Limited (Under Liquidation)	Subsidiary	100%	No
6	Quesscorp Holdings Pte. Ltd. (Singapore)	Subsidiary	100%	No
7	Quess (Philippines) Corp	Subsidiary	100%	No
8	Quess Corp Vietnam Limited Liability Company	Subsidiary	100%	No
9	Quesscorp Singapore Pte Ltd (formerly Comtel Solutions Pte. Ltd.), Singapore	Step-down Subsidiary	100%	No
10	Quess Selection & Services Pte Ltd (formerly ComtelPro Pte. Limited)	Step-down Subsidiary	100%	No
11	Quess Malaysia Digital Sdn. Bhd (former Comtelink SDN. BHD)	Step-down Subsidiary	100%	No
12	Quess Corp Lanka (Private) Limited	Step-down Subsidiary	100%	No
13	Quessglobal (Malaysia) Sdn. Bhd	Step-down Subsidiary	100%	No
14	Quesscorp Solutions Pte Ltd	Step-down Subsidiary	100%	No
15	Quesscorp Consulting Pte Ltd	Step-down Subsidiary	100%	No
16	Quess Recruit Inc.	Associate	25%	No
17	Agency Pekerjaan Quess Recruit Sdn. Bhd.	Associate	49%	No
18	Quess Corp NA LLC	Step-down Subsidiary	100%	No
19	Quesscorp Manpower Supply Services LLC	Step-down Subsidiary	100%	No
20	Quesscorp Management Consultancies STY	Step-down Subsidiary	100%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

Yes

(ii) Turnover (in million)

₹ 13,7872.11 (Standalone)

(iii) Net worth (in million)

₹ 9,298.65 (Standalone)

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY2025* Current Financial Year			FY2024 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, https://www.queesscorp.com/corporate-governance/	0	0	0	0	0	NIL
Investors (other than shareholders)	Yes, https://www.queesscorp.com/corporate-governance/	0	0	0	0	0	NIL
Shareholders	Yes, https://www.queesscorp.com/corporate-governance/	5	0	All 5 complaints disposed off	8	0	All 8 disposed off
Employees and workers	Yes, https://www.queesscorp.com/corporate-governance/	469	0	All 469 complaints disposed off	33	0	All 33 disposed off
Customers	Yes, https://www.queesscorp.com/corporate-governance/	0	0	0	0	0	NIL
Value Chain Partners	Yes, https://www.queesscorp.com/corporate-governance/	0	0	0	0	0	NIL
Other (please specify)	Yes, https://www.queesscorp.com/corporate-governance/	0	0	0	0	0	NIL

*Does not include Posh Complaint

*The FY25 data pertains to Quess and its subsidiaries post approved of the Composite Scheme of Arrangement i.e Demerger

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Digitization and automation	R	Failure to adapt to evolving technologies may result in outdated systems, operational inefficiencies, and an inability to meet changing customer expectations, ultimately affecting competitiveness and customer satisfaction	We stay ahead in technology through ongoing upgrades and AI integration across our digital platforms & systems. Built AI-powered KYC verification system into our employee onboarding tool (POP2.0) Initiated RPA development to capture attendance data directly from clients for seamless payroll processing. Leveraged industry expertise and technology to deliver innovative platforms like HAMARA Jobs, HAMARA HR, HAMARA Benefits & TASKMO	Positive Implications
2	Cyber Security & Data Protection	R	Risk of unauthorized access, data breaches or cyber threats compromising sensitive information and business operations may lead to financial loss, reputation damage and legal implications	The Cyber Security Council, led by the CTO and Business IT Heads, oversees and manages the organization's cybersecurity strategy. Aligning with ISO standards and industry best practices. Regular Vulnerability Assessment and Penetration Testing (VAPT) is conducted to identify and mitigate system vulnerabilities. Security Information and Event Management (SIEM) tools are deployed for real-time threat detection and rapid response. Data Loss Prevention (DLP) and Two-Factor Authentication (2FA) are enforced to safeguard sensitive information and ensure secure access. Web Application Firewalls (WAF), Mobile Device Management (MDM), and endpoint security tools are implemented to strengthen infrastructure security. Periodical employee training programs are conducted to build awareness of cyber hygiene and data protection practices.	Positive Implications

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Workplace safety	R	Failure to maintain a safe and healthy work environment may lead to workplace incidents such as accidents, injuries, or misconduct, resulting in operational disruptions, regulatory non-compliance, financial penalties, and reputational damage.	At Qess, we are committed to ensuring a safe and healthy work environment Conduct regular training on work safety, POSH Awareness etc Appoint and empower safety champions across business units to foster a strong safety culture Employee safety and grievance management tool deployed to report, track, and resolve employee concerns effectively. Dedicated SOS team actively monitors and addresses all employee safety-related complaints to ensure a secure working environment.	Positive Implications
4	Employee Upskilling & talent development	R	Failure to continuously upskill employees and develop talent may lead to a less agile workforce, decreased operational effectiveness, and challenges in adapting to industry advancements, impacting long-term sustainability	Enable continuous learning via our HRMS platform and SPARKS Digital Learning Platform, in collaboration with Skillsoft Access to a wide range of technical, soft-skill courses, audiobooks and certification programs. Promote upskilling in emerging areas like Generative AI and Change Management to enhance productivity Mandate 52 hours of learning per employee per year for structured growth Conduct annual compliance training on key topics such as Code of Conduct (CoC), POSH, Insider Trading, ESG, ERM, and others Following programs have been launched to support employee development: Great Within – Focused on holistic self-development. GROW Program – Designed to advance women in leadership roles. LEAP Program – Accelerates growth for high-potential managers. Evolve Program – Prepares first-time managers for leadership responsibilities.	Positive Implications

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Compliance with Labour & other regulatory Laws	R	Risk of non-compliance with labour and regulatory laws, leading to legal penalties, financial liabilities, and operational disruptions. Failure to adhere to these regulations may also impact workforce morale and reputation.	Compliance with labour regulations is critical, given our extensive staffing operations across sectors and geographies Dedicated central and business compliance teams oversee adherence to all labour laws at central, state, and local levels. Tracking & monitoring of all the compliances like PF, ESI, PT, Minimum wages etc across all the business, with timely reporting of any deviations. Continuous training programs to keep employees updated on regulatory requirements. Ensure consistent, end-to-end compliance across all business units	Negative Implications
6	Reduction of Carbon Footprint	R	Inadequate carbon footprint reduction efforts may lead to higher energy costs and sustainability challenges, ultimately causing reputational damage, long-term environmental impact and contributing to global warming.	We Maintain a low-carbon footprint with minimal energy consumption. Embrace digital solutions to enhance efficiency and reduce environmental impact. Encourage resource recycling and responsible sourcing practices. During the year recycled 3,500+ kg of electronic waste from landfills through certified e-waste recycling	Positive Implications

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions			P1	P2	P3	P4	P5	P6	P7	P8	P9	
Policy And Management Processes												
1.	a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)						Yes				
	b.	Has the policy been approved by the Board? (Yes/No)						Yes				
	c.	Web Link of the Policies, if available						https://www.quesscorp.com/corporate-governance				
2.		Whether the entity has translated the policy into procedures. (Yes / No)						Yes				
3.		Do the enlisted policies extend to your value chain partners? (Yes/No)						Yes				
4.		Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.						ISO standards, GPTW, UNSDG				
5.		Specific commitments, goals and targets set by the entity with defined timelines, if any.*						We have specific commitments and targets for FY25				
				1.	5 million digital job opportunities							
				2.	50% women core workforce							
				3.	20% emission intensity reduction							
				4.	100% ESG compliance new vendors							
6.		Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.*		1.	We have over 8.95 million job opportunities on Hamara Jobs, out of which 1.25 million jobs were created in FY25.							
				2.	50% Core women employees and 16% associate women employees							
				3.	The 20% emission intensity reduction target was originally established at the consolidated Quess Group level. However, following the recent demerger, we recognize the need to reassess this target to align with our current business structure. We will reevaluating our emission intensity goals to ensure they reflect the revised operational footprint and remain ambitious, relevant, and achievable.							
				4.	40.9% ESG compliance new vendor.							

* All specific targets have been updated in alignment with the post-demerger

Governance, leadership and oversight

7:	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Refer the CEO Speech section of the Annual Report 2025 on page no. 12
8:	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Guruprasad Srinivasan, Executive Director and Group CEO.
9:	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, refer Board Committee section of the Annual Report 2025 on page no. 121
10:	Details of Review of NGRBCs by the Company:	

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)									
		P1	P2	P3	P4	P5	P6	P7	P8	P9	
Performance against above policies and follow up action Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Board of Directors meets periodically to evaluate operational performance across various aspects, including adherence to NGRBC principles. This evaluation involves board-level committees and the leadership team.										

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.						No			

12: If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)					No				
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)					No				
The entity does not have the financial or/human and technical resources available for the task (Yes/No)					No				
It is planned to be done in the next financial year (Yes/No)					No				
Any other reason (please specify)					Not Applicable				

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE
PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	18	All Principles Covered	100%
Key Managerial Personnel	19	All Principles Covered	100%
Employees other than BoD and KMPs	2537	All Principles Covered	100%
Workers*	-	-	-

*Training to the workers is provided by the clients at their site.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website.

Monetary					
Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Refer to the Company's website for all disclosures made under Regulation 30 of the SEBI Listing Regulations at https://www.queesscorp.com/announcements/				
Settlement	Nil				
Compounding fee					
Non-Monetary					
Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil				
Punishment					

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Refer to the Company's website for all disclosures made under Regulation 30 of the SEBI Listing Regulations at https://www.queesscorp.com/announcements/	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, Quess Corp's Anti-Bribery and Anti-Corruption Policy unequivocally prohibits the offering, giving, receiving, or soliciting of any form of bribe or corrupt payment, whether directly or indirectly. This encompasses all interactions, including those involving government officials, third-party agents, and suppliers. The policy not only outlines clear guidelines for recognizing and mitigating potential risks of bribery and corruption but also underscores the critical importance of maintaining precise books and records. Furthermore, it mandates employees to promptly report any suspicious activity they encounter. In the event of a policy breach, the company imposes disciplinary measures, which may include termination of employment or contracts. Additionally, Quess Corp reserves the right to report suspected violations to the relevant authorities.

<https://queesscorp.com/investor/dist/images/pdf/Policies/Anti-Bribery-Anti-Corruption-Policy.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Nil

6. Details of complaints with regard to conflict of interest:

Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Nil

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY2025* (Current Financial Year)	FY2024 (Previous Financial Year)
Number of days of account payables*	34	27

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger.

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties,

in the following format:

Sr. no	Parameter	Metrics	FY2025* (Current Financial Year)	FY2024 (Previous Financial Year)
a	Concentration of Purchases	Purchases from trading houses as % of total purchases	Nil	Nil
b	Concentration of Purchases	Number of trading houses where purchases are made from	Nil	Nil
c	Concentration of Purchases	Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil
a	Concentration of Sales	Sales to dealers / distributors as % of total sales	Nil	Nil
b	Concentration of Sales	Number of dealers / distributors to whom sales are made	Nil	Nil
c	Concentration of Sales	Sales to top 10 dealers / distributors as % of total sales to dealers/ distributors	Nil	Nil
a	Share of RPTs in	Purchases (Purchases with related parties / Total Purchases)	2%	6%
b	Share of RPTs in	Sales (Sales to related parties / Total Sales)	0.1%	1%
c	Share of RPTs in	Loans & advances (Loans & advances given to related parties / Total loans & advances)	96%	100%
d	Share of RPTs in	Investments (Investments in related parties / Total Investments made)	100%	97%

* The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Nil

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

- b. If yes, what percentage of inputs were sourced sustainably?

40.9%

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Not Applicable, we do not manufacture any products.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same

Not Applicable.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

1. a. and b. Details of measures for the well-being of employees and workers:

Category	% of employees covered by										
	Total (A)	Health insurance*		Accident insurance*		Maternity benefits*		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	1,276	1,276	96%	1,276	96%	-	0%	1,276	96%	-	-
Female	1,280	1,280	93%	1,280	93%	1,280	93%	-	0%	-	-
Total	2,556	2,556	94%	2,556	94%	1,280	47%	1,276	47%	-	-
Permanent workers											
Male	3,67,054	3,67,054	100%	3,67,054	100%	-	0%	-	0%	-	-
Female	71,537	71,537	100%	71,537	100%	71,537	100%	-	0%	-	-
Total	4,38,591	4,38,591	100%	4,38,591	100%	71,537	16%	-	0%	-	-

*All employees are covered based on statutory requirements, as applicable

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY2025* Current Financial Year	FY-2024 Previous Financial Year
Cost incurred on well-being measures as a % of total revenue of the company	0.002%	0.25%

*The FY25 data pertains to Qess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY2025*			FY2024		
	Current Financial Year			Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	80%	Yes	100%	88%	Yes
Gratuity	100%	84%	Yes	100%	90%	Yes
ESI	14%	55%	Yes	10%	67%	Yes

Note: We have considered only permanent employees.

*The FY25 data pertains to Qess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, our offices prioritize accessibility for persons with disabilities (PWD) by implementing various infrastructure measures such as railings, ramps, lifts, and clear signage throughout the premises.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, <https://www.quesscorp.com/investor/dist/images/pdf/Policies/Equal-Employment-Opportunity-Policy.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	75%	25%
Female	82%	18%	91%	9%
Total	82%	18%	91%	9%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Employees and Other than Permanent Employees	Yes, Quess has a strong commitment to complying with the law and upholding high standards of corporate governance, conduct, and business ethics. Employees, customers, and third-party intermediaries can use the procedures set out in Whistleblower Policy to submit confidential and/or anonymous complaints. The policy provides a framework for promoting responsible and secure whistleblowing, protecting those wishing to raise concerns about serious irregularities within the company. The policy also aims to ensure that all concerns or complaints are received, investigated, and addressed in a fair, confidential, and timely manner. Further, we have Unified Help Desk (UHD) to address employee grievances. UHD is automated with features such as a ticketing system, smart escalations, vernacular language support as well as call-back mechanisms to enhance transparency and responsiveness. The company's UHD is an automated system that supports non-permanent employees with their grievances. It offers multiple response mechanisms such as calls and chatbots. UHD is integrated with the online workforce management platform, HAMARA HR for our non-permanent employees.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Nil

8. Details of training given to employees and workers:

Category	FY2025*					FY2024				
	Current Financial Year					Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	1,276	1,276	100%	1,276	100%	5,690	5,690	100%	5,263	92%
Female	1,280	1,280	100%	1,280	100%	3,505	3,505	100%	3,221	92%
Total	2,556	2,556	100%	2,556	100%	9,195	9,195	100%	8,484	92%

Workers: Performance rating are provided by the customers.

Note: We have considered only permanent employees.

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

9. Details of performance and career development reviews of employees and worker:

Category	FY2025*			FY2024		
	Current Financial Year			Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	1,276	1,276	100%	5,690	5,492	97%
Female	1,280	1,280	100%	3,505	3,128	89%
Total	2,556	2,556	100%	9,195	8,620	94%

Workers: Performance rating are provided by the customers.

Note: We have considered only permanent employees.

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

10. a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Quess Corp Limited is dedicated to preserving the environment and ensuring safe, healthy working conditions for our employees, visitors, and customers. To facilitate this commitment, we've introduced an Incident Management Tool within the Hamara HR application. This tool empowers employees to report incidents, safety concerns, health hazards, or grievances promptly. The Unified Help Desk (UHD) and respective business representatives promptly address these reports, ensuring resolution within the company's specified turnaround time (TAT).

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Regular workplace inspections are conducted to detect potential hazards and evaluate their risk levels. Job hazard analyses are performed to identify specific risks related to tasks or roles. Safety inspections assess the overall effectiveness of the safety program and highlight areas for enhancement. In the event of an incident, thorough investigations are conducted to ascertain the root cause and prevent recurrence. Additionally, employees undergo safety training to bolster their awareness of workplace hazards and acquaint them with the requisite safety protocols. These measures collectively foster a safe and secure work environment.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY2025 Current Financial Year	FY2024 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Not Applicable	Not Applicable
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Not Applicable	Not Applicable
No. of fatalities	Employees	Nil	Nil
	Workers	Not Applicable	Not Applicable
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Not Applicable	Not Applicable

Note: We have considered only permanent employees.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

- 1) Safety Policies and Procedures Implementation:** The entity has instituted comprehensive safety policies and procedures, ensuring all employees understand their roles and obligations in maintaining a safe workplace.
- 2) Safety Training:** The entity conducts regular safety training sessions for employees, ensuring awareness of job-related risks and effective mitigation strategies.
- 3) Hazard Identification and Risk Assessment:** Routine assessments are conducted to identify potential hazards and evaluate associated risks, fostering proactive safety measures.
- 4) Provision of Personal Protective Equipment (PPE):** Employees are provided with appropriate PPE to mitigate injury or illness risks, promoting a safer work environment.
- 5) Equipment and Machinery Maintenance:** The entity ensures regular maintenance and servicing of all equipment and machinery, minimizing breakdowns and associated safety hazards.
- 6) Encouraging Incident Reporting:** Employees are encouraged to report safety incidents and near-misses, facilitating prompt corrective action to prevent recurrence.
- 7) Safety Audits:** Regular safety audits are conducted to verify compliance with safety protocols and identify areas for enhancement, ensuring ongoing safety improvements.
- 8) Emergency Preparedness Mock Drills:** The entity conducts fire and earthquake mock drills to prepare employees for emergency response scenarios, enhancing overall safety preparedness.

13. Number of Complaints on the following made by employees and workers for Working Condition and Health & Safety:

Nil

14. Assessments for the year:

% of value chain partners (by value of business done with such partners) that were assessed	
Health & safety practices	Quess is certified by ISO 45001:2018
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

We have integrated an Incident Management Tool into the Hamara HR application specifically for our non-permanent employees. Through this tool, employees can promptly report incidents, safety concerns, health hazards, or grievances. These reports are then addressed by the Unified Help Desk (UHD) along with the respective business representatives. Our commitment to resolving these issues within the company's specified turnaround time (TAT) ensures efficient handling and resolution of all reported matters, fostering a safer work environment for everyone.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

1. Describe the processes for identifying key stakeholder groups of the entity

The Company has identified key stakeholders as part of its ESG framework and intends to work with them to improve their well-being and add value to the Company's business chain. The stakeholders who are impacted economically and socially are the most interacted with, and whom the Company can support. The key stakeholders include customers, suppliers, government and regulatory authorities, investors/shareholders, employees, business partners, and the wider communities that we serve. As India's leading business services provider, the Company believes that its human capital is its greatest strength. Based on the above, the Company has mapped and identified internal and external stakeholders, including disadvantaged, vulnerable, and marginalized stakeholders. Internal stakeholders have a direct relationship with the company, while external key stakeholders are affected by the business but do not directly work with the company. Investors are significant stakeholders with whom the Company shares a strong relationship and a deep understanding of their expectations. Customers reflect the Company's commitment, while employees enable the creation of value for customers and the organization and enjoy fulfilling careers. Lastly, suppliers help deliver business value.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Websites, E-mails, social media, Virtual Meetings	Annually	To ensure customer stewardship in terms of transparency and informed choices, for stronger customer relationships and to enhance the business while addressing any issues that customers may have.
Investors/ Shareholders	No	Stock exchange website, transfer agent of the company, Email, Letters, Notices Newspaper, Advertisement and through audio-video at the AGM, Investors, Analyst calls.	Quarterly, Annually and as & when required	For sending regular communications to the shareholders regarding Financial statement/Result, any upcoming or happened event of the company. Further notices are sent for conducting the shareholders raises their concerns directly with the Chairman and to the Board if any,
Business Partners	No	Mailers, News Bulletins, Brochures, Social Media, Website	Weekly, Monthly, Annually	Stronger partnerships to increase reach and enhance ethical business practices, fair business practices, and governance.
Suppliers	No	Supplier and vendor meetings, binding agreement policies, IT-enabled information sharing tools and recognition platforms, dialogue on industry initiatives, calls, and training and workshops.	Annually	Quality improvement and capacity-building measures and to discuss their vision and mission, business plans, and supplier awards.

Employees	No	Trainings, Conferences, Website, E-mails, Meetings and Internal management development programmes	Weekly, Monthly, Annually	- Proposing measures to increase employee competency at work as well as promote work-life balance. - Learning opportunities, - Building a safety culture and inculcating safe work practices among employees - Improving diversity and inclusion. - Effective grievance mechanisms
Government and Regulatory Authorities	No	Regulatory audits and inspections, environmental compliance, policies, good governance, statutory corporate filings, and direct interactions on a caseby- case basis.	Annually and as per requirements	- Report and compliances on Legal and Regulatory Requirements. - Discussions with regards to various regulations and amendments, inspections, and approvals
Communities	Yes	CSR activities, site visits, participation in events, meetings and briefings, official communication channels (including emails, advertisements, publications, websites, and social media).	Frequent and need based	Implementing community initiatives and helping them to attain a better standard of living. For making a difference in society and creation an impact through our CSR initiatives and understand areas of sustainable development

PRINCIPLE 5 Businesses should respect and promote human rights

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY2025* Current Financial Year			FY2024 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees*						
Permanent	2,017	2,017	100%	8,734	8,304	95%
Other than Permanent	539	539	100%	461	461	100%
Total Employees	2,556	2,556	100%	9,195	8,765	95%

Workers: Training to the workers are provided by the customers wherever applicable.

Note: We have considered only permanent employees.

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

- Details of minimum wages paid to employees and workers:

Minimum wage rates in scheduled employments vary due to several factors including the state, sector, skill level, region, and occupation. Consequently, there isn't a uniform minimum wage rate applicable nationwide. However, companies are obligated to adhere to minimum wage notifications issued by central and state bodies for various establishments under minimum wage Acts and Rules, ensuring that minimum wages are met. The revision cycle for minimum wages may differ for each state, necessitating ongoing compliance monitoring and adjustments by employers to uphold labour standards.

3. a. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6	₹ 1.25 million	1	₹ 1.375 million
Key Managerial Personnel	3	₹ 41.613 million	0	0
Employees other than BoD and KMP	1,273	₹ 0.48 million	1,280	₹ 0.33 million
Workers: Not Applicable				

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY2025* Current Financial Year	FY2024 Previous Financial Year
Gross wages paid to females as % of total wages	66%	38%

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Quess Corp maintains a comprehensive Human Rights Policy that extends to all employees, vendors, and suppliers within its purview. The policy outlines clear procedures for raising grievances and reporting any breaches of policies or procedures confidentially and anonymously. Importantly, it guarantees protection from retaliation for individuals reporting such breaches. This commitment underscores Quess Corp's dedication to upholding human rights principles across its operations and ensuring a safe and respectful work environment for all stakeholders.

6. Number of Complaints on the following made by employees and workers:

	FY-2025 Current Financial Year			FY-2024* Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	66	5	Under Process	48	3	Under Process
Discrimination at workplace	-	-	Nil	-	-	Nil
Child Labour	-	-	Nil	-	-	Nil
Forced Labour/Involuntary Labour	-	-	Nil	-	-	Nil
Wages	-	-	Nil	-	-	Nil
Other human rights related issues	-	-	Nil	-	-	Nil

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY2025* Current Financial Year	FY2024 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	66	48
Complaints on POSH as a % of female employees / workers	0.09%	0.046%
Complaints on POSH upheld	38	37

* The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger.

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

All employees undergo mandatory training on human rights, with annual sign-offs required to ensure understanding and compliance. The Unified Help Desk (UHD) stands ready to receive and address grievances promptly and effectively. Moreover, key policies including the Human Rights Policy, Equal Employment Policy, Health Safety, and Environmental Conservation Policy are accessible via the HRMS tool and the company website, ensuring transparency and easy reference for all stakeholders. These measures underscore our commitment to upholding human rights, fostering equality, and promoting a safe and sustainable work environment.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, Quess policies, including the Whistleblower's Policy, Vendor Code of Conduct Policy, Health Safety and Environmental Conservation Policy, and Human Rights Policy, are not only applicable to employees but also extend to customers, vendors, and third-party intermediaries. This broad scope ensures consistent adherence to ethical standards and responsible practices across all interactions and engagements involving Quess Corp. By applying these policies universally, we uphold our commitment to integrity, sustainability, and respect for human rights throughout our operations and interactions with all stakeholders.

10. Assessments for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child labour	Quess internally monitors compliance with all relevant laws and policies pertaining to these issues at 100% of its offices. There has been no observation by local authority for entity's premises and offices.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others - please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY2025* Current Financial Year	FY2024 Previous Financial Year
Energy Consumption Sources (in Giga Joules)		
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	4,710.83 GJ	76,696.45 GJ
Total fuel consumption (E)	350.83 GJ	3,290.68 GJ
Energy consumption through other sources (F)	-	-
Total energy consumption (D+E+F)	5,061.66 GJ	79,987.13 GJ
Total energy consumption (A+B+C+D+E+F)	5,061.66 GJ	79,987.13 GJ
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) *	0.036 GJ/₹ million	0.46 GJ/₹million
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)*	0.76 GJ/million US\$	10.43 GJ/ million US\$
Energy intensity in terms of physical output (GJ/FTE)	1.98	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

* The FY25 data pertains to Qess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger.

*For the purpose of calculation of intensity, conversion factor of 20.66 INR/USD has been considered for adjusted purchasing power parity (PPP) as per International Monetary Fund (IMF) FY2025.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY2025* Current Financial Year	FY-2024 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	41,982 kl	218280.51 kl
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	41,982 kl	2,18,280.51 kl
Total volume of water consumption (in kilolitres)	41,982 kl	2,18,280.51 kl
Water intensity per rupee of turnover (Water consumed / turnover)*	0.30 kl/ ₹million	1.24 kl/ ₹million
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	6.29 kl/ /million US\$	28.47 kl/million US\$
(Total water consumption / Revenue from operations adjusted for PPP)		
Water intensity in terms of physical Output (KL/ FTE)	16.43	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

*For the purpose of calculation of intensity, conversion factor of 20.66 INR/USD has been considered for adjusted purchasing power parity (PPP) as per International Monetary Fund (IMF) FY2025

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

4. Provide the following details related to water discharged:

Sr. no	Parameter	FY2025* (Current Financial Year)	FY2024 (Previous Financial Year)
	Water discharge by destinations and level of treatment (In Kilolitres)		
1	To Surface water	-	-
	No treatment	-	-
	With treatment – please specify level of treatment	-	-
2	To Groundwater	-	-
	No treatment	-	-
	With treatment – please specify level of treatment	-	-
3	To Seawater	-	-
	No treatment	-	-
	With treatment – please specify level of treatment	-	-
4	Sent to third-parties	-	-
	No treatment	-	-
	With treatment – please specify level of treatment	-	-
5	Others	-	-
	No treatment (Municipal Sewage Line)	12,594.69 kl	65,484.15 KL
	With treatment – please specify level of treatment	-	-
	Total water discharged (in kilolitres)	12,594.69 kl	65,484.15 KL

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger.

*The Company's water usage is designated solely for human consumption. With our 28 offices located in rental properties, we currently lack the means to monitor water discharged directly. Nonetheless, we have taken steps to promote responsible water use. Selected branches have been equipped with sensor-based taps, aerator taps, and dual flush mechanisms to ensure judicious water consumption.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

As a business service provider, Quess primarily operates with minimal air emissions, mainly arising from the use of diesel generator sets during power outages. Quess ensures compliance with the Air (Prevention & Control of Pollution) Act (1981) by obtaining necessary consent for operating diesel generator sets. Compliance includes adhering to specified stack emission parameters such as nitrous oxide, non-methane hydrocarbons, carbon monoxide, particulate matter, etc. Stack emission monitoring is conducted at the required frequency outlined in the Consent To Operate (CTO) for generator sets, ensuring that emissions remain within permissible limits and environmental standards are upheld.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY2025* Current Financial Year	FY-2024 Previous Financial Year
Total Scope 1 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	389.46	1,647.31
Total Scope 2 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	795.22	12946.79
Total Scope 1 and Scope 2 emissions per rupee of turnover	tCO₂e/₹million	0.0086	0.08
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)*	tCO₂e/million US\$	0.17752	1.904
Total Scope 1 and Scope 2 emission intensity in terms of physical output	tCO ₂ e/ FTE	0.46349	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

*For the purpose of calculation of intensity, conversion factor of 20.66 INR/USD has been considered for adjusted purchasing power parity (PPP) as per International Monetary Fund (IMF) FY2025

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The 20% emission intensity reduction target was originally established at the consolidated Quess Group level. However, following the recent demerger, we recognize the need to reassess this target to align with our current business structure. We will reevaluating our emission intensity goals to ensure they reflect the revised operational footprint and remain ambitious, relevant, and achievable.

9. Provide details related to waste management by the entity, in the following format:

- (a) Total Waste generated (in metric tonnes)

Parameter	FY2025* Current Financial Year	FY2024 Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	3.528	20.23
Bio-medical waste (C)	-	0.0043
Construction and demolition waste (D)	-	-
Battery waste (E)	-	6.12
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any (G)	-	-
Other Non-hazardous waste generated (H) – Paper waste, Dry waste, Wet waste	-	10.73
Total (A+B + C + D + E + F + G + H)	3.528	37.09
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)*	0.000026 Mt /₹million	0.000217 Mt /₹million
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.00053 Mt/ million US \$	0.00497 MT/PPP
Waste intensity in terms of physical output (Mt/FTE)	0.001381989	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	3.528	37.09
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	3.528	37.09
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	0.0043
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	-	0.0043

*The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger

*For the purpose of calculation of intensity, conversion factor of 20.66 INR/USD has been considered for adjusted purchasing power parity (PPP) as per International Monetary Fund (IMF) FY2025

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)
If yes, name of the external agency

No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We are committed to minimizing waste generation and fostering a circular economy. Our efforts include implementing initiatives aimed at reducing waste at its source. We meticulously track hazardous waste and ensure its segregation, storage, and disposal in accordance with local regulations, utilizing authorized recyclers to maintain compliance.

Moreover, our approach extends to kitchen waste management, where we segregate between dry and wet waste. This segregated waste is then repurposed, with wet waste being utilized in compost manufacturing processes. By adopting these practices, we not only minimize waste sent to landfills but also contribute to sustainable resource management and environmental preservation.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details:

Not Applicable

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not Applicable

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances.

Yes, Quess has diligently adhered to all relevant environmental laws, regulations, and guidelines applicable in India. Notably, the company has maintained full compliance without incurring any fines, penalties, or regulatory actions under these environmental frameworks. This commitment underscores Quess's dedication to environmental responsibility and sustainable business practices.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

1. a. Number of affiliations with trade and industry chambers/ associations.

8

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Confederation of Indian Industries (CII)	National
2	India Staffing Federation	National
3	The federation of Indian Chambers of Commerce and Industry	National
4	All India Organisation of Employers	National
5	Employee Federation of India	National
6	Karnataka Employees Association	State
7	The Employers Association, Delhi	State
8	Apex Chamber of Commerce, Delhi	State

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Nil

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

 Not Applicable

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity

 Not Applicable

3. Describe the mechanisms to receive and redress grievances of the community.

Website correspondence - Individuals can report problems by visiting our Contact Us page and filling out a form or sending an email. We then create a ticket and assign a dedicated executive to assist them. After resolving the issue, we send a status update and feedback form.

Toll-free grievance redressal - Quess Corp offers assistance through a toll-free number 1800 572 3333 available on our website. Our in-house contact centre tracks grievances and feedback through a ticket system and assigns them to the respective executive for closure.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY2025 Current Financial Year	FY2024 Previous Financial Year
Directly sourced from MSMEs/ small producers	25%	14.78%
Sourced directly from within the district and neighbouring districts	100%	9%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY2025* Current Financial Year	FY 2024 Previous Financial Year
Rural	-	-
Semi-urban	9%	38%
Urban	13%	29%
Metropolitan	78%	33%

**The FY25 data pertains to Quess and its subsidiaries post approved of the composite scheme of arrangement i.e Demerger.*

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Quess Corp is very serious about grievances and feedback. To resolve each concern and query, we have the following mechanisms in place. Here is how the process functions:

Website correspondence – When a client or individual faces problems with our services or platforms, they have an option to visit the Contact Us page and fill out a form or write to us an email. This form is intuitive in nature, and helps one reach the right person. Once it reaches respective teams, a ticket is raised and passed onto a dedicated executive to understand their issue/query, guides them to a suitable solution, and closes the ticket.

Toll-free grievance redressal – To provide round-the-clock assistance, Quess Corp enables clients with grievance and feedback redressal through toll-free numbers available on our website. This mechanism is supported by an in-house contact centre, which is tracked through a ticket is raised and assigned to the respective business executive for closure.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about Environmental and social parameters relevant to the product, Safe and responsible usage, Recycling and/or safe disposal

Not Applicable

3. Number of consumer complaints in respect of data privacy, advertising, cybersecurity, delivery of essential services, restrictive trade practices, unfair trade practices

Category	FY2025 (Current Financial Year)			FY2024 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	1	0	All closed	Nil	-	-
Advertising	Nil	-	-	Nil	-	-
Cyber-security	1	0	All closed	Nil	-	-
Delivery of essential services	Nil	-	-	Nil	-	-
Restrictive Trade Practices	Nil	-	-	Nil	-	-
Unfair Trade Practices	Nil	-	-	Nil	-	-
Other	Nil	-	-	Nil	-	-

4. Details of instances of product recalls on account of safety issues:

Not Applicable

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, <https://www.queesscorp.com/privacy-statement/>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

None

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches.

1

- b. Percentage of data breaches involving personally identifiable information of customers.

100% Breach involved internal employee/associate data only - (name, contact number, email). No other sensitive data was compromised.

- c. Impact, if any, of the data breaches.

No external client or vendor data was impacted. Forensic analysis by Grant Thornton (GT) complete.

Annexure 2

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
 The Members,
Quess Corp Limited
 Quess Tower,
 Sky Walk Avenue, 32/4, Hosur Road,
 Roopena Agrahara, Bommanahalli,
 Bengaluru– 560068,
 Karnataka, India.

I, S.N. Mishra, proprietor of SNM & Associates, Bengaluru, bearing Membership No. 6143 and C.P. No. 4684, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Quess Corp Limited having CIN: L74140KA2007PLC043909 (hereinafter called “the Company”) listed at the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), for the financial year ended March 31, 2025. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, registers and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and the Byelaws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made including Foreign Exchange

Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, RBI/ 2013-14/646 A.P. (DIR Series) Circular No. 145 and RBI//2015-16/374 A.P. (DIR Series) Circular No. 62;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2021 **(not applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(not applicable to the Company during the Audit Period)**

- (vi) Labour Laws as applicable and the rules and regulations made thereunder:

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India; and
- Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, based on verification of the records maintained by the Company and also on the review of compliance reports / statements by respective department heads / Company Secretary taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process and control mechanism exists in the Company to monitor and ensure compliance with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I have conducted physical verification & examination of records, as facilitated by the Company, for the purpose of issuing this Report. I have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the Company.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors which is in compliance with Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adequate notices are given to all the directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent for all the board meetings held during the year under consideration. The Company has a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The Company is in compliance with Regulation 29 of SEBI LODR w.r.t. prior intimation of Board Meetings as applicable.

The resolutions passed thereat including circular resolutions were duly recorded and signed in Minutes Book maintained for the purpose.

Majority decision is carried through while the members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit report:

1. The Company is majorly in compliance with the Foreign Exchange Management Act, 1999 and its applicable rules and regulations framed thereunder.
2. The compliances under the following Labour Laws have been scrutinised by me:
 - a. The Karnataka Shops and Establishments Act, 1961
 - b. The Minimum Wages Act, 1948
 - c. The Payment of Wages Act, 1936
 - d. The Payment of Bonus Act, 1965
 - e. Equal Remuneration Act, 1976
 - f. The Payment of Gratuity Act, 1972
 - g. The Employees' Compensation Act, 1923
 - h. The Maternity Benefit Act, 1961
 - i. The Child Labour (Prohibition and Regulation) Act, 1986
 - j. The Contract Labour (Regulation and Abolition) Act, 1970
 - k. The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
 - l. The Apprentices Act, 1961
 - m. Industrial Employment (Standing Orders) Act, 1946 read with Industrial Employment (Standing Orders) (Karnataka) Rules, 1961
 - n. Labour Welfare Fund Act
 - o. The Rights of Persons with Disabilities Act, 2016
 - p. The Sexual Harassment of Women at Workplace Act, 2013

The Company has complied with the applicable provisions, registrations, filing of returns, maintenance of records and display of abstracts as required under these various Labour laws and their corresponding rules, regulations and guidelines thereunder.

3. The National Company Law Tribunal ("NCLT"), Bengaluru Bench convened meeting of Equity Shareholders and Unsecured Creditors of the Company for approving the Composite Scheme of Arrangement between Qness Corp Limited, Digitide

Solutions Limited and Bluspring Enterprises Limited and their respective shareholders and creditors ("the Composite Scheme") on 09.12.2024 by the Company in accordance with the orders of the NCLT, Bengaluru Bench through electronic mode [Video Conferencing/Other Audio-Visual Means] after giving due notice and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose. The NCLT, Bengaluru Bench has passed final order approving the Composite Scheme on March 04, 2025.

4. During the period under review, the Company has complied with the applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc.

mentioned above. Certain non-material findings as highlighted by me during audit have been addressed suitably by the management by initiating necessary steps.

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

Sd/-

S.N.Mishra

Company Secretary

C. P. No. : 4684

FCS No. : 6143

P.R. No.: 1603/2021

UDIN : F006143G000630415

Place: Bengaluru

Date : June 19, 2025

Annexure 'A'

To,
The Members
Qess Corp Limited
Qess Tower,
Sky Walk Avenue, 32/4, Hosur Road,
Roopena Agrahara, Bommanahalli,
Bengaluru– 560068,
Karnataka, India.

My Secretarial Audit Report for the financial year ending March 31, 2025 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, regulations, and standards is the responsibility of management. My examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

S.N.Mishra

Company Secretary

C. P. No. : 4684

FCS No. : 6143

P.R. No.: 1603/2021

UDIN : F006143G000630415

Place: Bengaluru

Date : June 19, 2025

Annexure 3

Form No. AOC-2

Particulars of Contracts / Arrangements made with Related Parties

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arm's length basis. The Company has laid down policies and processes/ procedures to ensure compliance with the relevant section in the Companies Act, 2013, and the corresponding Rules. Besides, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and the nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Nil					

There were no material contracts or arrangements or transactions entered into during the Financial Year ended March 31, 2025, crossing the materiality threshold of 10% of the annual consolidated turnover as per the latest audited financial statements of the Company. The details of contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2025, are detailed in the Notes to Financial Statement annexed to the Annual Report, for which appropriate approvals have been taken from the Audit Committee and Board of Directors of the Company from time to time.

**For and on behalf of the Board of Directors of
Quess Corp Limited**

Sd/-

Ajit Isaac

Chairman

DIN: 00087168

Place: Bengaluru

Date: June 19, 2025

Annexure 4

Disclosure with respect to Employees' Stock Option Plan of the Company

(Pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021)

As on March 31, 2025, the Company had Quess Stock Ownership Plan-2020 ('QSOP- 2020') pursuant to special resolution passed at the general meetings of the Company, under which stock options are granted to eligible employees/directors of the Company from time to time.

During the year under review, the Quess Corp Limited - Employee Stock Option Scheme 2015 ('ESOP 2015') stands closed w.e.f. October 28, 2024, due to completion of 5 (five) years from the date of last vesting.

Sl. No.	Particulars	Status of Compliance
1.	The Board of Directors, in their report, shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations	There were no material changes in the QSOP-2020 during the year, and the scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 (SEBI SBEBSE Regulations).
A.	Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time	The same has been appropriately disclosed in Note 42 of the Standalone Financial Statements for the year ended March 31, 2025, which is also available on the website of the Company viz., www.quesscorp.com .
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard on Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time	The same has been appropriately disclosed in the Statement of Profit and Loss for the year ended March 31, 2025, enclosed in the Annual Report for the Financial Year 2024-25, which is also available on the website of the Company viz., www.quesscorp.com .
C	Details related to ESOS	
	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS including	Refer note 42 to Standalone Financial Statements for the year ended March 31, 2025.

1. Summary of status of QSOP- 2020

Sl. No.	Particulars	Details
1	Date of Shareholder's approval	March 31, 2020
2	Total Number of options approved	36,50,000
3	Vesting Requirement	Minimum vesting period of one year from the date of grant
4	Pricing Formula/ Exercise Price	₹ 10 per share
5	Maximum term of options granted (Years)	Vesting period (between 1 year to 6 years)
6	Source of Shares	Primary
7	Variation in terms of ESOP	Not Applicable

2. Option movement during the Financial Year 2024-25

Sl. No.	Particulars	Details
1	No. of Options outstanding at the beginning of the year	14,37,587
2	Options Granted during the year	8,14,895
3	Options forfeited during the year	-

4	Options lapsed during the year	584
5	Options vested during the year	3,62,918
6	Options exercised during the year	4,40,029
7	Number of shares arising as a result of exercise of options	4,40,029
8	Money realized by exercise of options (₹) if scheme is implemented directly by the Company	₹ 44,00,290
9	No. of options outstanding at the end of the year	14,67,832*
10	No. of options exercisable at the end of the year	17,505
11	Method of Accounting	Fair value method in accordance with IND-AS 102: Share-based payment
12	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company	Not Applicable
13	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	Refer Note 42 of the Standalone Financial Statements

*Before transfer of employees pursuant to the Composite Scheme of Demerger on April 01, 2025.

3. Options granted to the Employees of the Company during the year:

- (a) Options granted to Senior Managerial Personnel during the year, with exercise price in par with the face value i.e. ₹ 10/-:

Sl. No.	Name of the employee	Designation	No. of options granted
1	Guruprasad Srinivasan	Executive Director & Group CEO	46,253
2	Gurmeet Chahal	Chief Executive Officer – GTS	5,25,011
3	Kamal Pal Hoda	Group Chief Financial Officer	75,133
4	Lohit Bhatia	President – WFM	9,636
5	Ruchi Ahluwalia	Group Chief People Officer	27,522
6	Kushal Maheshwari	Senior Vice President – Investor Relations & Strategic Finance	5,301
7	Kundan K Lal	Vice President & Company Secretary	4,257

- (b) Any other employee who received a grant during the year, options amounting to 5% or more of option granted during the year: Nil
- (c) Identified employees who were granted options during the year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant – Nil

4. Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information

Sl. No.	Particulars	Details
1	Weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the mode	Refer Note 42 of the Standalone Financial Statements
2	Method used and the assumptions made to incorporate the effects of expected early exercise	
3	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	
4	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	None

5. Disclosures in respect of grants made in three years prior to IPO under each ESOS

Sl. No.	Particulars	Details
1	Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.	Refer Note 42 of the Standalone Financial Statements

D. Details related to ESPS: Not Applicable

E. Details related to SAR: Not Applicable

F. Details related to GEBS / RBS: Not Applicable

**For and on behalf of the Board of Directors of
Quesq Corp Limited**

Sd/-

Ajit Isaac
Chairman

DIN: 00087168

Place: Bengaluru

Date: June 19, 2025

Annexure 5

Particulars of Remuneration

Information pursuant to Section 197(12) of the Companies Act, 2013

(Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

Sl. No	Name of Director/ Key Managerial Personnel and Designation	Percentage (%) increase/ (decrease) in remuneration of each Director/ CFO/ CS in the FY 2024-25	Ratio of the remuneration of each Director to the median remuneration of the employees
Executive Directors			
1	Mr. Guruprasad Srinivasan Executive Director and Group CEO*	9.41	104.28
Non-Executive Directors			
2	Mr. Ajit Isaac Non-Executive Chairman	NA	NA
3	Mr. Chandran Ratnaswami	NA	NA
4	Mr. Gopalakrishnan Soundarajan	NA	NA
Independent Directors			
5	Mr. Sanjay Anandaram	(8.78)	2.63
6	Mr. Gaurav Mathur	(3.85)	2.44
7	Mr. Kalpathi Ratna Girish	(9.26)	2.39
8	Ms. Revathy Ashok	(10.13)	2.68
Key Managerial Personnel			
10	Mr. Kamal Pal Hoda Group Chief Financial Officer*	90.30	81.14
11	Mr. Kundan K Lal Company Secretary and Compliance Officer	10.46	21.48

*Notes:

(i) Mr. Guruprasad Srinivasan is also a Key Managerial Personnel of the Company;

(ii) Mr. Kamal Pal Hoda, Group Chief Financial Officer of the Company, had relinquished his position as Group Chief Financial Officer of the Company, in view of transition to a new role as Executive Director & CEO of Bluspring Enterprises Limited w.e.f. April 01, 2025, and Mr. Sushanth Pai has taken over the role of Chief Financial Officer w.e.f. April 01, 2025. The remuneration of Mr. Hoda has been increased due to his expanded responsibilities and payment of incentives related to successful demerger.

Details:

- The remuneration paid to Non-Executive Directors (including Independent Directors) includes commission and sitting fees and is based on the position they occupied in various committees and meetings attended by them during the Financial Year 2024-25.
- The remuneration does not include the perquisite value on account of stock options exercised during the year.
- The remuneration to the Executive Director and Key Managerial Personnel does not include provisions made for gratuity and compensated absences, as they are obtained on an actuarial basis for the Company as a whole.

1	Percentage increase / (decrease) in median remuneration of employees in the Financial Year	The median remuneration of employees increased from ₹ 4,82,742 as at March 31, 2024, to ₹ 5,12,820 as at March 31, 2025, representing an increase of 6.23%.
2	Number of permanent employees on the rolls of the Company	As on March 31, 2025, there were 2,715 (core employees) permanent employees.

3 Average percentile increase in salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in employee remuneration other than managerial personnel was 10.38%. Average increase in remuneration of KMPs was 36.72%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects the Company's performance, the performance pay is also linked to organization performance and individual utilization in addition to individual performance.

It is hereby affirmed that the remuneration paid for the Financial Year 2024-25 was as per the Company's Policy and criteria set for the appointment and remuneration of Directors/ Key Managerial Personnel.

**For and on behalf of the Board of Directors of
Quess Corp Limited**

Sd/-

Ajit Isaac

Chairman

DIN: 00087168

Place: Bengaluru

Date: June 19, 2025

Annexure 6

Annual Report on CSR Activities for the Financial Year ended March 31, 2025

1. Brief outline on CSR Policy of the Company

CSR is an integral part of the Quess Group's business strategy, its values and everyday actions. Our vision clearly states – "Actively contribute to the community by positively impacting people's lives, particularly in health and education. Our goal is to build a healthy and educated workforce".

The Board had adopted the CSR Policy of the Company, formulated and recommended by the CSR Committee, indicating the activities to be undertaken by the Company and the Company's philosophy for representing its responsibility as a corporate citizen. Guidelines and mechanisms were formulated to undertake the programs

for the larger community development titled as "Quess' CSR Policy".

Our initiatives are aligned to Quess Foundation, the CSR arm of Quess Corp Limited, which acts as a catalyst for deep societal impact, focusing on education and healthcare.

The initiatives are targeted for children going to Government school through various approaches which is mapped with the activities as prescribed in Schedule VII to the Companies Act, 2013. Currently, we collaborate with the State Governments to support 75 schools and 17,000+ children across Karnataka and Tamil Nadu every year.

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation	Category	Number of meetings of CSR & ESG Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Revathy Ashok	Chairperson	Non-Executive, Independent Director	1	1
2	Mr. Ajit Isaac	Member	Non-Executive Director	1	1
3	Mr. Gaurav Mathur	Member	Non-Executive, Independent Director	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company

Sl. No.	Particulars	Web-link
1	Composition of CSR committee	https://www.quessecorp.com/corporate-governance/
2	CSR Policy	https://www.quessecorp.com/investor/dist/images/pdf/Policies/CSR-Policy.pdf
3	CSR projects	https://www.quessecorp.com/corporate-governance/

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of Rule 8, if applicable

Not Applicable

5.	(₹ in million)
(a) Average net profit of the Company as per sub-section (5) of Section 135	2,659.2
(b) Two percent of average net profit of the company as per sub-section (5) of Section 135	53.18
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	-
(d) Amount required to be set-off for the financial year, if any	-
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]	53.18

6.

(₹ in million)

(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	35.64
(b) Amount spent on Administrative Overheads	0.59
(c) Amount spent on Impact Assessment, if applicable	-
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]	36.23
(e) CSR amount spent or unspent for the Financial Year	

Total Amount Spent for the Financial Year. (₹ in million)	Amount Unspent (₹ in million)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
36.23	16.95	April 28, 2025 & April 29, 2025	-	-	-

(f) Excess amount for set-off, if any

Sl. No.	Particulars	Amount (₹ in million)
(i)	Two percent of average net profit of the company as per sub-section (5) of Section 135	53.18
(ii)	Total amount spent for the Financial Year	36.23
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set-off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years

(₹ in million)

1	2	3	4	5	6	7	8	9
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135	Amount Spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
					Amount	Date of Transfer		
1	2023-24	29.12	19.00	10.12	-	-	19.00	-
2	2022-23*	9.06	3.06	3.06	-	-	0.00	-
3	2021-22*	30.78	21.88	21.88	-	-	0.00	-

*(i) FY 2022-23: Total Unspent amount for the Financial Year 2022-23 was ₹ 9.06 million, out of which ₹ 6 million was spent in the Financial Year 2023-24 and remaining ₹ 3.06 million was spent in the Financial Year 2024-25.

(ii) FY 2021-22: Total Unspent amount for the Financial Year 2021-22 was ₹ 30.78 million, out of which ₹ 8.90 million was spent in the Financial Year 2022-23 and remaining ₹ 21.88 million was spent in the Financial Year 2024-25.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year

No

If yes, enter the number of Capital assets created/ acquired: NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

1	2	3	4	5	6
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of The property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner
					CSR Registration Number, if Applicable
					Name
					Registered Address
Not Applicable					

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135

As detailed above in this report on Corporate Social Responsibility, the Company had allocated ₹ 53.18 million towards CSR expenditure for the Financial Year 2024-25. Out of the allocated funds, ₹ 36.23 million had been spent on various programmes such as School Enhancement, Health & Wellbeing and ₹ 16.95 million remains unspent as on March 31, 2025. This unspent amount will be utilized for the proposed School Enhancement Program and Paediatric care center which is being developed with a vision to build a leading speciality children's health centre by providing state of the art paediatric medical and clinical care at CMC Vellore. Currently, the project is under regulatory clearance and therefore, CMC Vellore has not requested for further funds from the Company; the amount lying unspent as on the year end had been transferred to Unspent CSR Account within the stipulated timelines.

**For and on behalf of the Board of Directors of
Quess Corp Limited**

Sd/-

Guruprasad Srinivasan

 Executive Director & Group CEO
 DIN: 07596207

 Place: Bengaluru
 Date: June 19, 2025

Sd/-

Revathy Ashok

 Chairperson, CSR Committee
 DIN: 00057539

Annexure 7

Quess Corp Limited Codes and Policies

Quess Corp Limited is committed to upholding the highest standards of corporate governance through the implementation of robust practices, policies, and guidelines. In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Companies Act, 2013, and other applicable laws, listed companies are required to formulate specific codes and policies. These codes and policies are available on the Company's website at <https://www.quesiscorp.com/corporate-governance/> and are periodically reviewed and approved by the relevant Committees and/or the Board.

A summary of the key codes and policies adopted by the Company is provided below:

Sl. No	Name of the Code/ Policy	Salient Features	Web-link of the Code/ Policy
1	Policy on Related Party Transactions and Materiality	The Policy sets out the materiality thresholds for related party transactions and the manner of dealing with the transactions between the Company and its related parties based on the applicable laws and regulations.	https://www.quesiscorp.com/investor/dist/images/pdf/Governance/Policy-on-Criterial-for-determining-RPT.pdf
2	Corporate Social Responsibility Policy	The Policy is formulated to meet the CSR objectives set by the Company as well as the applicable statutory requirements notified by the Ministry of Corporate Affairs through the Companies Act, 2013, and the rules and/ regulations framed thereunder.	https://www.quesiscorp.com/investor/dist/images/pdf/Policies/CSR-Policy.pdf
3	Dividend Distribution Policy	By virtue of this policy, the Company would endeavor to maintain a consistent and measured approach to dividend payout. The Policy is referred to achieve the right balance between the quantum of profits returned to the shareholders and that retained in the business for various purposes.	https://www.quesiscorp.com/investor/dist/images/pdf/Policies/Dividend_Distribution_Policy.pdf
4	Code of Conduct for Prevention and Prohibition of Insider Trading	The Code provides the framework for dealing with securities of the Company in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws and regulations.	https://www.quesiscorp.com/investor/dist/images/pdf/Policies/Code-of-Conduct-for-prevention-and-Prohibition-of-Insider-Trading.pdf
5	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	The Code was adopted to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.	https://www.quesiscorp.com/investor/dist/images/pdf/Governance/Fair-Trade-Policy.pdf
6	Policy for Determining Material Subsidiary	This policy has been framed to determine the Material Subsidiaries and Material Non-listed Indian Subsidiaries of the Company and to provide the governance framework for such subsidiaries in accordance with the requirements of SEBI Listing Regulations.	https://www.quesiscorp.com/investor/dist/images/pdf/Governance/Policy-for-Material-Subsidiary.pdf
7	Policy on Criteria for Determining Materiality of Events/ Information	This Policy is primarily intended to specify the criteria based on which the event or information would be considered as material for disclosure to the stock exchanges and also provide assistance to relevant employees/ officers of the Company in identifying any potential material event or information and reporting the same.	https://www.quesiscorp.com/investor/dist/images/pdf/Governance/Policy-on-Criterial-for-determining-Materiality-of-events-information.pdf

8	Code of Business Conduct and Ethics	This Code provides standards and procedures for promoting ethical conduct in the Company and is a practical guide to ethical behavior for all our employees and Board members.	https://www.quessecorp.com/investor/dist/images/pdf/Policies/Code_of_Business_Conduct_and_Ethics.pdf
9	Nomination and Remuneration Policy	This Policy lays down the criteria for determining qualifications, competencies, positive attributes, and independence for appointment of a director (executive/non-executive/independent) and to determine the remuneration payable to the Directors, KMP, and Senior Management to the Board of Directors of the Company.	https://www.quessecorp.com/investor/dist/images/pdf/Policies/Nomination-and-Remuneration-Policy.pdf
10	Board Diversity Policy	This Policy intends to set the criteria for achieving diversity on the Board of Directors, which results in enhancing the quality of performance, eradicating the gender bias, and attaining the strategic objectives of the Board.	https://www.quessecorp.com/investor/dist/images/pdf/Governance/Policy-on-Board-Diversity.pdf
11	Whistle Blower Policy	The Policy provides a framework to promote responsible and secure whistle blowing. The primary objective is to protect the employees, customers, and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company.	https://www.quessecorp.com/investor/dist/images/pdf/Governance/Whistle-BlowerPolicy.pdf
12	Risk Management Policy	The policy establishes a structured and disciplined approach to Risk Management in order to guide decisions on risk-related issues.	https://www.quessecorp.com/investor/dist/images/pdf/Policies/Risk-Management-Policy.pdf
13	Policy for Preservation of Documents	This Policy establishes the framework needed for effective management of the documents and sets principles for the Company's approach to preserve them.	https://www.quessecorp.com/investor/dist/images/pdf/Policies/Policy_for_Preservation_of_Documents.pdf
14	Archival Policy	The archival policy provides the mechanism for retaining and preserving the documents in compliance with the regulatory requirements.	https://www.quessecorp.com/investor/dist/images/pdf/Policies/Archival_Policy.pdf
15	Environmental, Social & Governance (ESG) Policy Framework	This ESG policy framework will serve as a guiding document for all ESG initiatives and activities undertaken by the Company.	https://www.quessecorp.com/investor/dist/images/pdf/Policies/Ques-ESG-Policy.pdf
16	Anti-Bribery & Anti-Corruption (ABAC) Policy	This policy is designed to facilitate compliance with the Anti-Corruption laws and to conduct all business activities with integrity and the highest possible ethical standards. The company has zero tolerance for bribery and corruption.	https://www.quessecorp.com/investor/dist/images/pdf/Policies/Anti-Bribery-Anti-Corruption-Policy.pdf
17	Prevention of Sexual Harassment Policy	The Policy has been aligned with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and promotes healthy working environment that enables employees to work without fear of prejudice, gender or racial bias, and sexual harassment.	https://www.quessecorp.com/investor/dist/images/pdf/Policies/Prevention-of-Sexual-Harassment-Policy.pdf
18	Board Evaluation Policy	This Policy has been adopted internally by the Board, which enables them to provide strategic direction to the Company, ensure transparency and good governance, create value to the stakeholders, and facilitate a conducive environment for Board Members to contribute to the Company.	-

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the Financial Year ended March 31, 2025, in compliance with Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

I. Company's Philosophy on Corporate Governance

The Company's philosophy of corporate governance is to achieve business excellence by enhancing the long-term value of all its Stakeholders. The Company believes that corporate governance is about creating organisations that succeed in the marketplace with the right approach and values. This will enhance the value for all its Stakeholders.

The good governance practices stem from the value system and philosophy of the organization, and at Quess, we are committed to create shareholder value, governance processes, and an entrepreneurial, performance focused and conducive work environment.

Our Code of Business Conduct and Ethics is an extension of our values and reflects our continued commitment to ethical business practices across our operations. This philosophy is further strengthened by its adoption of the Code of Conduct for the Board members and Senior Management, the Board process, the Code of Conduct for the Prevention of Insider Trading, and the Code for Fair Disclosure. The Corporate Governance framework of your Company is based on an effective and Independent Board, separation of the Board's supervisory role from the Senior Management team, and constitution of the Board Committees, as required under applicable laws.

In addition to compliance with regulatory requirements, the Company also reviews and continuously strengthens its governance practices to meet the changing needs of its stakeholders.

II. Board of Directors

The Board represents an appropriate mix of Executive Director ('ED'), Non-Executive Non-Independent Directors ('NEDs') and Independent Directors ('IDs'), which is compliant with the Companies Act, 2013 ('the Act') and the SEBI Listing Regulations and is also aligned with the best practices of Corporate Governance. It ensures that appropriate procedures and controls are in place covering management's activities in operating the Company on ethical grounds on a day-to-day basis. The Company believes that an effective Board requires an optimum combination of professionals from different spheres with diversity and independence. The Board comprises enlightened leaders who provide strategic direction and guidance to the management

and is responsible for ensuring concord between shareholders' expectations, the Company's plans, and the Management's performance.

a) Board Composition

As on March 31, 2025, the Board comprised 8 (eight) Directors, consisting of 4 (four) Non-Executive Independent Directors, including 1 (one) Woman Independent Director, 3 (three) Non-Executive Non-Independent Directors, and 1 (one) Executive Director. The Board is headed by a Non-Executive Chairman. The detailed profiles of the Directors of the Company are available on the website of the Company at <https://www.quescorp.com/board-of-directors/>. The composition of the Board is in conformity with Regulation 17(l) of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.

Pursuant to Regulation 17 of the SEBI Listing Regulations, none of the Director serve as a Director in more than 7 (seven) listed companies. Further, none of the Directors serves as an ID in more than 7 (seven) listed companies or 3 (three) listed companies in case he/she serves as an ED in any listed company. None of the Directors of the Company is a Member of more than 10 (ten) Committees and Chairperson of more than 5 (five) Committees, across all public companies in which he/she is a Director. Further, none of our IDs serve as Non-Independent Directors of any company on the board of which any of our Non-Independent Directors of the Company is an ID. Further, pursuant to Section 165 of the Act, none of the Directors hold directorship in more than 10 (ten) public companies.

Based on the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. They have also confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further, the Independent Directors have also submitted their declaration under compliance with the provision of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, which mandated the inclusion of an Independent Director's name in the databank of the Indian Institute of Corporate Affairs ('IICA') for a period of 1 (one) year or 5 (five) years or life time till

they continue to hold the office of an Independent Director. None of the Directors is related inter-se or is a member of an extended family.

The Directors of the Company are appointed by shareholders at the General Meetings, and all the Directors (other than Independent Directors) retire by rotation pursuant to the provisions of the Act and the Articles of Association of the Company. The Executive Director serves in accordance with the terms of his contract of service with the Company.

Further, in terms of the annual disclosures given by the Directors, none of them is disqualified under Section 164(2) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. None of the Directors of the Company has been restrained or debarred from holding the office of director by virtue of the SEBI order or any other authority.

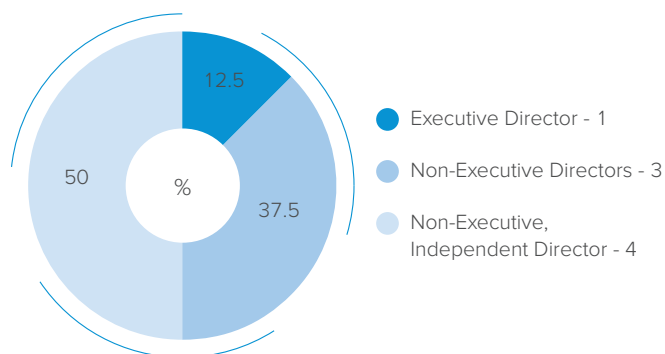
The Board opines that all the Independent Directors of the Company strictly adhere to corporate integrity, possess the requisite expertise, experience, and qualifications to discharge the assigned duties, and responsibilities as mandated by the Act and the SEBI Listing Regulations diligently. None of the Independent Directors of the Company held any equity share(s) or convertible instrument(s) of the Company during the Financial Year ended March 31, 2025.

The Company has obtained Directors and Officers Insurance for all its Directors of such quantum and such risks as required.

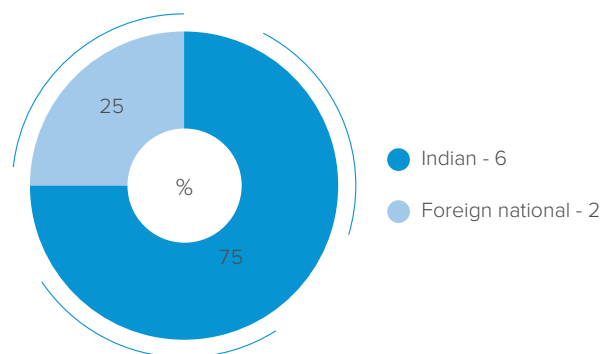
The Company has proper systems to enable the Board of Directors to review on a periodic basis compliance reports of all laws applicable to the Company, as prepared by the Company, as well as to assess the steps taken by the Company to rectify instances of non-compliance, if any.

Board Demographics (as on March 31, 2025)

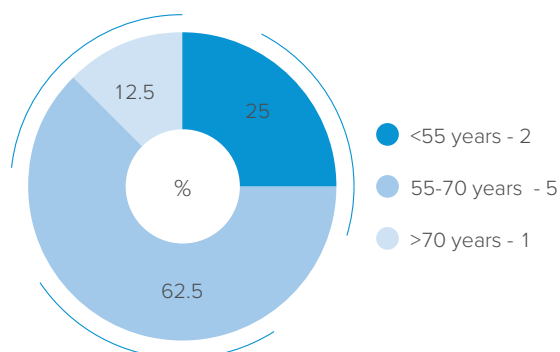
Total Directors



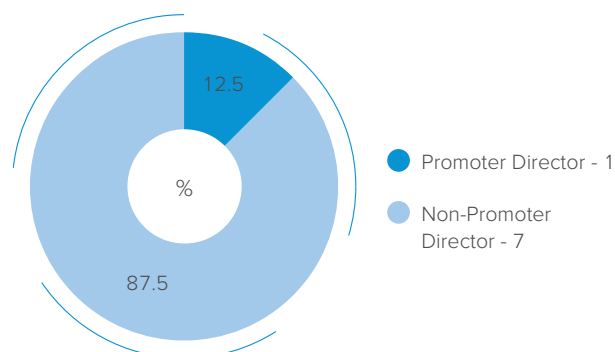
Nationality



Age Chart



Type of Director



b) Board Meetings and Procedures

The Board meets at regular intervals to discuss and decide on the Company's business policy and strategy apart from other Board businesses. The Board / Committee Meetings are pre-scheduled, and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by the Act, which are noted and confirmed in the subsequent Board Meeting.

The Company Secretary attends all the Meetings of the Board and its Committees. The Company Secretary advises/assures the Board and its Committees on Compliance and Governance principles and ensures appropriate recording of minutes of the Meetings.

The Company Secretary records Minutes of the proceedings of each Board and Committee meeting.

The draft Minutes are circulated to the Board / Committee Members within 15 (fifteen) days from the conclusion of the meeting for their comments. The Directors communicate their comments, if any, on the draft minutes in writing, within 7 (seven) days from the date of circulation. The Minutes are entered in the Minute Books within 30 (thirty) days from the conclusion of the Meeting and signed by the Chairperson. The copy of the signed Minutes, certified by the Company Secretary or in his absence by any Director authorised by the Board, is made available to all the Directors.

The Board meetings are scheduled as required under the SEBI Listing Regulations, the Act, and the rules made thereunder, and as required under business exigencies. The Board met 5 (five) times during the Financial Year under review and the gap between 2 (two) consecutive meetings did not exceed 120 (one hundred and twenty) days as stipulated under Section 173(1) of the Act and Regulation 17(2) of the SEBI Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India.

c) Number of Board Meetings, Attendance of the Directors at Meetings of the Board and the Annual General Meeting

Sl. No.	Date of Board Meeting	Total Number of Directors associated as on the date of the meeting	Attendance	
			Number of Directors attended	% of Attendance
1	May 09, 2024	8	8	100%
2	July 29, 2024	8	8	100%
3	October 28, 2024	8	8	100%
4	December 03, 2024	8	8	100%
5	January 29, 2025	8	8	100%

The attendance of the Directors at these meetings is mentioned in the table below:

Name of the Director	No. of Board Meetings which the Director was entitled to attend	No. of Board Meetings attended	% of Attendance	Attendance at the 17th AGM
Mr. Ajit Isaac	5	5	100%	Yes
Mr. Guruprasad Srinivasan	5	5	100%	Yes
Mr. Chandran Ratnaswami	5	5	100%	No
Mr. Gopalakrishnan Soundarajan	5	5	100%	Yes
Mr. K. R. Girish	5	5	100%	Yes
Mr. Gaurav Mathur	5	5	100%	Yes
Ms. Revathy Ashok	5	5	100%	Yes
Mr. Sanjay Anandaram	5	5	100%	Yes

The Board meetings were held at the Registered and Corporate Office of the Company in Bengaluru with the facility of video conferencing, which was availed by a few Board members as per their convenience. The necessary quorum was present for all the Board meetings. All material information was circulated to all the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of the SEBI Listing Regulations. To enable the Board to discharge its responsibilities effectively and make informed decisions, the management apprises the Board through a presentation at every meeting on the Company's overall performance.

The Company is in compliance with the provisions of the SEBI Listing Regulations pertaining to the convening of the Board Meeting, publication of the results, etc. The

information is also made available to the investors on the website of the Company at <https://www.quesscorp.com/investor-other-information/>. The Board periodically reviews the compliance reports of all laws applicable to the Company.

In addition to the formal meetings, interactions outside the Board meetings also take place between the Chairperson and the Independent Directors and with other Directors. As part of the Company's governance practices, the Independent Directors meet with the Statutory Auditors in a separate meeting before each quarterly Audit Committee Meeting to discuss the audit process.

The details of the Directors, including the directorships held by them in other listed companies and their committee memberships/ chairpersonships in other public companies, are listed in the table below:

Sl. No.	Name & Designation of Director	Category of Director	DIN	Number of Directorships in Public Companies (including Quess) ⁽¹⁾	Number of Chairmanship / Membership held in Committees of Public Companies ⁽²⁾ (including Quess)		Name of Indian Listed Entities including this Listed Entity where the person is a Director	Category of Directorship
					Chairman	Member ⁽³⁾		
1.	Mr. Ajit Isaac (Chairman)	Non-Independent, Non-Executive	00087168	4	1	2	Quess Corp Limited	Non-Executive, Chairperson
							Alldigi Tech Limited	Non-Executive Chairperson
2.	Mr. Guruprasad Srinivasan (Executive Director & Group CEO)	Executive	07596207	4	-	-	Quess Corp Limited	Executive Director & Group CEO
							Alldigi Tech Limited	Non-Executive, Non-Independent
3.	Mr. Chandran Ratnaswami	Non-Executive, Non-Independent	00109215	4	-	2	Quess Corp Limited	Non-Executive, Non-Independent
							Thomas Cook (India) Limited	Non-Executive, Non-Independent
4.	Mr. Gopalakrishnan Soundarajan	Non-Executive, Non-Independent	05242795	8	-	3	Quess Corp Limited	Non-Executive, Non-Independent
							Thomas Cook (India) Limited	Non-Executive, Non-Independent
							Go Digit General Insurance Limited	Non-Executive, Non-Independent
							IIFL Finance Limited	Non-Executive, Non-Independent
5.	Mr. K. R. Girish	Non-Executive, Independent	07178890	2	3	3	Quess Corp Limited	Non-Executive, Independent
							Pelatro Limited	Non-Executive, Independent
6.	Mr. Gaurav Mathur	Non-Executive, Independent	00016492	1	-	1	Quess Corp Limited	Non-Executive, Independent

Sl. No.	Name & Designation of Director	Category of Director	DIN	Number of Directorships in Public Companies (including Quess) ⁽¹⁾	Number of Chairmanship / Membership held in Committees of Public Companies ⁽²⁾ (including Quess)		Name of Indian Listed Entities including this Listed Entity where the person is a Director	Category of Directorship
					Chairman	Member ⁽³⁾		
7.	Ms. Revathy Ashok	Non-Executive, Independent	00057539	10	5	10	Quess Corp Limited	Non-Executive, Independent
							Astrazeneca Pharma India Limited	Non-Executive, Independent
							Sansera Engineering Limited	Non-Executive, Independent
							Barbeque-Nation Hospitality Limited	Non-Executive, Independent
							360 One Wam Limited	Non-Executive, Independent
8.	Mr. Sanjay Anandaram	Non-Executive, Independent	00579785	3	1	6	Quess Corp Limited	Non-Executive, Independent
							Alldigi Tech Limited	Non-Executive, Independent

Notes:

(1) Mentioned as per the Financial Year ended March 31, 2025.

(2) Board Committee's membership includes membership of the Audit Committee and the Stakeholders' Relationship Committee in public limited companies, whether listed or not.

(3) Membership includes Chairpersonship.

d) Equity shares held by Directors in the Company as on March 31, 2025

Name of the Director	No. of equity shares held
Mr. Ajit Isaac	1,78,96,832
Mr. Guruprasad Srinivasan	2,10,628

e) Directors with pecuniary relationships or business transactions with the Company

The Executive Director had received salary, perquisites, and allowances, and the Non-Executive Independent Directors had received sitting fees for attending meetings of the Board and Committees and commission as approved by the Board and the Members of the Company under the Act, as applicable.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board, and the interested Directors neither participate in the discussion nor vote on such matters.

f) Board qualifications, expertise, and attributes

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board has an optimum combination of Executive and

Non-Executive Directors, with 50% of the Board comprising Independent Directors. The Nomination and Remuneration Committee ('NRC'), along with the Board, identifies the right candidate with the right qualities, skills, and experience required for an individual member and the Board as a whole.

Members are expected to possess the required qualifications, integrity, expertise, and experience for the position. Members should also have deep expertise and insights in sectors/areas relevant to the Company, and the ability to contribute to the Company's growth.

In case of appointment of Independent Directors, NRC satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively and ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013.

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank. In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

The Board comprises qualified members who possess the required skills, expertise, and competencies that allow them to make effective contributions to the Board and its Committees. The following skills/ expertise/ competencies have been identified for the effective functioning of the Company and are currently available to the Board:



Corporate Strategy and Capital Allocation

Experience in developing long-term strategies to grow consumer/business, consistently, profitably, competitively, and in a sustainable manner in diverse business environments and changing economic conditions.



Corporate and Board Governance

Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests, and the Company's responsibilities towards customers, employees, suppliers, regulatory bodies, and the communities in which it operates.



Global Business Management

Experience in driving business success in global markets, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities.



Services Business Management

Service on a board of a public company to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.



Technology-led Transformation

A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models, intellectual property in the information technology domain, and knowledge of technology trends, including BCP and digital transformation of services.



Finance and Risk Management Professional

Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management and financial reporting processes, or experience in actively supervising a person performing similar functions.

Experience in identifying and evaluating the significant risk exposures to the business strategy of the Company and assessing the management's actions to mitigate the strategic, legal and compliance, and operational risk exposures.



Environment, Sustainability and Governance (ESG)

Experience in leading the sustainability and ESG visions of organisations, to be able to integrate these into the strategy of the Company.

While all the Board members possess the skills identified, their core areas of expertise are given below:

Name of the Director	Corporate strategy & capital allocation	Corporate and Board Governance	Global Business Management	Services Business Management	Technology-led transformation	Finance and risk management professional	Environment, Sustainability and Governance
Mr. Ajit Isaac	✓	✓	✓	✓	✓	✓	✓
Mr. Guruprasad Srinivasan	✓	✓	✓	✓	✓	✓	✓
Mr. Chandran Ratnaswami	✓	✓	✓		✓	✓	
Mr. Gopalakrishnan Soundarajan	✓	✓	✓		✓	✓	
Ms. Revathy Ashok	✓	✓		✓	✓	✓	✓
Mr. Sanjay Anandaram	✓	✓	✓	✓	✓	✓	✓
Mr. K. R. Girish	✓	✓		✓	✓	✓	
Mr. Gaurav Mathur	✓	✓		✓	✓	✓	

g) Meeting of Independent Directors

As stipulated under Section 149(8) read with Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations, separate meetings of the Independent Directors were held on January 28, 2025, and March 24, 2025, without the presence of Non-Independent Directors and members of the management to inter-alia discuss matters pertaining to:

- The performance of the Chairperson of the Company, taking into account the views of Executive and Non-Executive Directors;
- The performance of the Non-Independent Directors and the Board as a whole; and
- The quality, quantity, and timeliness of the flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction with the Board's freedom to express views on matters transacted at meetings and the manner in which the management discusses various subject matters specified in the agenda of the meetings. The suggestions made by the Independent Directors were discussed at the Board Meeting and implemented.

The Company has issued formal letters of appointment to all the Independent Directors of the Company in the manner as provided in

the Act, including the tenure of appointment. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

The evaluation of Independent Directors is done by the entire Board of Directors of the Company, which includes:

- Performance of such directors; and
- Fulfilment of the independence criteria and their Independence from the management.

Familiarization Programme

The Independent Directors play a pivotal role in upholding corporate governance norms and ensuring fairness in decision-making. Being experts in various fields, they also bring independent judgment on matters of strategy, risk management, controls, and business performance. At the time of appointing a new Independent Director, a formal letter of appointment is given to the director, inter alia, explaining their roles, duties, and responsibilities. The Directors, at the time of their appointment, are provided with information about the Company and its organizational structure, business model, vision and values, latest published results, and internal policies to familiarise them with the Company's procedures and practices.

Further, immediate updates on significant issues, if any, are provided to all the Directors immediately

on the occurrence of such an event. Periodical presentations are made to the Independent Directors on the Company's strategies and business plans. The Independent Directors are also regularly informed about material regulatory and statutory updates affecting the Company. The details of such familiarisation programme are uploaded on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

The above initiatives help the Directors to understand Quess, the business, and the regulatory framework in which the Company operates and equip them to effectively discharge their roles and responsibilities as Directors of the Company.

The Company is compliant with Regulation 25(7) of the SEBI Listing Regulations.

h) Agenda for the meetings and information furnished to the Board

Information is provided to the Board Members on a continuous basis for their review, input, and approval from time to time. More specifically, the annual strategic plan and operating plans of the business of the Company are presented to the Board for their review, input, and approval. Likewise, the quarterly financial results and annual financial statements are first presented to the Audit Committee and subsequently to the Board of Directors for their approval. Besides, specific cases of acquisitions, important managerial decisions, and statutory matters are presented to the respective Committees of the Board and later, with the recommendation of the Committees to the Board for their approval, as applicable. During the year, the Board of Directors accepted all recommendations of the Committees of the Board of Directors, which are mandatorily required to be made.

Information to the Directors is submitted along with the agenda papers well before the Board meeting by the Company Secretary. A detailed agenda is sent to each Director at least 7 (seven) days before the Board and Committee meetings. All material information is incorporated in the agenda along with the supporting documents and relevant presentations. Where it is not practicable to attach a particular document to the agenda, the same is tabled at the meeting with specific reference to this effect in the agenda. Additional or supplementary item(s) on the agenda are permitted in special and exceptional circumstances.

The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. All information, except the unpublished

price sensitive information (which is circulated at a shorter notice than the period prescribed under the Secretarial Standard on Meetings of the Board of Directors), is given to the Directors well in advance of the Board and the Committee meetings.

i) Code of Business Conduct & Ethics

The Company has adopted a Code of Business Conduct & Ethics ('the Code') which is applicable to the Board of Directors and all the employees of the Company. The Board of Directors and the members of the Senior Management Personnel of the Company are required to affirm the Annual Compliance with this Code. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Executive Director and Group CEO of the Company to this effect is placed at the end of this report.

Pursuant to the Code, the Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in a professional, courteous and respectful manner.

The Code is displayed on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

j) Conflict of Interests

Each Director informs the Company annually about the Board and Committee positions, including Chairmanships, that she/he hold in other entities, as well as any changes that occur throughout the year. The Members of the Board avoid conflicts of interest in the decision-making process while performing their duties. The Members of the Board refrain from discussing or voting on transactions in which they are concerned or have an interest. The Members of the Management Committee have made the disclosure to the Board of Directors relating to transactions with a potential conflict of interest with the Company. There was no material, financial, or commercial transaction between the Company and Members of the Management Committee that may have a potential conflict with the interest of the Company at large.

k) Code of Conduct for Prevention and Prohibition of Insider Trading

The Company has adopted 'Code of Conduct for Prevention and Prohibition of Insider Trading' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations'), as amended from time to time. The Code, inter alia, lays down the procedures to be followed by the Designated Persons (DPs) while trading/dealing in

the securities of the Company and while sharing Unpublished Price Sensitive Information ('UPSI'). This Code includes the obligations and responsibilities of DPs, obligation to maintain the structured digital database, mechanism for prevention of insider trading and handling of UPSI, process to familiarise with the sensitivity of UPSI, transactions which are prohibited and manner in which permitted transactions in the securities of the Company shall be carried out, etc.

A report on insider trading, covering trading by the DPs and various initiatives/ actions taken by the Company under the SEBI PIT Regulations, is also placed before the Audit Committee on a quarterly basis.

The Company periodically circulates informative e-mails along with the FAQs on Insider Trading Code, Do's and Don'ts, etc., to the employees of the Company to familiarize them with the provisions of the Code. The Company also conducts frequent workshops/training sessions to educate and sensitise the employees/Designated Persons.

The Company has also formulated the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in compliance with the PIT Regulations. This Code is displayed on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

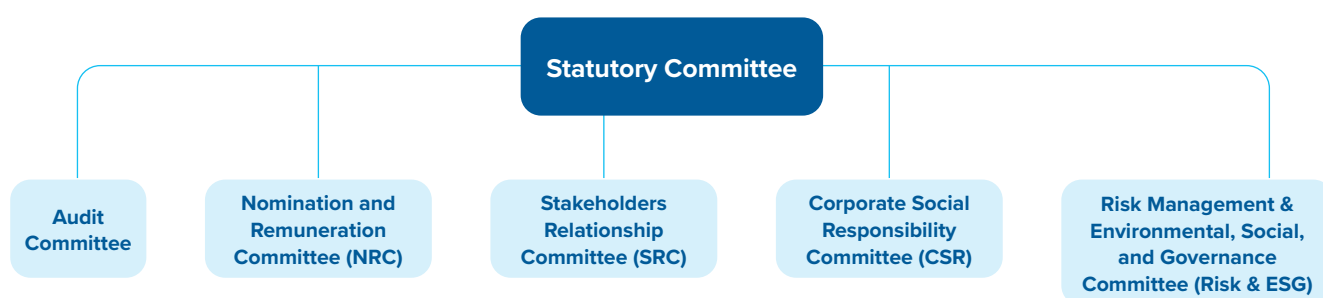
III. Committees of the Board

The Board of Directors has constituted various Committees to focus on specific areas and to make informed decisions within their authority. Each Committee is directed by its charter and/or policy, which outlines its scope, roles, responsibilities, and powers. All the decisions and recommendations of the Committee are placed before the Board for their approval.

The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles. The minutes of the meetings of all the Committees are placed before the Board for review. The Company's guidelines relating to Board meetings are applicable to the Committee meetings as far as practicable.

With a view to have a more focused attention on business and for better governance and accountability, the Board has 8 (eight) committees, which comprises of 5 (five) statutory committees and other 3 (three) are non-statutory committees in line with the requirements of Act and SEBI Listing Regulations, details of which are as follows:

- a) Audit Committee;
- b) Nomination and Remuneration Committee (NRC);
- c) Stakeholders Relationship Committee (SRC);
- d) Corporate Social Responsibility Committee (CSR);
- e) Risk Management & Environmental, Social, and Governance Committee (Risk & ESG);
- f) Administration and Investment Committee;
- g) Share Transfer Committee; and
- h) Demerger Committee.



The Composition of these committees as on March 31, 2025, is as follows –

Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee	Risk Management & Environmental, Social, and Governance Committee	Share Transfer Committee**	Administration & Investment Committee	Demerger Committee**
Mr. K. R. Girish (Chairperson)	Ms. Revathy Ashok (Chairperson)	Mr. Sanjay Anandaram (Chairperson)	Ms. Revathy Ashok (Chairperson)	Mr. Ajit Isaac (Chairperson)	Mr. Guruprasad Srinivasan (Chairperson)	Mr. Guruprasad Srinivasan (Chairperson)	Mr. Ajit Isaac (Chairperson)
Ms. Revathy Ashok	Mr. Sanjay Anandaram	Ms. Revathy Ashok	Mr. Gaurav Mathur	Mr. Guruprasad Srinivasan	Mr. Ajit Isaac	Mr. Ajit Isaac	Mr. K. R. Girish
Mr. Sanjay Anandaram	Mr. Chandran Ratnaswami	Mr. Ajit Isaac	Mr. Ajit Isaac	Ms. Revathy Ashok	Mr. Kundan K Lal*	-	Mr. Guruprasad Srinivasan
Mr. Chandran Ratnaswami	-	-	-	Mr. Sanjay Anandaram	-	-	-
Mr. Gaurav Mathur	-	-	-	Mr. Kamal Pal Hoda#	-	-	-
Mr. Gopalakrishnan Soundarajan	-	-	-	Mr. Sushanth Pai^	-	-	-

Note:

* Company Secretary and Compliance Officer

Mr. Kamal Pal Hoda, stepped down as the Group Chief Financial Officer, and ceased to be a member of the Risk Management & Environmental, Social, and Governance (Risk & ESG) Committee w.e.f. April 01, 2025.

**The Share Transfer Committee and Demerger Committee have been dissolved w.e.f. May 19, 2025.

^ Mr. Sushanth Pai was appointed as the Chief Financial Officer of the Company and was inducted as a member of the Risk & ESG Committee w.e.f. April 01, 2025.

Statutory Committee

A. Audit Committee

The Audit Committee of the Company functions in accordance with the requirements of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee considers matters which are specifically referred to it by the Board of Directors, besides considering the mandatory requirements of Regulation 18 read with Part C of Schedule II of SEBI Listing Regulations, and provisions of Section 177 of the Act. The brief description of the terms of reference of the Committee is given below:

Terms of reference of the Audit Committee

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- Recommending to the Board, the appointment, remuneration, and terms of appointment of the auditor of the Company;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process;
- Approval of payments to statutory auditors for any other services rendered by statutory auditors;
- Reviewing with the management, the annual financial statements and the auditor's report

thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Modified Opinion(s) in the draft audit report.
- Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 - Scrutiny of inter-corporate loans and investments;

h) Valuation of undertakings or assets of the Company, wherever it is necessary; i) Evaluation of internal financial controls and risk management systems; j) Approval or any subsequent modification of transactions of our Company with related parties; k) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter; l) To review and functioning of the Vigil Mechanism/Whistle Blower mechanism: • Ensuring the establishment of a vigil mechanism for its Directors and employees to report genuine concerns; • Providing for adequate safeguards against mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases; • Ensuring that the existence of the vigil mechanism is appropriately communicated within the Company and also made available on the Company's website; • Overseeing the functioning of the vigil mechanism and the Whistle Blower mechanism, and decide on the matters reported thereunder; and • Ensuring that the interests of a person who uses such a mechanism are not prejudicially. m) Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems; n) Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit;	o) Discussion with Internal Auditors on any significant findings and follow up thereon; p) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board; q) Discussion with statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern; r) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors; s) Approval of appointment of the chief financial officer after assessing the qualifications, experience, and background, etc. of the candidate; t) Carrying out any other functions as mentioned in the terms of reference of the Audit Committee; u) Reviewing the utilisation of loans and/ or advances from / investment by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/ advances/ investments existing as on the date of coming into force of this provision; v) Review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively; w) Consider and comment on the rationale, cost benefits, and impact of schemes involving merger, demerger, amalgamation, etc. on the listed entity and its shareholders; x) To mandatorily review the following: a. The internal audit reports relating to internal control weaknesses; b. Management letters/letters of internal control weaknesses issued by the statutory auditors;

- c. The appointment, removal, and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- d. The statement of deviations:
 - (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- y) To investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice, and secure attendance of outsiders with relevant expertise, if it considers necessary.
- z) The Committee shall invite the finance director or head, head of internal auditor, and representative of the Statutory Auditor, and any other person may be invited, as deemed fit, by the Committee.

During the year under review, 4 (four) meetings of the Audit Committee were held on May 09, 2024, July 29, 2024, October 28, 2024, and January 29, 2025. The gap between 2 (two) Audit Committee meetings did not exceed 120 (one hundred and twenty) days.

Pursuant to Regulation 18 of the SEBI Listing Regulations, the Chairman of the Audit Committee is an Independent Director. The Chairman, Executive Director and Group Chief Executive Officer, Chief Financial Officer of the Company, who is responsible for the finance function, the Head of the Internal Audit, and representatives of the Internal Auditors and the Statutory Auditors are regularly invited to attend the meetings of the Audit Committee. All the members of the Audit Committee are financially literate and have management expertise.

Further, pursuant to the Regulation 18(1) of the SEBI Listing Regulations, Section 177 of the Act, and the Secretarial Standards, Mr. K. R. Girish, the Chairman of the Committee, was present at the last AGM of the Company, held on September 16, 2024, to answer the shareholder queries.

The Company Secretary and Compliance Officer is the Secretary to the Audit Committee.

The composition of the Committee and attendance details

The composition of the Committee and attendance details of the Members for the year ended March 31, 2025 are given below:

Sl. No.	Name of Members	Category	Position	No. of Meeting(s) which the Director was entitled to attend	No. of Meeting(s) attended	% of Attendance
1	Mr. K. R. Girish	ID	Chairperson	4	4	100%
2	Ms. Revathy Ashok	ID	Member	4	4	100%
3	Mr. Sanjay Anandaram	ID	Member	4	4	100%
4	Mr. Chandran Ratnaswami	NED	Member	4	4	100%
5	Mr. Gaurav Mathur	ID	Member	4	4	100%
6	Mr. Gopalakrishnan Soundarajan	NED	Member	4	4	100%

ID: Independent Director, NED: Non-Executive Director

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) functions in accordance with the provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations. As per the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the NRC of the Company acts as the Compensation Committee for administration of the Employee Stock Option Plan. The NRC has been vested with the authority to recommend nominations for Board Membership, succession planning for the Senior Management and the Board, develop and

recommend policies with respect to composition of the Board commensurate with the size, nature of the business and operations of the Company, establish criteria for selection of Board Members with respect to competencies, qualifications, experience, track record, integrity, devise appropriate succession plans and determine overall compensation policies of the Company.

The NRC has conducted a performance evaluation of individual Directors. This assessment was carried out through structured questionnaires designed to gather feedback on various aspects of Board functioning, including the adequacy of the Board and

the Committee composition, the overall Board culture, and the execution of specific duties, responsibilities, and governance practices. The performance evaluation was based on the responses received from all the Directors. The brief description of the terms of reference of the Committee is given below:

Terms of Reference of the NRC

- a) Formulate the criteria for determining qualifications, positive attributes, and independence of a director and recommend to the Board, a policy relating to the remuneration of the directors, key managerial personnel, and other employees;
- b) Formulation of criteria for evaluation of the performance of Independent Directors and the Board;
- c) Devising a policy on Board Diversity;
- d) Identify persons who are qualified to become directors and who may be appointed in senior management/ KMP in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of the performance evaluation of the independent directors;
- f) Analysing, monitoring, and reviewing various human resource and compensation matters;
- g) Determining our Company's policy on specific remuneration packages for executive directors, including pension rights and any compensation payment, and determining remuneration packages of such directors;
- h) Recommend to the Board all remuneration, in whatever form, payable to directors and senior management;
- i) To satisfy itself with regard to succession planning, that the processes and plans are in place with regard to the Board & senior management;
- j) Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market related, usually consisting of fixed and variable components;
- k) Reviewing and approving compensation strategy from time to time in the context of the current Indian market in accordance with applicable laws;
- l) To perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- m) To perform such functions or duties as may be prescribed under the Companies Act, 2013, the SEBI Listing Regulations, and any other applicable laws from time to time, and discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

During the year under review, 3 (three) meetings of the NRC were held on May 09, 2024, September 25, 2024, and January 29, 2025.

The Company Secretary and Compliance Officer is the Secretary to the NRC.

The composition of the Committee and attendance details

The composition of the Committee and attendance details of the Members for the year ended March 31, 2025, are given below:

Sl. No.	Name of Members	Category	Position	No. of Meeting(s) which the Director was entitled to attend	No. of Meeting(s) attended	% of Attendance
1	Ms. Revathy Ashok	ID	Chairperson	3	3	100%
2	Mr. Sanjay Anandaram	ID	Member	3	3	100%
3	Mr. Chandran Ratnaswami	NED	Member	3	3	100%

ID: Independent Director, NED: Non-Executive Director

Performance evaluation of the Board, Committees, and Directors

The Company understands the requirement of an effective evaluation process and accordingly conducts the Performance Evaluation every year, through a structured evaluation process, in respect of the following:

- i. Board as a whole.
- ii. Committees of the Board of Directors.
- iii. Individual Directors, including the Chairman of the Board of Directors.

In compliance with the provisions of Section 178 of the Act, the SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI, the Company has carried out a Performance Evaluation process internally, through self-evaluation questionnaires, for the Board, Committees of the Board, Individual Directors including the Chairman of the Board of Directors for the Financial Year ended March 31, 2025. During the year under review, the Company has complied with all the criteria of Evaluation as envisaged in the relevant SEBI Circular.

Board and Individual Directors

The parameters for performance evaluation of the Board includes composition of the Board, the process for appointment to the Board, succession planning, handling critical and dissenting suggestions, attention to Company's long term strategy, evaluation of the governance levels of the Company, quality of discussions at the meeting, reviewing Management's Performance, working in the interests of all the stakeholders of the Company, etc.

The parameters of the performance evaluation process for Directors, inter alia, includes effective participation in the meetings of the Board, understanding the roles and responsibilities, domain knowledge, attendance of Director(s), maintaining confidentiality, openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion, maintaining relationships of mutual trust and respect with the Board members, acting in good faith and in the interests of the Company as a whole, etc. Independent Directors were evaluated by the entire Board with respect to fulfillment of independence criteria as specified in the SEBI Listing Regulations and Companies Act, 2013, and their Independence from the Management.

Additional criteria for evaluation of the Chairman of the Board include the ability to co-ordinate Board discussions, the effectiveness of leadership, impartiality, commitment, steering the meeting effectively, seeking views, and dealing with dissent, etc.

Executive Director & CEO

The NRC evaluates the performance of the Executive Director & CEO by setting his Key Performance Objectives at the beginning of each financial year. The Committee ensures that his Key Performance Objectives are aligned with the immediate and long-term goals of the Company. In addition, the performance of the Executive Director vis-à-vis the Performance Objectives/Parameters set at the beginning of the financial year is also reviewed by the Committee during the year.

Committees of the Board

The performance evaluation of the committee included aspects like degree of fulfilment of key responsibilities as outlined by the charter, adequacy of committee composition, effectiveness of discussions at the Committee meetings, quality of deliberations at the meetings, and information provided to the Committee. The overall performance evaluation exercise was completed to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward. Based on the outcome of the performance evaluation exercise, areas have been identified for the Board to engage with, and the same would be acted upon.

The Directors carry out the aforesaid Performance Evaluation in a confidential manner and provide their feedback on a rating scale of 1-3. Duly completed formats were sent to the Chairman of the Board and the Chairman/ Chairperson of the respective Committees of the Board for their consideration. The Chairperson(s) of the respective Committees, based on feedback received from the Committee members on the outcome of the performance evaluation exercise of the Committee, shared a report with the Board.

As part of the evaluation process, Directors were prompted to share suggestions towards enhancing Board effectiveness by the Board and the management. As an outcome of the evaluation process, the Board was suggested to spend more time on the Company's strategic plans.

The Board, Chairman, and Members were appreciated for demonstrating strong governance, thoughtful risk management, and a deep understanding of the Company's strategic priorities.

Succession Planning

The NRC reviews the succession planning mechanism, which focuses on orderly succession for the Board members, including the CEO, and one level below the Board and other key employees, and updates the Board about the same on a periodical basis. The Board of Directors are satisfied that plans are in place for orderly succession for the appointment of Board members and other senior management.

Policy on Nomination, Removal, Remuneration, and Board Diversity

In compliance with the provisions of Section 178 of the Act and rules framed thereunder, and Regulation 19(4) of the SEBI Listing Regulations, the Board of Directors of the Company has adopted a Nomination and Remuneration Policy for the Directors, Key

Managerial Personnel ('KMPs'), Senior Management Personnel ('SMPs'), Functional Heads and other employees of the Company. The Policy provides for criteria and qualifications for appointment of Directors, KMPs and SMPs, remuneration paid/payable to them, Board diversity, etc. The said policy has been uploaded on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

The Non-Executive, Independent Directors are paid sitting fees for attending the Board and Committees meetings within the limits laid down by the Act, read with relevant rules made thereunder. The Non-Executive Directors/ Independent Directors do not have any material pecuniary relationship or transactions with the Company which has the potential conflict with the interest of the organisation at large. During the Financial Year 2024-25, the Company has paid sitting fees of ₹ 75,000/- per Board Meeting and ₹ 25,000/- for each Committee

Meeting to the Independent Directors for attending the meetings of the Board and Committees.

The remuneration for the Executive Director & Group CEO and other senior officials consists of fixed and variable components. On the recommendation of NRC, the remuneration paid/payable by way of salary, perquisites and allowances (fixed component), incentive and/or commission (variable components), to its Executive Director was within the limits prescribed under the Act, and was approved by the Board and by the Members in the General Meeting. Further, the eligible employees have been granted Restricted Stock Units (RSUs) under the Quess Stock Ownership Plan-2020 as recommended and approved by the NRC.

The Commission payable to the Independent Directors is as decided by the Board and approved by the Shareholders, the sum of which does not exceed 1% of the net profits for the year, calculated as per the provisions of the Act.

The following are the details of the remuneration paid to the Directors for the Financial Year 2024-25:

(₹ in million)

Sl. No.	Name of the Director	Sitting Fees	Salary and Perquisites (excluding ESOP/RSUs)	Commission/ Incentives	Total
1.	Mr. Ajit Isaac	-	-	-	-
2.	Mr. Guruprasad Srinivasan*	-	16.56	36.92	53.48
3.	Mr. Chandran Ratnaswami	-	-	-	-
4.	Mr. Gopalakrishnan Soundarajan	-	-	-	-
5.	Mr. K. R. Girish	0.48	-	0.75	1.23
6.	Mr. Gaurav Mathur	0.50	-	0.75	1.25
7.	Ms. Revathy Ashok	0.63	-	0.75	1.38
8.	Mr. Sanjay Anandaram	0.60	-	0.75	1.35

*Mr. Guruprasad Srinivasan's ESOPs/RSUs value for Financial Year 2024-25 was ₹ 30.13 million.

During the year under review, the Company has not advanced loans to any of its Directors.

C. Stakeholders Relationship Committee

The Stakeholders Relationship Committee (SRC) of the Company functions in accordance with the provisions of Section 178(5) of the Act and Regulation 20 of the SEBI Listing Regulations.

The SRC deals with stakeholder relations and share/debenture holders' grievances, including matters related to non-receipt of the Annual Report, non-receipt of the declared dividend, and other such issues as may be raised by them from time to time. It ensures that investor grievances/ complaints/ queries are redressed in a timely manner and to the satisfaction of the investors. In addition, the Committee oversees the performance of the Registrar and Share Transfer Agents of the Company

relating to investor services. The brief description of the terms of reference of the Committee is given below:

Terms of Reference of the SRC

- Resolving the grievances of the security holders of the listed entity, including complaints related to transfer/ transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.;
- Review of measures taken for the effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various

services being rendered by the Registrar and Share Transfer Agent;

- d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring the timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- e) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover, and any other covenants;
- f) To oversee statutory compliance relating to all the securities issued, including but not limited to dividend payments, transfer of unclaimed dividend amounts / unclaimed shares to the IEPF;
- g) To monitor and review any investor grievances received by the Company through SEBI, BSE, NSE, or SCORES and ensure its timely and speedy resolution, in consultation with the

Company Secretary & Compliance officer and Registrar and Share Transfer Agent of the Company;

- h) To review the Annual Internal Audit Report from the Registrar and Share Transfer agent pursuant to the SEBI Circular dated April 20, 2018, together with the audit observations and action taken report;
- i) To delegate its roles and responsibilities jointly/severally to the Key Managerial Personnel (including the Compliance Officer under the SEBI Listing Regulations) of the Company;
- j) To carry out any other function as referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable.

During the year under review, 1 (one) meeting of the SRC was held on April 23, 2024.

The Company Secretary and Compliance Officer is the Secretary to the SRC.

The composition of the Committee and attendance details

The composition of the Committee and attendance details of the Members for the year ended March 31, 2025, are given below:

Sl. No.	Name of Members	Category	Position	No. of Meeting(s) which the Director was entitled to attend	No. of Meeting(s) attended	% of Attendance
1	Mr. Sanjay Anandaram	ID	Chairperson	1	1	100%
2	Ms. Revathy Ashok	ID	Member	1	1	100%
3	Mr. Ajit Isaac	NED	Member	1	1	100%

ID: Independent Director, NED: Non-Executive Director

Investor grievances and queries

The queries received and resolved to the satisfaction of the investors during the Financial Year 2024-25 are:

Particulars	Complaints
Remaining unsolved at the beginning of the year	-
Received during the year	5
Disposed during the year	5
Number of complaints not solved to the satisfaction of shareholders	-
Remaining unsolved at the end of the year	-

SEBI Complaints Redress System (SCORES)

The shareholders/investors' complaints are processed through a centralized web-based complaints redressal system, SCORES. This enables the Company to have a centralised database of all the complaints received, online upload of the Action Taken Reports (ATRs) by the Company, online viewing by investors of actions taken on the complaint, and the current status is updated/resolved electronically in the SEBI SCORES system.

During the year under review, the Company had received 2 (two) complaints through SEBI SCORES, and the same have been resolved, and an Action Taken Report has been filed with the authority for the same.

D. Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee of the Company functions in accordance with Section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and amendments thereof.

The Board has adopted a CSR Policy, according to the recommendations of the CSR Committee. It formulates the guidelines for undertaking programs that ensure the sustainable development of the community. It encompasses all the CSR activities undertaken by the group and works towards the benefit of women, children, and the Community as a whole.

The CSR Policy of the Company is available on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

The terms of reference of the CSR Committee are in line with the provisions of Section 135 of the Companies Act, 2013, which inter alia includes the following:

Terms of Reference of the CSR Committee

- a) Formulate and recommend to the Board a Corporate Social Responsibility Policy ('CSR Policy') and the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- b) Identifying the areas of CSR activities;
- c) Recommending the amount of expenditure to be incurred on the identified CSR activities;
- d) Implementing and monitoring the CSR Policy from time to time;
- e) Coordinating with Qess Foundation, CareWorks Foundation, or other such agencies in implementing programs and executing initiatives as per the CSR Policy of the Company and Annual Action Plans approved by the Committee/ Board;

- f) Reporting progress of various initiatives and making appropriate disclosures on a periodic basis;
- g) Formulate and recommend to the Board, CSR budget and annual action plan in pursuance of its CSR policy;
- h) Review regularly and making recommendations about changes to the charter of the Committee;
- i) The Committee shall oversee the process of joint CSR efforts in case of collaboration with other company(ies) to ensure that the Company can meet its reporting obligations in this regard;
- j) The Committee shall monitor the administrative overheads in pursuance of CSR activities or projects, or programs so that they do not exceed the prescribed thresholds;
- k) The Committee shall formulate the necessary monitoring mechanism to enable the Board to satisfy itself that the funds disbursed for CSR activities or projects or programs have been utilized for the purposes and in the manner as approved by it;
- l) Disclosures of reasons in the Board's Report, towards unspent CSR amount, and adherence to the necessary compliances as prescribed under the Act;
- m) To ensure that the surplus fund that arises from the CSR activities shall not form part of the business profit and shall only be utilized in accordance with the regulatory provisions of the Companies Act, 2013; and
- n) To perform such functions or duties as may be prescribed under the Companies Act, 2013, SEBI Listing Regulations, and any other applicable laws from time to time, and discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

During the year under review, 1 (one) meeting of the CSR Committee was held on May 08, 2024.

The Company Secretary and Compliance Officer is the Secretary to the CSR Committee.

The composition of the Committee and attendance details

The composition of the Committee and attendance details of the Members for the year ended March 31, 2025, are given below:

Sl. No.	Name of Members	Category	Position	No. of Meeting(s) which the Director was entitled to attend	No. of Meeting(s) attended	% of Attendance
1	Ms. Revathy Ashok	ID	Chairperson	1	1	100%
2	Mr. Gaurav Mathur	ID	Member	1	1	100%
3	Mr. Ajit Isaac	NED	Member	1	1	100%

ID: Independent Director, NED: Non-Executive Director

E. Risk Management & Environmental, Social, and Governance Committee

The Risk Management & Environmental, Social, and Governance (Risk & ESG) Committee of the Company functions in accordance with Regulation 21 of the SEBI Listing Regulations. The Committee meets at least twice a year or at frequent intervals depending upon the requirements.

The Board at its meeting held on May 19, 2025, has delegated oversight of ESG related activities to the Risk Management Committee and renamed it as "Risk Management & Environmental, Social, and Governance Committee (Risk & ESG Committee).

The primary responsibility of the Risk & ESG Committee is to assist the Board in monitoring and reviewing the risk management plan, the implementation of the risk management framework of the Company, and cybersecurity.

The terms of reference of the Risk & ESG Committee are in line with the provisions of Regulation 21 of the SEBI Listing Regulations. The brief description of the terms of reference of the Committee is given below:

Terms of Reference of the Risk & ESG Committee

- To evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing);
- To coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g., internal or external audit issues relating to risk management policy or practice);
- To make regular reports/ recommendations to the Board;

- To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks, or any other risk as may be determined by the Committee.
 - Measures for risk mitigation, including systems and processes for internal control of identified risks.
 - Business continuity plan.

- To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company;

- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- To keep the Board of Directors informed about the nature and content of its discussions, recommendations, and actions to be taken;

- The appointment, removal, and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

- To seek information from any employee, obtain outside legal or other professional advice, and secure attendance of outsiders with relevant expertise, if it considers necessary;

- k) Review Sustainability initiatives of the Company and provide guidance on aspects of sustainability policies and programs, including environmental sustainability, climate change, responsible sourcing, biodiversity, energy & water conservation;
- l) Overseeing the Company's initiatives and reviewing the risk and opportunities related to Environmental, Social, and Governance ('ESG');
- m) To review any statutory reporting relating to sustainability initiatives, e.g., Business Responsibility and Sustainability Report (BRSR);
- n) Monitor implementation and execution of ESG related initiatives and policies;
- o) To monitor timely performance and progress made on ESG parameters;
- p) Identify and recommend to the Board and other Committees, the emerging risks related to ESG (including Climate change risk) and ascertain approaches to mitigate or adapt to the risks along with the financial implications of the same; and

- q) To perform such functions or duties as may be prescribed under the Companies Act, 2013, the SEBI Listing Regulations, and any other applicable laws from time to time, and discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

The Risk Management Policy is available on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

During the year under review, 2 (two) meetings of the Risk & ESG Committee were held on April 23, 2024, and November 12, 2024. The gap between 2 (two) consecutive meetings was not more than 210 (two hundred and ten) days.

The Company Secretary and Compliance Officer is the Secretary to the Risk & ESG Committee.

The composition of the Committee and attendance details

The composition of the Committee and attendance details of the Members for the year ended March 31, 2025, are given below:

Sl. No.	Name of Members	Category	Position	No. of Meeting(s) which the Director was entitled to attend	No. of Meeting(s) attended	% of Attendance
1	Mr. Ajit Isaac	NED	Chairperson	2	2	100%
2	Mr. Guruprasad Srinivasan	ED and Group CEO	Member	2	2	100%
3	Ms. Revathy Ashok	ID	Member	2	2	100%
4	Mr. Sanjay Anandaram	ID	Member	2	2	100%
5	Mr. Kamal Pal Hoda*	Group Chief Financial Officer	Member	2	2	100%

ID: Independent Director, NED: Non-Executive Director, and ED: Executive Director

**Mr. Kamal Pal Hoda stepped down from his position as the Group Chief Financial Officer, and ceased to be a Member of the Risk & ESG Committee w.e.f. April 01, 2025. Mr. Sushanth Pai has been appointed as the Chief Financial Officer and inducted as a member of the Risk & ESG Committee w.e.f. April 01, 2025.*

F. Share Transfer Committee

The Share Transfer Committee (STC) generally meets at regular intervals to approve, inter alia, the requests for transfer and transmission of shares.

There is no pending transfer or transmission of shares as on March 31, 2025. The brief description of the terms of reference of the Committee is given below:

Terms of reference of the STC

- a. Deletion of name of the deceased holder(s) of securities, where the securities are held in the name of two or more holders of securities;

- b. Transmission of securities to the legal heir(s), where the deceased holder of securities was the sole holder of securities;
- c. Transposition of securities, when there is a change in the order of names in which physical securities are held jointly in the names of two or more holders of securities;
- d. Transfer of securities, dematerialisation and re-materialisation of shares; and
- e. Issue of duplicate or split share certificates.

The processing activities with respect to requests received for share transfers were generally completed within three to five working days.

The Board of Directors at its meeting held on May 19, 2025, has dissolved the Share Transfer Committee and has delegated its roles and responsibilities to the Key Managerial Personnel (including the Compliance officer under SEBI Listing Regulations) of the Company.

IV. Particulars of Senior Management Personnel and changes since the close of the previous financial year

The particulars of Senior Management Personnel of the Company, including the changes therein during the year are provided below:

Name of Senior Management Personnel ('SMP')	Designation	Changes if any, during the year 2024-25 (Yes/ No)	Nature of changes and Effective date
Kamal Pal Hoda	Group Chief Financial Officer	No	Resigned w.e.f. April 01, 2025
Ruchi Ahluwalia	Group Chief People Officer	No	Resigned w.e.f. April 01, 2025
Sushanth Pai	Chief Financial Officer	No	Appointed w.e.f. April 01, 2025
Lohit Bhatia	President - India & Global Operations	No	-
Sunitha Karthikeyan	Senior Vice President & Head of HR	No	-
Kushal Maheshwari	Senior Vice President - Investor Relations and Strategic Finance	No	-
Kundan Kumar Lal	Senior Vice President & Company Secretary	No	-
Nitin Dave	Chief Executive Officer, Quess Staffing Solutions	No	-
Kapil Joshi	CEO - Quess IT Staffing	No	-
Tej Hans Raj Singh	Business Head - Digital Platform	No	-
Sanjay Balakrishna Shetty	CBO - Quess Recruitment and International Services	No	-
Mohit Mathur	Chief Business Officer – GCC	No	-

Note: Pursuant to the approval of the Composite Scheme of Arrangement, the above-mentioned Officials of the Company have been identified as the Senior Management Personnel.

V. General Body Meetings (Annual General Meeting)

a. Annual General Meeting ('AGM')

The details of the AGM convened during the last 3 (three) years are as follows:

Financial Year	Date	Time	Venue	Special resolutions
2023-24	September 16, 2024	03.30 P.M.	AGM held through Video Conferencing/ Other Audio-Visual Means	-
2022-23	September 26, 2023	03.30 P.M.	AGM held through Video Conferencing/ Other Audio-Visual Means	To continue the directorship of Mr. Chandran Ratnaswami (DIN: 00109215) as a Non-Executive Director of the Company beyond the age of 75 years.
2021-22	September 22, 2022	03.30 P.M.	AGM held through Video Conferencing/ Other Audio-Visual Means	-

b. Postal Ballot

During the Financial Year ended March 31, 2025, 1 (one) postal ballot was conducted for passing the following resolution:

Postal Ballot Notice dated January 29, 2025 (Date of declaration of results: March 11, 2025)

Sl. No.	Particulars of Resolution	Type of Resolution	No. of shares	No. of votes polled	% of votes polled on outstanding shares	Voting Details			
						Votes cast in favour		Votes cast against	
						No. of votes	%	No. of votes	%
1	To re-appoint Mr. Guruprasad Srinivasan (DIN: 07596207) as a Whole-Time Director designated as Executive Director and Group Chief Executive Officer of the Company and approval of the terms of remuneration	Ordinary	14,86,87,335	11,49,56,353	77.32%	11,31,35,413	98.42	18,20,940	1.58

No special resolution was proposed to be passed through postal ballot during the Financial Year 2024-25.

Person who Conducted the Postal Ballot Process

Mr. S. N. Mishra (FCS 6143/C.P. No. 4684), Proprietor, M/s. SNM & Associates, Practicing Company Secretary, Bengaluru, was appointed as the Scrutinizers to conduct the Postal Ballot process.

Procedure for Postal Ballot

In compliance with the provisions of the Companies Act, 2013, read with applicable Rules made thereunder, the Company provides an electronic voting (e-voting) facility to all its Members. The Company had engaged Central Depository Services (India) Limited (CDSL) for the purpose of providing a remote e-voting facility to all its Members.

The Company dispatches the postal ballot notices to its Members in electronic form to the email addresses registered with their Depository Participants and to their email address registered with the Company (in case of physical shareholding). The Company

also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date. Members exercising their votes by electronic mode are requested to vote before the close of business hours on the last date of e-voting. The scrutinizer submits his report to the Chairperson after the completion of scrutiny, and the consolidated results of voting by postal ballot are then announced by the Chairperson/any Director/ Company Secretary of the Company. The results are also displayed on the website of the Company at www.queesscorp.com, besides being communicated to the Stock Exchanges, Depositories & Registrar, and Share Transfer Agent. The date of declaration of Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

VI. Means of Communication with Shareholders

- a. **Quarterly Results:** Prior intimation of the Board Meeting to consider and approve Unaudited/Audited Financial Results of the Company is given to the Stock Exchanges and also disseminated on the website of the Company at www.quessecorp.com. The aforesaid Financial Results are intimated to the Stock Exchange(s) upon the approval of the same at the Board Meeting within the stipulated timeline. The Annual Audited Financial Statements are sent to every member of the Company in the prescribed manner. In terms of Regulation 10 of the SEBI Listing Regulations, the Company complies with the online filing requirements on the electronic platforms of BSE Limited (BSE), National Stock Exchange of India Limited (NSE), viz., BSE Listing Centre, NSE Electronic Application Processing System (NEAPS).
- b. **Newspapers:** The quarterly, half-yearly, and annual Financial Results of the Company are published in widely circulated in 1 (one) English language national daily newspapers circulating in the whole or substantially the whole of India and in 1 (one) daily newspaper published in the regional language 'Kannada'.
- c. **Website:** The website of the Company www.quessecorp.com, contains a dedicated section 'Investor Relations' which contains details/ information of interest to various stakeholders, including Financial Results, Shareholding Pattern, Press Releases, Company Policies, etc.
- d. **Press Releases:** Official Press Releases, including Press Releases on Financial Results of the Company, are disclosed to the Stock Exchanges and are also simultaneously hosted on the website of the Company.
- e. **Presentations to the institutional investors/ analysts:** All price sensitive information is promptly intimated to the Stock Exchanges before releasing to the media, other stakeholders, and uploading on the website of the Company. During the year under review, the Company made a presentation to the investors/analysts through a conference call. The details are also displayed on the website of the Company at www.quessecorp.com.
- f. **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redressal system. Centralised database of all complaints received, online upload of the Action Taken Reports (ATRs) by the Company, and online viewing by investors of actions taken on the complaint and its current status are updated/ resolved electronically in the SEBI SCORES system.
- g. **Annual Report:** The Annual Report is circulated to all the members of the Company and others entitled thereto in electronic and physical modes, as requested, is disseminated to Stock Exchanges, and uploaded on the website of the Company at www.quessecorp.com.

VII. General Shareholder Information

a. Annual General Meeting for FY25

Day, Date, and Time	Friday, August 29, 2025 at 3:30 PM (IST)
Venue*	Quess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bangalore, Karnataka, India, 560068
Financial Year	April 01, 2024 – March 31, 2025
Dividend Payment Date	On or before September 27, 2025
Record Date (Dividend)	Friday, August 08, 2025
Listed on Stock Exchanges	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 BSE Limited PJ Towers, Dalal Street, Mumbai- 400 001
Stock Code/ Symbol	NSE: QUESS BSE: 539978
International Securities Identification Number ('ISIN')	INE615P01015
Payment of Annual listing fees to the Stock Exchanges	Paid

**In terms of the MCA Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020, dated May 05, 2020 and other relevant circulars, the latest one being General Circular no. 09/2024 dated September 19, 2024 ('MCA Circulars'), the 18th AGM of the Company shall be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, the Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/ OAVM is annexed to the AGM Notice and available on the website of the Company at www.quessecorp.com.*

During the Financial Year ended March 31, 2025, the securities of the Company have not been suspended from trading on any of the stock exchanges where they are listed.

b. The Registrar and Share Transfer Agent:

The Company has appointed MUFG Intime India Private Limited as its Registrar and Transfer Agent (RTA) of the Company. All share transfers and related operations are conducted by the RTA, which is registered with the SEBI.

Contact Person	Address and Contact details
Ms. Surabhi Gangatirkar	MUFG Intime India Private Limited, (Formerly Link Intime India Private Limited) C 101, 247 Park, LBS Marg, Vikhroli West, Maharashtra, Mumbai – 400083 Tel: +91 810 811 6767 Fax: +91 022 49186060 Website: www.in.mpms.mufig.com E-mail: rnt.helpdesk@in.mpms.mufig.com

c. Share Transfer System

As on March 31, 2025, 99.77% of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company.

The RTA has put in place an appropriate Share Transfer System to ensure timely share transfers. Share transfers are registered within an average period of 15 (fifteen) days from the date of receipt, if the documents are clear in all respects. Requests for the dematerialisation of shares are processed and confirmation is given to the respective depositories, i.e., NSDL and CDSL, within 21 (twenty-one) days.

The SEBI, effective from April 01, 2019, barred the physical transfer of shares of the listed companies and mandated transfers only in dematerialised form. However, shareholders are not barred from holding shares in physical form. The SEBI vide its notification dated January 24, 2022, further notified that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Transfers of equity

shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

Shareholders holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details, and specimen signature for their corresponding folios. Shareholders may contact the RTA at rnt.helpdesk@in.mpms.mufig.com in this regard.

Updating KYC details

Efforts are underway to update the Permanent Account Number (PAN) and bank account details of the shareholder(s) as required by the SEBI. The regulator has mandated holders of physical securities to furnish PAN, KYC, and nomination details. Members are requested to submit PAN, KYC, and nomination details to the Company's registrars through the forms available with the RTA at www.in.mpms.mufig.com. The Company has sent communications in this regard to eligible shareholders.

Equity Shares in the Unclaimed Suspense Account

In terms of Regulation 39 of the SEBI Listing Regulations, details of the equity shares lying in the Unclaimed Suspense Account are as follows:

Particulars	No. of Shareholders	No. of Shares
Opening balance: Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year (i.e., April 01, 2024)	6	4,074
Less: Number of shareholders who approached the listed entity and their shares were transferred from the suspense account during the Financial Year 2024-25	0	0
Less: Number of shareholders whose shares were transferred from the suspense account to the IEPF during the Financial Year 2024-25	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year (i.e., March 31, 2025)	6	4,074

The Company confirms that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

d. Distribution of shareholding as on March 31, 2025

Particulars	No. of Shareholders	% of Total Shareholders	Total Shares	% of Total Shares
1 to 500	121,172	95.85	63,32,841	4.25
501 to 1,000	2,598	2.06	19,34,882	1.30
1,001 to 2,000	1,351	1.07	19,74,412	1.33
2,001 to 3,000	418	0.33	10,27,692	0.69
3,001 to 4,000	184	0.14	6,46,402	0.43
4,001 to 5,000	131	0.10	5,99,438	0.40
5,001 to 10,000	230	0.18	16,34,333	1.10
10,001 & above	330	0.26	13,47,68,541	90.50
Total	1,26,414	100.00	14,89,18,541	100.00

Distribution of Shareholding by ownership as on March 31, 2025

Category	No. of Equity Shares held	% of holding
Promoter & Promoter Group	8,48,64,211	56.99
Mutual Funds	1,18,78,855	7.98
FII & FPI & Foreign National & Foreign Banks, NRI Repatriable	2,20,82,246	14.83
Non-Resident Indians	1,18,83,40	0.80
Financial Institutions & Banks & AIFs & NBFCs	13,50,095	0.91
Insurance Companies	13,31,562	0.89
Retail (Individual & HUF)	2,36,20,530	15.86
Bodies Corporate / LLP	17,87,870	1.20
Clearing Members	352	0.00
Directors & relatives	2,11,246	0.14
Key Managerial Personnel & Employees	3,54,227	0.24
IEPF	79,772	0.05
Trust	1,69,200	0.11
Escrow Account	35	0.00
Total	14,89,18,541	100%

e. Dematerialization of Shares and liquidity

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. As on March 31, 2025, 14,85,90,750 equity shares representing 99.78% of the total equity share capital of the Company were held in dematerialised form.

Status of Dematerialization	No. of Shares	% of Total Shares
Shares held in NSDL	14,11,97,173	94.82%
Shares held in CDSL	73,93,577	4.96%
Shares held in Physical Form	3,27,791	0.22%
Total	14,89,18,541	100%

f. Outstanding GDRs/ ADRs/ Warrants/ Options or any Convertible instruments, conversion date, and likely impact on equity

The Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments in the past, and hence, as on March 31, 2025, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

g. Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities. Hence, the disclosure pursuant to the SEBI Circular dated November 15, 2018, is not required to be provided. For details of foreign exchange risk and hedging activities, please refer to the Management's Discussion and Analysis.

h. Plant locations/ Branch Offices

The Company had 27 (twenty-seven) branches in India and 8 (eight) branches outside India as on March 31, 2025.

i. Address for correspondence

Shareholders/ Investors may write to the Company at the following address:

Matters	Contact	Email	Address
For Corporate Governance and Other Secretarial related matters	Mr. Kundan K Lal Senior Vice President & Company Secretary	corporatesecretarial@quesscorp.com	Quess Corp Limited Registered Office Address: Quess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru– 560068, Karnataka, India
For Investor relations matters	Kushal Maheshwari Senior Vice President - Investor Relations	investor@quesscorp.com	Contact No: +91 080-49345666 Website: www.quesscorp.com

j. Credit Rating

The Company has received credit ratings from ICRA Limited concerning the Company's long-term and short-term fund-based limits. ICRA has assigned the credit ratings to the various instruments of the Company as provided below:

Instrument	Rating Action
Long-term – Fund-based Limits	[ICRA]AA ; continues on watch with Developing implications
Short-term – Non-fund Based Limits	[ICRA]A1+; continues on watch with Developing implications
Short-term – Interchangeable Limits	[ICRA]A1+; continues on watch with Developing implications
Commercial Paper (CP)	[ICRA]A1+; continues on watch with Developing implications

k. Reconciliation of the Share Capital Audit

In terms of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, reconciliation of the Share Capital Audit is conducted every quarter by Mr. S. N. Mishra, Practicing Company Secretary to reconcile the total admitted capital with the National Securities Depository Limited (NSDL), the Central Depository Services (India) Limited (CDSL) and physically with the shareholders and the total issued and listed capital. The Audit confirms that the total paid-up capital is in agreement with the aggregate of the total number of shares in physical form and in dematerialised form (held with Depositories). The report is disseminated to the stock exchanges within the prescribed timeline on a quarterly basis, where the shares of the Company are listed.

VIII. Website disclosures

The Company ensures dissemination of applicable information under Regulation 46(2) of the SEBI Listing Regulations on the website of the Company at <https://www.quesscorp.com/>. This section includes the basic information about the Company. Further, it also includes the details relating to the financial results declared by the Company, annual reports, presentations made by the Company to the investors, press releases, shareholding pattern, and such other material information that is relevant to the shareholders etc. The Company ensures that the content on the website of the Company is correct and updated within prescribed timelines.

IX. Other Disclosures**a. Materially significant related party transactions**

Omnibus and prior approval of the Audit Committee is obtained for all Related Party Transactions of the Company. During the Financial Year ended March 31, 2025, the Company did not have any material related party transactions that may have potential conflict with the interests of the Company at large.

The Board of Directors of the Company has adopted a 'Policy on Criteria for Related Party Transaction and Materiality' pursuant to the requirements of Section 188 of the Act, and rules framed thereunder and Regulation 23 of the SEBI Listing Regulations. The said Policy has been uploaded on the website of the Company at <https://www.quesscorp.com/>.

The Disclosure on Related Party Transactions forms an integral part of the Notes to Financial Statements of the Company for the Financial Year ended March 31, 2025 (both standalone and consolidated basis) as included in this Report.

b. Details of non-compliance by the Company during the last 3 (three) years

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last 3 (three) years. No penalty has been imposed on the Company by the Stock Exchanges or the SEBI, or any other statutory authorities on such matters.

c. Whistle Blower Policy/ Vigil Mechanism

The Company has adopted the Whistle Blower Policy pursuant to which employees of the Company can raise their concerns relating to malpractices, inappropriate use of funds, or any other activity or event that is against the interest of the Company. The address of the Chairperson of the Audit Committee has been given in the policy for the employee, director, officer, customer, contractor, and/or third-party intermediary engaged to conduct business on behalf of the Company to report any matter of concern. No person has been denied access to the Audit Committee.

The Whistle Blower Policy is available on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

d. Regulatory orders

There are no regulatory orders apart from the details provided in the Board's Report of this Annual Report.

e. Web link for the policy for determining 'material' subsidiaries

The Policy for Determining the material subsidiary, as approved by the Board, is displayed on the website of the Company at <https://www.quessecorp.com/investor/dist/images/pdf/Governance/Policy-for-Material-Subsidiary.pdf>.

f. Web-link for Policy on dealing with Related Party Transactions

The Policy on Related Party Transactions, as approved by the Board, is displayed on the website of the Company at <https://www.quessecorp.com/investor/dist/images/pdf/Governance/Policy-on-Criterial-for-determining-RPT.pdf>

line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The number of complaints received during the Financial Year 2024-25, along with their status of Redressal as on March 31, 2025, are as under:

Particulars	No. of Complaints Core Employees	No. of Complaints Associate Employees
Number of complaints pending at the beginning of the year	0	3
Number of complaints received during the year	5	61
Number of complaints disposed of during the year	4	60
No. of complaints pending at the end of the year	1	4

g. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement specified under Regulation 32(7A) of the SEBI Listing Regulations.

h. Certificate from a Company Secretary in Practice

A certificate confirming that none of the Directors on the Board has been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such statutory authority. The Company has obtained a certificate to this effect from Mr. S. N. Mishra, Practicing Company Secretary, Bengaluru, as mandated under Schedule V, Part C, Clause 10 (i) of the SEBI Listing Regulations.

i. Remuneration paid to Statutory Auditors

During the Financial Year 2024-25, the total fees for all services paid by the Company to M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company as under:

(₹ in million)

Particulars	For the Financial Year ended March 31, 2025
Statutory audit fees	11.00
Limited reviews	3.80
Others	0.56
Reimbursement of expenses	0.73
TOTAL	16.09

j. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide a safe and conducive work environment to its employees and has adopted a policy on Prevention, Prohibition and Redressal of sexual harassment at the workplace in

k. Disclosure of loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount

The Company and its Subsidiaries have not provided any loans and advances in the nature of loans to firms/ companies in which the directors are interested.

l. Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Sl. No.	Name of the material subsidiary	Date of incorporation	Place of incorporation	Name of Statutory Auditor	Date of appointment of Statutory Auditors
1	Quess Corp Holdings Pte. Ltd.	June 16, 2015	Singapore	Joe Tan & Associates Public Accounting Corporation, Chartered Accountants	May 26, 2020

m. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same is to be disclosed along with reasons thereof

Nil

X. Corporate Governance Compliance Certificate

A certificate from Mr. S.N. Mishra, Practicing Company Secretary, Bengaluru, confirming compliance with the conditions of Corporate Governance, as stipulated under the SEBI Listing Regulations, forms part of the Annual Report.

XI. CEO / CFO Certificate

As required by Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Chief Executive Officer (CEO) / Chief Financial Officer (CFO) certification in terms of the SEBI Listing Regulations forms part of the Annual Report.

XII. Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund

Pursuant to the provisions of Sections 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), all dividends which remain unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer to the unpaid dividend account are required to be transferred by the Company to the Investor Education and Protection Fund ('IEPF'), established by the Central Government. Further, as per IEPF Rules, the shares on which the dividend has not been paid or claimed by the members for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Further, as per Rule 6(8) of the IEPF Rules, all benefits such as bonus shares, split, consolidation, except rights issue, accruing on shares which are transferred to IEPF, shall also be credited to the demat account of the IEPF authority.

Due Dates for transfer of Unclaimed Dividend to the Investor Education and Protection Fund ('IEPF'):

Financial Year	Dividend	Date of Declaration	Due Date for transfer to IEPF
2021-22	Interim Dividend	May 05, 2021	June 08, 2028
2021-22	Interim Dividend	November 13, 2021	December 14, 2028
2022-23	Interim Dividend	May 31, 2022	July 03, 2029
2022-23	Interim Dividend	November 09, 2022	December 11, 2029
2023-24	Interim Dividend	February 02, 2024	March 03, 2031
2023-24	Final Dividend	September 16, 2024	October 18, 2031
2024-25	Interim Dividend	January 29, 2025	March 02, 2032

XIII. Disclosure by Senior Management Personnel

The Senior Management of the Company has made disclosures to the Board confirming that there are no material, financial, and commercial transactions where they have a personal interest that may have a potential conflict of interest with the Company at large.

XIV. Compliance with Corporate Governance Requirements

The Company is fully compliant with the applicable mandatory requirements of Regulation 34 and Schedule V of the SEBI Listing Regulations. The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

XV. Disclosure of certain types of agreements binding listed entities

There are no agreements that require disclosure under Clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

XVI. Adoption of Non-Mandatory Requirements

Part E of Schedule II of the SEBI Listing Regulations contains certain non-mandatory requirements that a company may implement at its discretion. The status of compliance with the non-mandatory requirements is as follows:

A. The Board:

The Company has a Non-Executive Chairperson w.e.f. April 01, 2022, separate positions were appointed for the post of Chairman and Executive Director & Group CEO.

None of the Independent Directors of the Company is a non-independent director/executive director of another company on the Board of which any non-independent director/executive director of the Company is an Independent director.

No person has been appointed or continues as an alternate director for an independent director of the Company.

B. Shareholders' Rights

The half-yearly declarations of financial performance, together with the summary of significant events in the last 6 (six) months, are not individually provided to the shareholders. However, information on financial and business performance is provided in the 'Investors Section' of the website of the Company at www.quesscorp.com, on a quarterly basis.

C. Audit Qualification

The Auditors' modified opinion has been appropriately dealt with in Note No. 41.4 (Consolidated Financial Statements) and Note No. 38.4 (Standalone Financial Statements) and doesn't require any further comments under Section 134 of the Act.

D. Separate positions of the Chairperson and the CEO/Managing Director

The positions of the Chairperson and CEO are separate.

E. Reporting by the Internal Auditor

The Internal Auditor reports to the Audit Committee of the Board of Directors of the Company. The Audit Committee is empowered to hold separate meetings and discussions with the Internal Auditor.

Place: Bengaluru
Date: June 19, 2025

Sd/-
Ajit Isaac
Chairman
DIN: 00087168

Declaration for Compliance with the Code of Conduct of the Company

I, Guruprasad Srinivasan, Executive Director & Group Chief Executive Officer of the Company, hereby declare that pursuant to Regulation 26(3) and 34(3) read with Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the members of the Board and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the Financial Year ended March 31, 2025.

Sd/-

Guruprasad Srinivasan

Executive Director & Group CEO

DIN: 07596207

Place: Bengaluru

Date: June 19, 2025

To whomsoever it may concern Certificate – Status of Directors

I, S.N. Mishra, proprietor of SNM & Associates, Bengaluru, Practicing Company Secretary, have examined all the relevant documents and records made available to us by Quess Corp Limited CIN: L74140KA2007PLC043909 for the period ended on March 31st, 2025, and hereby certify as follows:

None of the directors on the Board of Quess Corp Limited as on the date of this certificate have been debarred or disqualified from being appointed or continuing as directors of companies by the Security and Exchange Board of India ("SEBI") or Ministry of Corporate Affairs ("MCA") or any other statutory authorities.

Sd/-

S.N.Mishra

Company Secretary

C. P. No. : 4684

FCS No. : 6143

P.R. No. : 1603/2021

UDIN : F006143G000630481

Place : Bangalore

Date : June 19, 2025

CEO and CFO Certification

(As per the Regulation 17(8) and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Quess Corp Limited
Bengaluru

Dear Sir / Madam,

In terms of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify to the Board of Directors that:

- A) We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2025, and to the best of our knowledge and belief:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C) We accept responsibility for establishing and maintaining internal records for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we were aware and the steps we have taken or propose to take to rectify these deficiencies.
- D) We have indicated to the auditors and the Audit Committee:
- i) Significant changes in internal control, if any, over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Quess Corp Limited

Sd/-

Guruprasad Srinivasan

Executive Director & Group CEO

Place: Bengaluru

Place: Bengaluru

Date: June 19, 2025

Sd/-

Sushanth Pai

Chief Financial Officer

Place: Bengaluru

Corporate Governance Compliance Certificate

To,
The Board of Directors
Quess Corp Limited
Bangalore

We have examined all the relevant records of Quess Corp Limited ("Company"), for the purpose of certifying compliance of the conditions of Corporate Governance pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2025.

Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Regulations.

In our opinion and based on the examination of the records produced and to the best of our information and according to the explanations given to us, by the Directors and the Management, we certify that the Company has majorly complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

S.N.Mishra

Company Secretary

C. P. No. : 4684

FCS No. : 6143

P.R. No. : 1603/2021

UDIN : F006143G000630481

Place : Bangalore

Date : June 19, 2025

Independent Auditor's Report

To The Members of Quess Corp Limited Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of Quess Corp Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion Section below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

As stated in note 38.4 to the standalone financial statements, certain tax deductions claimed by the Company and recognised in computation of income tax expense in the current and preceding periods have been disallowed by the Income Tax Authority. The disallowance has been challenged by the Company in a judicial forum. The Company, supported by external opinions from legal counsel and other tax experts, has assessed the basis of the disallowances and concluded that it is probable that these deductions will be accepted upon ultimate resolution.

In January 2024, as described in note 38.4 to the standalone financial statements, another regulatory authority has made certain observations (referred to as "new information") on the applicability of certain conditions in the Income Tax Act and related reports submitted to the Income Tax Authority in respect of these deductions. The Company has taken into consideration this new information and continues to believe that it is probable that these deductions upon ultimate resolution will be accepted by the Income Tax Authority.

As a result of the uncertainty in respect of the outcome in the aforesaid matter, pending ultimate resolution and acceptance by the Income Tax Authority, we are unable to comment whether any adjustments are necessary.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") specified

under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made 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 is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Emphasis of Matters

- We draw attention to note 38.2 to the standalone financial statements, 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 43 to the standalone financial statements in respect of Composite Scheme of Arrangement amongst the Quess Corp Limited ("Demerged Company"/"the Company"), Digitide Solutions Limited ("Resultant Company 1") and Bluspring Enterprises Limited ("Resultant Company 2") and their respective shareholders and creditors ("the Scheme"), from the appointed date of April 1, 2024, as approved by the Hon'ble National Company Law Tribunal, Bengaluru Bench by an Order dated 17 March 2025. Consequently, upon the Scheme becoming effective, from the Appointed date, the Company reduced the carrying value of all the assets and liabilities pertaining to the "Demerged Undertaking 1" and "Demerged Undertaking 2" as appearing in the books of accounts of the Company, being transferred to and vested in the "Resulting Company 1" and "Resulting Company 2", from the respective book value of assets and liabilities of the Demerged Company.

Our report is not modified in respect of these matters.

Key Audit Matter

Key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the standalone financial statements of the current period. This matter was addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter. In addition to the matter described in the Basis for Qualified Opinion Section of our report, we have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. Key Audit Matter No.	Auditor's Response
1 Revenue Recognition: The Company derives revenue primarily from staffing services in the operating segments comprising of General Staffing and Professional Staffing. Revenue from staffing services is recognised over time as the customer simultaneously receives and consumes the benefits as the Company renders the services. The invoicing for these services is either based on cost plus a service fee or fixed fee model. The Company's invoicing cycle is on contractual pre-determined dates and recognized as receivables based on customer acceptances for delivery of work/ attendance of resources. Revenue for the post billing period is recognized as unbilled revenues. Unbilled revenues are invoiced subsequent to the year-end based on customer acceptances. We considered recording of unbilled revenues relating to staffing services as a key audit matter as there is a significant judgement applied by the Company to ensure that revenue is recorded based on (1) contractual terms and (2) attendance estimated for the period from the last billing date to the year-end based on prior months attendance records. Refer Note 2.21 and 26 to the standalone financial statements.	Principal audit procedures performed: Our audit approach was a combination of test of controls and substantive procedures which included amongst others the following: • Tested the effectiveness of controls relating to accuracy and occurrence of unbilled revenues. • For a sample of contracts, - o tested revenue recognition by agreeing key terms used for recording revenue with terms in the signed contracts and confirmation received from customers for efforts incurred or resources deployed. - o tested unbilled revenues with subsequent invoicing based on customer acceptances.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Annexures to the Board's Report, Management discussion and analysis, Business Responsibility and Sustainable Report, and Report on Corporate Governance, but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- As described in the Basis for Qualified Opinion section above, there is an uncertainty in respect of the Income Tax matter, pending ultimate resolution and acceptance by the Income Tax Authority. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements 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 these standalone financial statements.

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 standalone financial statements, 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

- Conclude on the appropriateness of Management's 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 Company's ability 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 standalone financial statements 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements 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 standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:

- a) We have sought and except for the matter described in the Basis for Qualified Opinion Section above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, except for (a) the possible effects of the matter described in the Basis for Qualified Opinion Section above, (b) not keeping backup on a daily basis of one application maintained in electronic mode in a server physically located in India (Refer Note 48.3 (i) to the standalone financial statements) and (c) not complying with the requirements of audit trail as stated in (i)(vi) below, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d) Except for the possible effects of the matter described in the Basis for Qualified Opinion Section above, in our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The qualification relating to the maintenance of accounts and other matter connected therewith, is as stated in the Basis for Qualified Opinion section and in paragraph (b) above and the modifications relating to keeping back up of books of account on a daily basis in a server physically located in India and relating to complying with the requirements of audit trail is as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses qualified opinion on the operating effectiveness of the Company's internal financial controls with reference to standalone financial statements for the reasons stated therein.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 38 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 48.1 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 48.2 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in

other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

The interim dividend declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

As stated in Note 47 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with Section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the year ended March 31, 2025, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares, except for the instances mentioned below (Refer Note 48.3 (ii) to the standalone financial statements):
- In respect of one accounting software, audit trail feature was not enabled at certain tables and database level to log any direct data changes.

- In respect of another accounting software, for maintaining the books of account in respect of payroll processes, audit trail feature was not enabled.
- The Company has used two other accounting softwares, which is operated by a third-party software provider, for maintaining the books of account in respect of financial reporting and payroll processes. In the absence of coverage of audit trail requirement at the database level in the System and Organisation Controls (SOC 1) Type 2 Report, we are unable to comment whether audit trail feature of the said softwares was enabled at the database level and operated throughout the year for all relevant transactions recorded in the softwares.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of the accounting softwares for which the audit trail feature was operating.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2025, has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Gurvinder Singh
Partner

Place: Bengaluru
Date: June 19, 2025

Membership No. 110128
UDIN: 25110128BMHZUP6455

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls with reference to standalone financial statements of **Quess Corp Limited** (the “Company”) as at March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s and Board of Directors’ Responsibilities for Internal Financial Controls

The Company’s Management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls

with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company’s internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A Company’s internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper Management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, a material weakness has been identified in the Company's internal financial controls with reference to the standalone financial statements as at March 31, 2025. The Company's internal control with reference to standalone financial statements for determination of uncertainty over Income tax treatment were not operating effectively which could potentially result in material misstatements as more fully described in the Basis for Qualified Opinion paragraph of our report on the standalone financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to standalone financial statements, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the possible effects of the material weakness described in Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Company has maintained, in all material

respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone Ind AS financial statements of the Company for the year ended March 31, 2025, and the material weakness affect our opinion on the said standalone Ind AS financial statements of the Company.

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Gurvinder Singh
Partner

Place: Bengaluru
Date: June 19, 2025

Membership No. 110128
UDIN: 25110128BMHZUP6455

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Guesst Corp Limited of even date)

In terms of the information and explanation sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. In respect of the Company's Property, plant and equipment, Right-of-use assets and Other intangible assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment, and relevant details of Right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of other intangible assets.
 - (b) The Company has a program of verification of Property, plant and equipment, and Right-of-use assets so to cover all the assets once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, no Property, plant and equipment and Right-of-use assets were due for verification during the year and were not physically verified by the Management during the year.
 - (c) The Company does not have any immovable properties (other than properties where the company is lessee and the lease agreements are duly executed in favour of the lessee) and hence reporting under clause 3(i)(c) of the Order is not applicable.
 - (d) The Company has not revalued any of its property, plant and equipment (including Right-of-Use assets) and Other intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The company has been sanctioned working capital limits in excess of INR 5 Cr, in aggregate, at point of time during the year, from banks on the basis of security of current assets. The company has submitted the quarterly book debt statements to its banks, which includes the receivables pertaining to Digital Solution limited and Bluespring Enterprises Limited (refer note no 43) for the quarters ended 30 June 2024, 30 September 2024 and 31st December 2024. In our opinion and according to the information and explanations given to us, the quarterly statements comprising book debt statements filed by the company with such bank, are in agreement with the unaudited books of account of the company of the respective quarters.
- iii. The Company has made investments in, provided guarantees and granted unsecured loans to companies during the year, in respect of which, we report as under:
 - (a) The Company has provided loans during the year, the details of which are given below:

Particulars	Loans (₹ in millions)	Guarantees (₹ in millions)
A. Aggregate amount granted/ provided during the year:		
Subsidiaries	42.50	-
B. Balance outstanding as at balance sheet date in respect of above cases:		
Subsidiaries	190.95	350.00

- (b) The investments made, the terms and conditions of the grant of all the above-mentioned loans provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company where the schedule of payment of interest has been stipulated, the receipt of interest has been regular as per stipulations, except for the following:

Name of the entity	Period	Amount (₹ Million)	Due Date	Extent of delay (In days)
Billion Careers Private Limited	As at March 31, 2024*	11.83	Various Dates	More than 365 days
	Quarter ended 30 June 2024	3.79	30-Jun-24	275
	Quarter ended 30 September 2024	3.85	30-Sep-24	183
	Quarter ended 31 December 2024	3.38	31-Dec-24	91
	Quarter ended March 31, 2025	3.83	31-Mar-25	1

*Interest added to principal outstanding during the current year.

In respect of loans which are repayable on demand, the Company has not demanded repayment of such loans during the year. Having regard to the fact that the repayment of principal has not been demanded by the Company, in our opinion the repayments of principal amounts are regular except where the Company has recorded an impairment relating to loans considered irrecoverable.

- (d) In respect of following loans granted by the Company, which have been overdue for more than 90 days at the balance sheet date, as explained to us, the Management has taken reasonable steps for recovery of the interest.

Name of the party	Interest overdue (₹ Million)
Billion Careers Private Limited	22.85

- (e) Interest aggregating to ₹26.68 million fell due from certain parties which were extended during the year/ after the balance sheet date. The details of such loans are stated below:

Name of the party	Aggregate amount of interest receivable converted into loan (₹ Million)	Percentage of the aggregate to the total loans during the year/ after the balance sheet date
In respect of loans repayable on demand:		
- Billion Careers Private Limited	26.68	38.57%
Total	26.68	

- (f) The Company has granted loans which are repayable on demand, details of which are given below:

Particulars	All Parties	Related Parties
Aggregate of loans/advances in the nature of loans	190.95	190.95
- Repayable on demand (₹ Million)		
Percentage of loans/advances in the nature of loans to total loans	100.00%	100.00%

The Company has not provided any security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. Having regard to the nature of the Company's business / activities, reporting under clause 3(vi) of the Order is not applicable.

vii. In respect of Statutory Dues:

- (a) (i) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Professional Tax, Employees' State Insurance, Income Tax, Service Tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, cess, and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of Provident Fund, Professional tax, Goods and Service tax and Employees State Insurance dues.
- (ii) Undisputed amounts payable in respect of Provident Fund and Goods and Services Tax in arrears as at March 31, 2025 for a period of more than six months from the date they became payable are as given below:

Name of Statute	Nature of the Dues	Amount (₹ million)	Period to which amount relates	Due Date	Date of Payment	Remarks
Goods and Services tax Act, 2017	GST	15.97	FY 2023-24	Respective due dates	Unpaid	Management represented that, amount is pending reconciliation and will be paid during the GST audit.
Provident Fund Act, 1952	Provident Fund	5.57	Various dates	Respective due dates	Unpaid	Management represented that payments were not made as Universal Account Number was not created.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of Statute	Nature of Dues	Period to which the Amount Relates	Disputed amount (₹ million)			Forum where dispute is pending
			Amounts involved (A)	Paid under protest (B)	Amount not deposited (A-B)	
Employees' Provident fund and miscellaneous Provisions Act, 1952	Provident Fund	FY 2018-19	716.56	-	716.56	Central Government Industrial Tribunal
Goods and Service Tax Act, 2017	GST	FY 2017-18 to FY 2022-23	3,716.36	-	3,716.36	Commissioner (Appeals)
		FY 2017-18 and FY 2018-19	15.14	0.92	14.22	Additional Commissioner (Appeals)
		FY 2017-18 to FY 2023-24	217.67	17.36	200.31	Joint Commissioner (Appeals)
		FY 2017-18	54.41	2.62	51.79	Orissa high court
		FY 2017-18 and FY 2018-19	87.84	4.14	83.70	Special Commissioner (Appeals)

Name of Statute	Nature of Dues	Period to which the Amount Relates	Disputed amount (₹ million)			Forum where dispute is pending
			Amounts involved (A)	Paid under protest (B)	Amount not deposited (A-B)	
Income-tax Act, 1961	Income Tax	FY 2016-17	199.44	-	199.4	Income Tax Appellate Tribunal
		FY 2017-18	278.6	-	278.6	
		FY 2018-19	1,412.27	282.45	1,129.82	
		FY 2020-21	603.69	120.74	482.95	Commissioner of Income tax (Appeals)
		FY 2019-20*	59.17	-	59.17	
		FY 2020-21*	125.18	-	125.18	

FY represents financial year.

** Orders are received in the name of Conneqt Business Solutions Limited (the erstwhile wholly owned subsidiary of the Company), which are reported under clause vii(b) of the order pursuant to the merger with the Company, in accordance with the Scheme of Amalgamation approved by Hon'ble National Company Law Tribunal in FY 2023-24.*

- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- xi. (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) As represented to us by the Management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year till date, in determining nature, timing and extent of our audit procedures.
- xv. In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. Considering the standalone financial statements of the Company as presented, and the matter of audit qualification as reported by us in Basis for Qualified Opinion section of our Audit Report, the effect of which, we have been unable to determine, we are unable to state if the Company has incurred cash losses during the financial year covered by our audit report and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) The Company does not have 'other than ongoing projects' and hence reporting under clause 3(xx)(a) is not applicable for the year.
- (b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount, to a Special account within a period of 30 days from the end of the financial year in compliance with the provision of section 135(6) of the Act.

for **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Gurvinder Singh

Partner

Membership No. 110128

UDIN: 25110128BMHZUP6455

Place: Bengaluru

Date: June 19, 2025

Standalone Balance Sheet

(Amount in ₹ millions)

	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	90.43	1,500.35
Right-of-use assets	3 (b)	891.93	3,394.96
Capital work-in-progress	3 (a)	-	0.45
Goodwill	4	-	3,427.45
Other intangible assets	4	136.41	586.49
Intangible assets under development	4	-	20.59
Financial assets			
Investments	5	2,432.33	10,243.19
Loans	6	190.95	560.18
Other financial assets	7	442.29	1,504.65
Deferred tax assets (net)	8	1,277.71	1,042.25
Income tax assets (net)	8	3,180.15	4,435.20
Other non-current assets	9	435.53	531.53
Total non-current assets		9,077.73	27,247.29
Current assets			
Inventories	10	-	63.22
Financial assets			
Trade receivables			
Billed	11	7,359.93	11,542.17
Unbilled	11	5,959.84	10,166.72
Cash and cash equivalents	12	1,709.67	2,823.04
Bank balances other than cash and cash equivalents above	13	102.12	179.12
Loans	14	8.20	3.33
Other financial assets	15	121.07	316.33
Other current assets	16	599.91	1,032.40
Total current assets		15,860.74	26,126.33
Total assets		24,938.47	53,373.62
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	1,489.19	1,485.10
Other equity	18	7,809.46	25,404.59
Total equity		9,298.65	26,889.69
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19	-	17.58
Lease liabilities	3 (c)	801.83	2,631.68
Provisions	20	2,238.62	2,897.63
Total non-current liabilities		3,040.45	5,546.89

Standalone Balance Sheet

(Amount in ₹ millions)

	Note	As at March 31, 2025	As at March 31, 2024
Current liabilities			
Financial liabilities			
Borrowings	21	123.49	3,062.64
Lease liabilities	3 (c)	192.59	1,109.09
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	22	210.90	134.80
Total outstanding dues of creditors other than micro enterprises and small enterprises	22	232.68	528.70
Other financial liabilities	23	8,014.83	11,561.93
Current tax liabilities (net)	8	51.89	19.89
Provisions	24	-	228.48
Other current liabilities	25	3,772.99	4,291.51
Total current liabilities		12,599.37	20,937.04
Total liabilities		15,639.82	26,483.93
Total equity and liabilities		24,938.47	53,373.62

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No.: 117366W/W-100018

for and on behalf of the Board of Directors of
Qess Corp Limited

Gurvinder Singh
Partner
Membership No.: 110128

Ajit Isaac
Chairman
DIN: 00087168

Guruprasad Srinivasan
Executive Director
and Group Chief Executive Officer
DIN: 07596207

Sushanth Pai
Chief Financial Officer

Kundan K. Lal
Company Secretary
Membership No.: F8393

Place: Bengaluru
Date: 19 June 2025

Place: Bengaluru
Date: 19 June 2025

Place: Bengaluru
Date: 19 June 2025

Standalone Statement of Profit and Loss

(Amount in ₹ millions)

	Note	For the year ended	
		March 31, 2025	March 31, 2024
Continuing operations			
Income			
Revenue from operations	26	1,37,872.11	1,20,502.04
Other income	27	1,306.68	1,149.70
Total income		1,39,178.79	1,21,651.74
Expenses			
Cost of material and stores and spare parts consumed	28	0.81	3.37
Employee benefits expense	29	1,29,960.24	1,12,957.38
Finance costs	30	371.04	552.08
Depreciation and amortisation expense	31	387.49	390.60
Other expenses	32	5,857.23	5,817.60
Total expenses		1,36,576.81	1,19,721.03
Profit before tax and exceptional items from Continuing operations			
Exceptional items loss	33	1,545.36	101.84
Profit before tax from Continuing operations		1,056.62	1,828.87
Tax credit/ (expense)			
Current tax	8	-	(53.40)
Income tax relating to earlier years	8	-	-
Deferred tax	8	144.63	257.71
Total tax credit		144.63	204.31
Profit from Continuing operations		1,201.25	2,033.18
Profit before tax from discontinued operations		-	1,332.98
Tax credit for discontinued operations		-	63.05
Profit from Discontinued operations (net of tax)		-	1,396.03
Profit for the year		1,201.25	3,429.21
Other comprehensive income			
Continuing operations :			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Re-measurement losses on defined benefit plans	41	(141.10)	(264.05)
Income tax relating to items that will not be reclassified to profit or loss	8	35.51	66.46
Total Other Comprehensive (loss) from Continuing operations		(105.59)	(197.59)
Discontinued operations:			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Re-measurement losses on defined benefit plans		-	(20.18)
Income tax relating to items that will not be reclassified to profit or loss		-	5.08
Total Other Comprehensive income / (loss) from Discontinued operations		-	(15.10)
Total Other Comprehensive (loss) for the year		(105.59)	(212.69)
Total comprehensive income for the year		1,095.66	3,216.52

Standalone Statement of Profit and Loss

	Note	For the year ended	
		March 31, 2025	March 31, 2024
Earnings per equity share (face value of ₹ 10.00 each)			
For Continuing operations			
Basic (in ₹)	39	8.08	13.70
Diluted (in ₹)	39	8.05	13.62
For Discontinued operations			
Basic (in ₹)	39	-	9.41
Diluted (in ₹)	39	-	9.35
For Continuing and Discontinued operations			
Basic (in ₹)	39	8.08	23.11
Diluted (in ₹)	39	8.05	22.97

*Previous period numbers are restated/reclassified due to Scheme of Arrangement (refer note 43).

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No.: 117366W/W-100018

Gurvinder Singh
Partner
Membership No.: 110128

Place: Bengaluru
Date: 19 June 2025

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

Ajit Isaac
Chairman
DIN: 00087168

Sushanth Pai
Chief Financial Officer

Place: Bengaluru
Date: 19 June 2025

Guruprasad Srinivasan
Executive Director
and Group Chief Executive Officer
DIN: 07596207

Kundan K. Lal
Company Secretary
Membership No.: F8393

Place: Bengaluru
Date: 19 June 2025

Standalone Statement of Cash Flows

(Amount in ₹ millions)

	For the year ended	
	March 31, 2025	March 31, 2024
Cash flows from operating activities		
Profit after tax		
Continuing Operations	1,201.25	2,033.18
Discontinued Operations	-	1,396.03
Profit before Income Tax including discontinued operations	1,201.25	3,429.21
Adjustments to reconcile net profit to net cash provided by operating activities:		
Tax credit	(144.63)	(267.36)
Interest on income tax refunds	(180.63)	(78.34)
Interest on term deposits	(24.76)	(63.90)
Amortised cost adjustments for financial instruments	(2.72)	(11.49)
Profit /(loss) on sale of property, plant and equipment, net	(0.34)	2.11
Dividend income on investments in subsidiaries	(897.15)	(1,261.00)
Interest on loans given to related parties	(14.85)	(60.97)
Employee stock option cost	41.12	91.69
Finance costs	371.04	1,078.44
Depreciation and amortisation	387.49	1,852.32
Expected credit loss on financial assets, net	506.61	906.92
Exceptional items (refer note 33)		
- Impairment on investment, Loan and advances of subsidiaries and other intangible asset, net	161.29	741.88
- Expected credit loss on Trade receivables (billed and unbilled) and Security deposits	1,186.72	-
- Gain on sale of subsidiary net of transaction cost of ₹ 27.26 million	-	(364.61)
- Employee stock option cost	32.82	-
- Stamp duty on demerger expenses	118.32	-
Foreign exchange loss/(gain)	5.23	(2.16)
Operating profit before working capital changes	2,746.81	5,992.74
Changes in operating assets and liabilities		
Changes in inventories	(0.39)	9.28
Changes in trade receivables and unbilled revenue	(1,071.82)	(3,050.03)
Changes in loans, other financial assets and other assets	(225.80)	(390.26)
Changes in trade payables	123.83	139.92
Changes in other financial liabilities, other liabilities and provisions	228.68	2,247.96
Cash generated from operations	1,801.31	4,949.61
Refund received / Income taxes (paid), net	1,467.73	(899.65)
Net cash flows from operating activities (A)	3,269.04	4,049.96
Cash flows from investing activities		
Expenditure on property, plant and equipment and intangibles	(15.02)	(416.48)
Proceeds from sale of property, plant and equipment and intangibles	0.77	48.10
Investment in subsidiaries and associates	-	(351.51)
Investment in compulsory convertible preference shares (refer note 5)	-	(350.02)

Standalone Statement of Cash Flows

	For the year ended	
	March 31, 2025	March 31, 2024
Proceeds from redemption of debentures in subsidiaries	-	40.00
Investment in subsidiary (gross amount paid ₹ 1,708.2 million as reduced by return on investment ₹ 1,492.53 million, refer note 5)	-	(215.88)
Proceeds from sale of investment in equity instruments in subsidiaries, Net of related expenses	-	670.61
Dividend received (net of tax deducted at source)	897.15	1,257.60
Placement of bank deposit	36.49	754.64
Redemption of bank deposit	-	(435.60)
Loans and advances given to related parties	(63.80)	(971.96)
Repayment of loans and advances by related parties	47.71	1,387.90
Interest received on loans to related parties	-	18.32
Interest received on term deposits	39.74	64.63
Net cash flows from investing activities (B)	943.04	1,500.35
Repayment of working capital loan, net	(1,235.36)	(984.28)
Repayment of short term borrowings, net	-	(630.21)
Proceeds from term loans	-	6.83
Payment of stamp duty in relation to merger and consequent issue of shares in prior years	-	(125.16)
Shares issued on exercise of employee stock options	4.09	2.81
Repayment of lease liabilities	(306.06)	(1,478.58)
Interest paid	(142.18)	(697.76)
Dividend paid	(1,482.75)	(592.18)
Net cash used in financing activities (C)	(3,162.26)	(4,498.53)
Net decrease in cash and cash equivalents (A+B+C)	1,049.82	1,051.78
Cash and cash equivalents at the beginning of the year	2,823.04	1,771.26
Less: Cash transferred due to Scheme of Arrangement (refer note 43)	(2,163.19)	-
Cash and cash equivalents at the end of the year	1,709.67	2,823.04

Components of cash and cash equivalents

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024*
Cash and cash equivalents		
Cash on hand	-	4.16
Balances with banks		
In current accounts	1,709.57	2,767.44
In EEFC accounts	-	38.21
In deposit accounts (with original maturity of less than 3 months)	0.10	13.23
Cash and cash equivalents as per standalone balance sheet	1,709.67	2,823.04

Standalone Statement of Cash Flows

Reconciliation of movements of liabilities to cash flows arising from financing activities

(Amount in ₹ millions)

Particulars	
Debt as at April 1, 2024	3,080.22
Interest accrued but not due as at April 1, 2024	5.97
Transfer on account of Scheme of Arrangement	(1,721.36)
Cash flows	(1,235.36)
Other changes	
- Other borrowing costs	5.19
- Interest expense	131.30
- Interest and other borrowing cost paid	(142.18)
Interest accrued but not due as at March 31, 2025	(0.29)
Debt as at March 31, 2025	123.49

(Amount in ₹ millions)

Particulars	
Debt as at April 1, 2023	4,687.89
Interest accrued but not due as at April 1, 2023	3.19
Cash flows	(1,607.68)
Other changes	
- Other borrowing costs	9.67
- Interest expense	690.89
- Interest and other borrowing cost paid	(697.76)
Interest accrued but not due as at March 31, 2024	(5.98)
Debt as at March 31, 2024	3,080.22

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**
 Chartered Accountants
 Firm's Registration No.: 117366W/W-100018

for and on behalf of the Board of Directors of
Quess Corp Limited

Gurvinder Singh
 Partner
 Membership No.: 110128

Ajit Isaac
 Chairman
 DIN: 00087168

Guruprasad Srinivasan
 Executive Director
 and Group Chief Executive Officer
 DIN: 07596207

Sushanth Pai
 Chief Financial Officer

Kundan K. Lal
 Company Secretary
 Membership No.: F8393

Place: Bengaluru
 Date: 19 June 2025

Place: Bengaluru
 Date: 19 June 2025

Place: Bengaluru
 Date: 19 June 2025

Standalone Statement of changes in Equity

(A) Equity share capital

Particulars	Note	March 31, 2025	March 31, 2024
Opening balance	171	1,485.10	1,482.29
Changes in equity share capital	171	4.09	2.81
Closing balance	171	1,489.19	1,485.10

(Amount in ₹ millions)

(B) Other equity

Particulars	Note	Reserves and surplus						Items of other comprehensive income	Total equity attributable to equity holders of the Company	
		Shares application money pending allotment	Capital reserve	Capital redemption reserve	Securities premium	Retained earnings	General reserve			Stock options outstanding account
Balance as at April 1, 2023		-	357.10	150.00	16,985.03	4,749.60	23.49	399.40	(186.30)	22,478.32
Profit for the year from Continuing operations		-	-	-	-	2,033.18	-	-	-	2,033.18
Profit for the year from Discontinued operations		-	-	-	-	1,396.03	-	-	-	1,396.03
Other comprehensive loss (net of tax)		-	-	-	-	-	-	-	(212.69)	(212.69)
Total comprehensive income/ (loss)		-	-	-	-	3,429.21	-	-	(212.69)	3,216.52
Issue of shares pending allotment on exercise of options		0.12	-	-	-	-	-	-	-	0.12
Reversal of issue cost on demerger		-	-	-	211.85	-	-	-	-	211.85
Dividends	47	-	-	-	-	(593.91)	-	-	-	(593.91)
Share based payments	18	-	-	-	-	-	-	91.69	-	91.69
Total		0.12	-	-	211.85	(593.91)	-	91.69	-	(290.25)
Balance as at March 31, 2024		0.12	357.10	150.00	17,196.88	7,584.90	23.49	491.09	(398.99)	25,404.59

(Amount in ₹ millions)

Standalone Statement of changes in Equity

(B) Other equity (continued)

Particulars	Note	Reserves and surplus						Items of other comprehensive income		Total equity attributable to equity holders of the Company
		Shares application money pending allotment	Capital reserve	Capital redemption reserve	Securities premium	Retained earnings	General reserve	Stock options outstanding account	Re-measurement of the net defined benefit liability/(asset)	
Balance as at April 1, 2024		0.12	35710	150.00	17196.88	7,584.90	23.49	491.09	(398.99)	25,404.59
Adjustment on account of Scheme of Arrangement #		-	-	-	(17105.30)	-	-	(174.23)	-	(17,279.53)
Profit for the year		-	-	-	-	1,201.25	-	-	-	1,201.25
Other comprehensive income (net of tax)		-	-	-	-	-	-	-	(105.59)	(105.59)
Total comprehensive income		-	-	-	-	1,201.25	-	-	(105.59)	1,095.66
Issue of shares pending allotment on exercise of options, net		(0.09)	-	-	-	-	-	-	-	(0.09)
Issue of shares pending allotment		-	-	-	-	-	-	-	-	-
Dividends	47	-	-	-	-	(1,485.11)	-	-	-	(1,485.11)
Transfer of securities premium from stock outstanding reserve		-	-	-	219.37	-	-	(219.37)	-	-
Share based payments	18.2	-	-	-	-	-	-	73.94	-	73.94
Total		(0.09)	-	-	219.37	(1,485.11)	-	(145.43)	-	(1,411.26)
Balance as at March 31, 2025		0.03	35710	150.00	310.95	7,301.04	23.49	171.43	(504.58)	7,809.46

Pursuant to Scheme of Arrangement (refer note 43)

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**
 Chartered Accountants
 Firm's Registration No.: 117366W/W-100018

Gurvinder Singh
 Partner
 Membership No.: 110128

Place: Bengaluru
 Date: 19 June 2025

for and on behalf of the Board of Directors of
Quess Corp Limited

Ajit Isaac
 Chairman
 DIN: 00087168

Sushanth Pai
 Chief Financial Officer

Place: Bengaluru
 Date: 19 June 2025

Guruprasad Srinivasan
 Executive Director
 and Group Chief Executive Officer
 DIN: 07596207

Kundan K. Lal
 Company Secretary
 Membership No.: F8393
 Place: Bengaluru
 Date: 19 June 2025

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

1) Company overview

Quess Corp Limited ('the Company') is a public limited company incorporated and domiciled in India. The shares of the company are listed in the BSE Limited and NSE Limited. The registered office of the Company is located in Bengaluru, Karnataka, India. The Company is engaged in the business of providing services in General Staffing, Professional Staffing, Overseas business and Digital platform business.

The standalone financial statements are approved by the board of directors and authorised for issue in accordance with a resolution of the directors on 19 June 2025.

2) Basis of preparation

2.1. Statement of compliance

These standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued Ind AS is initially adopted or a revision to an existing Ind AS requires a change in the accounting policy hitherto in use.

2.2 Basis of preparation

The standalone financial statements have been prepared on the historical cost basis, except for the following:

- i. Certain financial assets and liabilities that are qualified to be measured at fair value (refer accounting policy on financial instruments),
- ii. Defined benefit and other long-term employee benefits where plan asset is measured at fair value less present value of Defined Benefit Obligations ("DBO") and
- iii. Expenses relating to share-based payments are measured at fair value on the date of grant.
- iv. Contingent consideration in business combinations are measured at fair value.
- v. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

The material accounting policy information related to preparation of the standalone financial statements have been discussed below.

Going concern:

The directors have at the time of approving the standalone financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the standalone financial statements.

2.3 Use of estimates and judgments

The preparation of the standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, and in any future periods affected. The following are the significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements:

i) Impairment of non-financial assets

Non-financial assets are tested for impairment by determining the recoverable amount. Determination of recoverable amount is based on value in use, which is present value of future cash flows. The key inputs used in the present value calculations include the expected future growth in operating revenues and margins in the forecast period, long-term growth rates and discount rates which are subject to significant judgement. (note 4)

ii) Impairment of financial assets:

The Company recognises loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables (billed and unbilled) with no significant financing component is measured at an amount equal to lifetime

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The loss rates for the trade receivables considers past collection history from the customers, the credit risk of the customers and have been adjusted to reflect the Management's view of economic conditions over the expected collection period of the receivables (billed and unbilled). (Refer note 35(i))

iii) **Measurement of defined benefit obligations:**

For defined benefit obligations, the cost of providing benefits is determined based on actuarial valuation. An actuarial valuation is based on significant assumptions which are reviewed on a yearly basis. (Refer note 41)

iv) **Property, plant and equipment and intangible assets:**

The useful lives of property, plant and equipment and intangible assets are determined by the management at the time the asset is acquired and reviewed periodically. Ind AS 103 requires the identifiable intangible assets acquired in business combinations to be fair valued and significant estimates are required to be made in determining the value of intangible assets. These valuations are conducted by external experts. (Refer note 3(a) and 4)

v) **Income taxes:**

Significant judgments are involved in determining provision for income taxes, including

(a) the amounts claimed for certain deductions under the Income Tax Act, 1961 and (b) the amount expected to be paid or recovered in connection with uncertain tax positions.

The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities and the projected future taxable income in making this assessment. Based on the level

of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced. (Refer note 8)

2.4 Current and non-current classification

Current and non-current classification: The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle for the business activities of the Company covers the duration of the specific project or contract and extends up to the realisation of receivables within the agreed credit period normally applicable to the respective lines of business. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months except for Training and skill development business. For Training and skill development business, the duration of operating cycle has been concluded as 15 - 18 months, depending on the projects, considering the time from mobilisation of candidates till funds are released by relevant government authorities.

2.5 Business combinations

(i) Business combinations (common control business combinations):

Business combination involving entities that are controlled by the company are accounted for using the pooling of interest method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the standalone financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the standalone financial statements of the transferor is aggregated with the corresponding balance appearing in the standalone financial statements of the transferee or is adjusted against general reserve.

- The identity of the reserve are preserved and the reserves of the transferor becomes the reserves of the transferee.
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

(ii) Business combinations (other than common control business combinations):

In accordance with Ind AS 103, the Company accounts for the business combinations (other than common control business combinations) using the acquisition method when control is transferred to the Company. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Contingent consideration:

Ind AS 103 requires contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration. This valuation is conducted by external valuation expert.

2.6 Foreign currency transactions and balances

The standalone financial statements are presented in Indian Rupees ("₹") which is also the Company's functional currency and all amounts have been rounded off to the nearest millions.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the respective transactions. Foreign currency denominated monetary assets and liabilities are translated into the functional currency at exchange rates in effect at the reporting date.

Notes to the Standalone Financial Statements

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Foreign exchange gains and losses resulting from the settlement of such transactions and such translation of monetary assets and liabilities denominated in foreign currencies are generally recognised in the statement of profit and loss.

Non-monetary assets and liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss except exchange differences arising from the translation of the following items which are recognized in OCI:

- equity investments at Fair Value through OCI (FVOCI)
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective;
- and qualifying cash flow hedges to the extent that the hedges are effective.

2.7 Property, plant and equipment

i) Recognition and measurement:

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in the statement of profit and loss when incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is classified as capital advances under other non-current assets and the cost of the assets not ready for intended use are disclosed under 'Capital work-in-progress'.

ii) Depreciation:

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Asset category	Estimated useful life
Building	60 years
Furniture and fixtures	5 years
Vehicles	3-5 years
Office equipment	5 years
Plant and machinery	3 - 8 years
Computer equipment	3-5 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Leasehold improvements are depreciated over lease term or estimated useful life whichever is lower.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed periodically, including at each financial year end.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in profit or loss.

The cost and related accumulated depreciation are derecognised from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the statement of profit and loss.

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2.8 Leases

The Company as a lessee:

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease

payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Short-term leases and leases of low-value assets:

The Company applies the short-term lease recognition exemption to its short-term leases of buildings (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

2.9 Goodwill

The excess of the cost of acquisition over the Company's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognised as goodwill. If the excess is negative, it is considered as a bargain purchase gain. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase. Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows.

2.10 Intangible assets

(i) Recognition and measurement

Internally generated: Research and development

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalised include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

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Separately acquired Intangible assets:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

Others

Other purchased intangible assets are initially measured at cost. Subsequently, such intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated software is recognised in the statement of profit and loss as and when incurred.

(iii) Amortisation

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortisation methods and useful lives are reviewed periodically including at each financial year end.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The estimated useful lives of intangible assets are as follows:

Asset category	Estimated useful life
Brand	15 years
Computer software	3 years
Copyright and trademarks	3 years
Customer contracts	3 years
Customer relationships	9 years

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

2.1 Impairment of non-financial assets

Tangible and Intangible Assets (excluding Goodwill)

At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset or the cash generating unit to which the intangible asset is allocated may be impaired. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment more frequently.

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Goodwill

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.12 Investments in subsidiaries and associates

Investment in equity instruments issued by subsidiaries and associates are measured at cost less impairment. Dividend income from subsidiaries and associates is recognised when its right to receive the dividend is established. The acquired investment in subsidiaries and associates are measured at acquisition date fair value.

Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

Investment in debentures of the subsidiaries and associate are treated as equity instruments if they meet the definition of equity as per Ind AS 32 and are measured at cost. Investment in debentures not meeting the aforesaid conditions are classified as debt instruments and are accounted for under Ind AS 109.

2.13 Inventories

Inventories (raw materials, consumables and stores and spares) are valued at lower of cost and net realisable value. Cost of inventories comprises purchase price and other costs incurred in bringing the inventories to their present location and condition. Cost is determined using the weighted average method.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs to sell.

Cost of material and stores and spare parts consumed includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and in banks, demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal and other short-term highly liquid investments with original maturities of three months or less.

For the purpose of cash flow statement, cash and cash equivalent includes cash on hand, in banks, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less, net of outstanding bank overdrafts that are repayable on demand and are considered part of the cash management system.

2.15 Dividend

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

2.16 Share-based payments

Equity instruments granted to the employees of the Company are measured by reference to the fair value of the instrument at the date of grant. The expense is recognised in the statement of profit and loss with a corresponding increase in equity (stock options outstanding account). The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation). The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

2.17 Earnings per share

Basic earnings per share is computed by dividing the net profit/ (loss) attributable to owners of the Company by the weighted average number of equity shares outstanding

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during the period. Diluted earnings per equity share is computed by dividing the net profit/(loss) attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

2.18 Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The unwinding of discount is recognised as finance cost.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

2.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

a) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are

initially recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial instruments are recognised initially at fair value except for trade receivables which are initially measured at transaction price. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Regular way purchase and sale of financial assets are accounted for at trade date.

b) Financial assets

i) Classification and subsequent measurement

For the purpose of subsequent measurement, a financial asset is classified and measured at

- amortised cost;
- fair value through other comprehensive income (FVTOCI) - debt investment;
- fair value through other comprehensive income (FVTOCI) - equity investment; or
- fair value through profit and loss (FVTPL).

1. A financial asset is measured at amortised cost if both the following conditions are met:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

2. A debt investment is measured at FVTOCI if both of the following conditions are met:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets ; and
- the contractual terms of the financial assets give rise on a specified

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date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

3. On initial recognition of an equity investment that is not held for trading, the Company irrevocably elects to present subsequent changes in the fair value in OCI (designated as FVTOCI-equity investment). This election is made on an investment-to-investment basis.

4. All financial assets not classified as amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL, if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognised in the statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit and loss. Any gain or loss on derecognition is recognised in the statement of profit and loss.
Debt investments at FVTOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in the statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the statement of profit and loss.
Equity investments at FVTOCI recognised	These assets are subsequently measured at fair value. Dividends are recognised as income in the statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to the statement of profit and loss.

ii) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables (billed and unbilled) based on expected lifetime credit losses at each reporting date after initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

As a practical expedient, the Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable and contract assets. Depending on the diversity of its customer base, the company has considered to group its customers into two types: government customers and non-government customers.

The provision matrix for non-government customers is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking

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estimates. The provision matrix for government customers is primarily based on the time-based movement within the life cycle of customer receivable further adjusted for forward-looking estimates

ECL impairment loss allowance (or reversal) is recognised as an income/expense in the statement of profit and loss during the period.

iii) Derecognition of financial assets

A financial asset is derecognised only when the Company:

- has transferred the rights to receive cash flows from the financial asset; or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset.

c) Financial liabilities

i) Classification, subsequent measurement and gains and losses

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost through effective interest method. Financial liabilities are subsequently carried at amortised cost using the effective interest method, except for contingent consideration recognised in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the

carrying amounts approximate fair value due to the short maturity of these instruments.

ii) Financial guarantee contracts

Financial guarantee contracts are those contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because the specified party fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contracts are initially recognised at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount initially recognised less cumulative amortisation.

iii) Derecognition

A financial liability is derecognised when the Company's obligations are discharged or cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.20 Measurement of fair values

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the fair

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value measurements are observable and significance of the inputs to fair value measurements:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

In determining the fair value of an asset or a liability, the Company uses different methods and assumptions based on observable market inputs. All methods of assessing fair value result in general approximation of value, and such value may not actually be realised.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.21 Revenue recognition

The Company derives revenue primarily from staffing services in the segments of General staffing, Professional staffing, Overseas business and Digital platforms. Further, it also provides training and skill development services under the General staffing.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognised upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

The contract with customer for staffing services, generally contains a single performance obligation and

is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from staffing services in the segments of General staffing, Professional staffing, Overseas business and Digital platforms is recognised over time since the customer simultaneously receives and consumes the benefits. The invoicing for these services is either based on cost plus a service fee or fixed fee model.

Revenue from training and skill development services are recognised over time based on satisfaction of specific performance criteria included in contractual arrangements with customers.

The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor and has pricing latitude which establishes control before transferring products and services to the customer.

The Company's receivables are rights to consideration that are unconditional. Unbilled revenues comprising revenues in excess of invoicing are classified as financial asset when the right to consideration is unconditional and is due only after a passage of time. Unbilled revenues are presented under Trade receivables, while invoicing in excess of revenues are classified as unearned revenue.

Other income

Other income comprises primarily interest income on deposits, dividend income and gain/ (loss) on disposal of financial assets and non-financial assets. Interest income is recognised using the effective interest method.

2.22 Employee benefits

a) Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Short-term employee benefits are measured on an undiscounted basis as the related service is provided.

b) Compensated absences

The employees of the Company are entitled to compensated absences. The employees can carry

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forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The obligation is determined by actuarial valuation performed by an external actuary at each balance sheet date using projected unit credit method.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits and those expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits.

c) Defined contribution plan

Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The Company makes specified monthly contributions towards Employee Provident Fund to Government administered Provident Fund Scheme which is a defined contribution plan. The expenditure for defined contribution plan is recognised as expense during the period when the employee provides service.

d) Defined benefit plans

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The Company's gratuity fund is managed by Life Insurance Corporation of India (LIC), ICICI Prudential, HDFC Life, Kotak Mahindra Bank and Yes Bank. The present value of gratuity obligation under such defined benefit plan is determined based on actuarial valuations carried out by an external actuary using the Projected Unit Credit Method. The Company recognises the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements recognized as employee benefit expense; and
- Net interest expense or income recognized as a finance cost.

Actuarial gains or losses are recognised in other comprehensive income. Further, the statement of profit and loss does not include an expected return on plan assets. Instead, net interest recognised in the statement of profit and loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through other comprehensive income.

Re-measurement comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to the statement of profit and loss in subsequent periods.

2.23 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.24 Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the period, the nature and amount of such items is disclosed separately as Exceptional items.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

2.25 Restructuring Expenses

Restructuring expenses is recognised when the Company develops a detailed formal plan for the restructuring and has raised valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

2.26 Write offs

The Company writes off a financial asset when there is information indicating that the trade receivables (billed and unbilled) is in severe financial difficulty and there is no realistic prospect of recovery, for example when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

2.27 Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognised in the statement of profit and loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the reporting date and are expected to apply to taxable income in the years in

which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be used. Deferred income tax liabilities are recognised for all taxable temporary differences. Deferred tax assets, unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.28 Contingent liability

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company, or a present obligation that arises from past events where it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the standalone financial statements.

2.29 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.30 Segment reporting

In accordance with Ind AS 108, Operating segments, segment information has been disclosed in the consolidated financial statements of the Company and no separate disclosure on segment information is given in these standalone financial statements.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

3 (a) Property, plant and equipment

Particulars	Land	Building	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Lease hold improvements	Computer equipment	Total property, plant and equipment	Total Capital work-in-progress
(Amount in ₹ millions)										
Gross carrying amount as at April 1, 2023	470.00	354.40	523.51	227.24	385.72	69.26	232.34	1,695.61	3,958.08	0.69
Additions	-	-	52.99	9.08	73.10	24.23	8.87	178.24	346.51	-
Disposals	-	-	(134.88)	(100.63)	(138.58)	(22.00)	(26.26)	(226.34)	(648.69)	-
Capitalised during the year	-	-	-	-	-	-	-	-	-	(0.24)
Balance as at March 31, 2024	470.00	354.40	441.62	135.69	320.24	71.49	214.95	1,647.51	3,655.90	0.45
Transfer of assets through Scheme of Arrangement (refer note 43)	(470.00)	(354.40)	(441.31)	(112.30)	(282.26)	(71.20)	(8.29)	(1,412.06)	(3,151.82)	(0.45)
Additions	-	-	0.05	0.35	2.69	-	7.97	19.46	30.52	-
Disposals	-	-	(0.05)	(1.07)	(1.48)	-	(0.28)	(0.73)	(3.61)	-
Balance as at March 31, 2025	-	-	0.31	22.67	39.19	0.29	214.35	254.18	530.99	-
Accumulated depreciation as at April 1, 2023	-	42.37	430.00	183.92	314.59	50.21	97.68	1,263.40	2,382.17	-
Depreciation for the year*	-	5.96	41.49	16.22	29.79	8.98	48.58	221.37	372.39	-
Disposals	-	-	(97.78)	(96.74)	(132.54)	(19.85)	(26.25)	(225.85)	(599.01)	-
Balance as at March 31, 2024	-	48.33	373.71	103.40	211.84	39.34	120.01	1,258.92	2,155.55	-
Transfer of assets through Scheme of Arrangement (refer note 43)	-	(48.33)	(373.40)	(81.09)	(183.32)	(39.05)	(2.43)	(1,084.19)	(1,811.81)	-
Depreciation for the year	-	-	-	0.62	2.88	-	49.23	47.34	100.07	-
Disposals	-	-	(0.05)	(1.04)	(1.15)	-	(0.28)	(0.73)	(3.25)	-
Balance as at March 31, 2025	-	-	0.26	21.89	30.25	0.29	166.53	221.34	440.56	-
Net carrying amount										
As at March 31, 2025	-	-	0.05	0.78	8.94	-	47.82	32.84	90.43	-
As at March 31, 2024	470.00	306.07	67.91	32.29	108.40	32.15	94.94	388.59	1,500.35	0.45

*Out of the total depreciation for the year 2023-24 ₹ 112.73 million pertains to Continuing operations and ₹ 259.66 million pertains to Discontinued operations.

The aggregate depreciation has been included under depreciation and amortisation expense in the statement of profit and loss.

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

The Company does not have any immovable properties, other than properties where the company is lessee and the lease agreements are duly executed in favour of the lessee.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

3 (b) Right-of-use assets

(Amount in ₹ millions)

Particulars	Buildings	Computer Equipments	Total
Balance as at April 1, 2024	3,238.14	156.82	3,394.96
Additions	478.07	-	478.07
Disposals	(9.22)	(0.95)	(10.17)
Transfer of assets on account of Scheme of Arrangement (refer note 43)	(2,584.69)	(136.90)	(2,721.59)
Depreciation for the year	(231.89)	(17.45)	(249.34)
Balance as at March 31, 2025	890.41	1.52	891.93

(Amount in ₹ millions)

Particulars	Buildings	Computer Equipments	Total
Balance as at April 1, 2023	2,998.04	369.58	3,367.62
Additions	1,223.03	8.57	1,231.60
Disposals	(8.28)	(4.62)	(12.90)
Depreciation for the year*	(974.65)	(216.71)	(1,191.36)
Balance as at March 31, 2024	3,238.14	156.82	3,394.96

*Out of the total depreciation for the year 2023-24, ₹ 239.20 million pertains to Continuing operation and ₹ 952.16 million pertains to Discontinued Operation.

The aggregate depreciation has been included under depreciation and amortisation expense in the statement of profit and loss.

3 (c) Lease liabilities

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current lease liabilities	801.83	2,631.68
Current lease liabilities	192.59	1,109.09
	994.42	3,740.77

The following is the movement in lease liabilities:

(Amount in ₹ millions)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance as at the beginning of the year	3,740.77	3,664.39
Add: Additions	470.66	1,192.23
Less: Deletions	(10.74)	(15.16)
Less: Transfer on account of Scheme of Arrangement (refer note 43)	(2,986.70)	-
Add: Finance cost accrued during the year**	86.49	377.89
Less: Repayment of lease liabilities	(306.06)	(1,478.58)
Balance as at the end of the year	994.42	3,740.77

** Out of the total finance cost for the year 2023-24, ₹ 86.40 million pertains to Continuing operations and ₹ 291.50 million pertains to Discontinued operations.

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2025 and March 31, 2024 on an undiscounted basis:

(Amount in ₹ millions)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Less than one year	275.70	1,414.68
One to five years	716.92	2,841.86
More than five years	337.41	793.12
Total	1,330.03	5,049.66

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

4 Goodwill, other intangible assets and intangible assets under development

Particulars	Goodwill (refer note 4.1)		Other intangible assets			Intangible assets under development (refer note 4.2)	
	Computer software	Brand	Copyright and trademarks	Customer relationships	Customer contracts	Total other intangibles assets	
Gross carrying amount as at April 1, 2023	6,226.09	634.46	894.60	0.48	1,309.84	23.54	2,862.92
Additions	-	15.02	-	-	-	-	15.02
Capitalised during the year	-	3.15	-	-	-	-	3.15
Disposals	-	(16.93)	-	-	-	-	(16.93)
Impaired during the year	(10.33)	-	-	-	-	-	(9.32)
Balance as at March 31, 2024	6,215.76	635.70	894.60	0.48	1,309.84	23.54	2,864.16
Transfer on account of Scheme of Arrangement #	(6,215.76)	(549.80)	(359.40)	(0.48)	(1,309.84)	(23.54)	(2,243.06)
Balance as at March 31, 2025	-	85.90	535.20	-	-	-	621.10
Accumulated amortisation and impairment as at April 1, 2023	2,788.31	588.51	516.25	0.48	876.72	23.54	2,005.50
Amortisation for the year*	-	33.34	64.55	-	190.68	-	288.57
Disposals	-	(16.40)	-	-	-	-	(16.40)
Balance as at March 31, 2024	2,788.31	605.45	580.80	0.48	1,067.40	23.54	2,277.67
Transfer on account of Scheme of Arrangement #	(2,788.31)	(524.47)	(215.17)	(0.48)	(1,067.40)	(23.54)	(1,831.06)
Amortisation for the year	-	2.40	35.68	-	-	-	38.08
Accumulated amortisation and impairment as at March 31, 2025	-	83.38	401.31	-	-	-	484.69
Net carrying amount	-	2.52	133.89	-	-	-	136.41
As at March 31, 2025	3,427.45	30.25	313.80	-	242.44	-	586.49
As at March 31, 2024	-	-	-	-	-	-	20.59

* Out of the total amortisation for the year 2023-24, ₹ 38.67 million pertains to Continuing operation and ₹ 249.90 million pertains to Discontinued operations.

The aggregate amortisation has been included under depreciation and amortisation expense in the statement of profit and loss.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

4.1 Testing for impairment of goodwill: -

As at March 31, 2025, the Company has Nil goodwill balance (March 31, 2024: ₹ 3,427.45 million) of goodwill allocated to the Company's Integrated facility management (IFM) CGU, Conneqt CGU. The recoverable value was determined based on value in use.

The cash flows related to revenue and operating margins have been estimated based on historical trends and future market expectations specific to the CGU.

The growth in revenue estimations used in the impairment testing for the year ended March 31, 2024 was in the range of 15.00% to 25.00%. The operating margin estimations used in the impairment testing for the year ended March 31, 2024 are in the range of 5.31% to 16.56%.

Other key assumptions used by the Company for impairment assessment are captured in the table below:

(Amount in ₹ millions)		
IFM CGU and Conneqt Business Solutions Limited	As at March 31, 2025	As at March 31, 2024
Pre-tax discount rate	NA	23.61% - 26.93%
Terminal growth rate	NA	4.00%

4.2 Intangible assets under development ageing schedule:

(Amount in ₹ millions)					
Particulars	Amount in intangible assets under development for the period of:				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress					
As at March 31, 2025	-	-	-	-	-
As at March 31, 2024	20.59	-	-	-	20.59

Project in progress are reviewed by the management on a regular basis and deployed as per business requirement.

5 Non-current investments

(Amount in ₹ millions)		
Particulars	As at March 31, 2025	As at March 31, 2024
Unquoted		
Investment carried at cost		
Investments in equity instruments of subsidiaries		
86,000 (March 31, 2024: 86,000) fully paid up equity shares of par value of 100.00 pesos each of Quess (Philippines) Corp	12.27	12.27
Nil (March 31, 2024 : 7,000,100) Common Shares of Brainhunter Systems Limited, fully paid up (refer note 5.1)	-	17.51
Nil (March 31, 2024: 1) Common Stock of Quess Corp (USA) Inc. of USD 100,000 each, fully paid-up (refer note 5.1)	-	361.07
45,269,608 (March 31, 2024: 45,269,608) ordinary shares of Quesscorp Holdings Pte. Ltd of SGD 1.00 each, fully paid-up	2,267.11	2,267.11

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Nil (March 31, 2024: 11,182,912) equity shares of ₹10 each fully paid-up of Alldigi Tech Limited (refer note 5.1)	-	3,299.61
Nil (March 31, 2024: 176,601) fully paid up equity shares of par value of ₹ 10.00 each of Vedang Cellular Services Private Limited (refer note 5.1)	-	551.62
Less: Impairment in value of investments of Vedang Cellular Services Private Limited (refer note 5.1)	-	(297.41)
	-	254.21
999,999 (March 31, 2024: 1,000,000) fully paid up equity shares of par value of ₹ 10.00 each of Quess International Services Private Limited (formerly Golden Star Facilities and Services Private Limited)* (refer note 5.1)	778.57	778.57
Less: Impairment in value of investments of Quess International Services Private Limited (formerly Golden Star Facilities and Services Private Limited) (refer note 5.1)	(625.62)	(535.71)
	152.95	242.86
Nil (March 31, 2024: 60,318) fully paid up equity shares of par value of ₹ 10.00 each of Monster.com (India) Private Limited (refer note 5.1)	-	1,629.39
42,000 (March 31, 2024: 42,000) fully paid up equity shares of par value of Taka 10.00 each of Quess Services Limited	3.49	3.49
Less: Impairment in value of investments of Quess Services Limited	(3.49)	(3.49)
	-	-
Nil (March 31, 2024: 10,000) fully paid up equity shares of par value of ₹ 10.00 each of Trimax Smart Infraprojects Private Limited (refer note 5.1)	-	130.05
Less: Impairment in value of investments of Trimax Smart Infraprojects Private Limited (refer note 5.1)	-	(130.05)
	-	-
Nil (March 31, 2024: 370,000) fully paid up equity shares of par value of ₹ 10.00 each of Terrier Security Services (India) Private Limited (refer note 5.1)	-	1,367.20
Less: Impairment in value of investments of Terrier Security Services (India) Private Limited (refer note 5.1)	-	(190.00)
	-	1,177.20
6,009,999 (March 31, 2024: 6,010,000) fully paid up equity shares of par value of ₹ 10.00 each of Billion Careers Private Limited	60.10	60.10
Less: Impairment in value of investments of Billion Careers Private Limited	(60.10)	(60.10)
	-	-
674.22 (March 31, 2024: 674.22) fully paid up equity shares of SGD 40,038.59 each of MFXchange Holdings Inc. (refer note 5.1)	-	1,710.21
Less: Return of capital from Quess Holdings Pte. Ltd. (refer note 5.1)	-	(1,492.35)
	-	217.86

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Nil (March 31, 2024: 36,023) fully paid up equity shares of par value of ₹ 10.00 each of Heptagon Technologies Private Limited (refer note 5.1)	-	257.70
Less: Impairment in value of investments of Heptagon Technologies Private Limited (refer note 5.1)	-	(257.70)
	-	-
38,33,942 (March 31, 2024: 38,33,944) fully paid up equity shares of par value of ₹ 10.00 each of Stellarslog Technovation Private Limited	210.36	210.36
Less: Impairment in value of investments of Stellarslog Technovation Private Limited (refer note 5.1)	(210.36)	(171.44)
	-	38.92
Investment in Quess Corp Vietnam Limited Liability Company (refer note 5.1)	13.06	13.06
Less: Impairment in value of investments of Quess Corp Vietnam Limited Liability Company (refer note 5.1)	(13.06)	(13.06)
	-	-
Nil (March 31, 2024: 10,000) fully paid up equity shares of par value of 10.00 each of Digitide Solutions Limited (refer note 5.1)	-	0.10
Nil (March 31, 2024: 10,000) fully paid up equity shares of par value of 10.00 each of Bluspring Enterprises Limited (refer note 5.1)	-	0.10
Investment in convertible debentures of subsidiary		
Nil (March 31, 2024: 91,300) fully paid up optionally convertible debentures of par value of ₹ 10,000 each of Trimax Smart Infraprojects Private Limited (refer note 5.1)	-	873.00
Less: Impairment in value of investments of Trimax Smart Infraprojects Private Limited (refer note 5.1)	-	(873.00)
Investment carried at fair value through profit and loss		
Investment in convertible debentures of subsidiary		
Nil (March 31, 2024: 4,687) fully paid up compulsorily convertible debentures of par value of ₹ 80,000 each of Monster.com (India) Private Limited (refer note 5.1)	-	374.96
Investment carried at fair value through other comprehensive income		
Investment in compulsory convertible preference share		
Nil (March 31, 2024: 56,500) fully paid up compulsorily convertible preference shares of ₹ 6,195 each of Onsite Electro Services Private Limited (refer note 5.1)	-	350.02
Total non-current investments	2,432.33	10,243.19

Aggregate value of unquoted investments

3,344.96

12,775.15

Aggregate amount of impairment in value of investments

(912.63)

(2,531.96)

*Investments includes day one fair value recognition for corporate guarantee given to subsidiaries amounting to ₹ 44.27 million (March 31, 2024: ₹ 63.21 million).

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Movement of impairment loss allowance on investments

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Opening Balance	(2,531.96)	(2,584.43)
Less: Transfer on account of Scheme of Arrangement (refer note 43)	1,748.16	-
Add: Impairment loss recognised during the year** (refer note 33.1)	(128.83)	(469.93)
Less: Written off during the year#	-	504.70
Less: Reversal of impairment allowance during the year**	-	17.70
Closing Balance	(912.63)	(2,531.96)

During the year ended March 31, 2024, the Company has written off its investments in Excelus Learning Solutions Private Limited and Quess East Bengal FC Private Limited which was fully impaired in the prior years.

** This impairment in value of investment is treated as an exceptional item 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").

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

5.1 Details of non-current investments made and sold/(impaired) during the current year:

Investment in equity instruments

(Amount in ₹ millions except number of shares data)

Particulars	Number of shares acquired/ (sold)	As at April 1, 2024 (net of impairment)	Transfer on account of Scheme of Arrangement (refer note 43)	Invested during the year	Loan converted to equity during the year	Sold during the year	Impairment recognised during the year	Other adjustments	As at March 31, 2025 (net of impairment)
Subsidiaries									
Quess International Services Private Limited* (formerly Golden Star Facilities and Services Private Limited)	9,99,999	242.86	-	-	-	-	(89.91)	-	152.95
Stellarslog Technovation Private Limited*	36,00,000	38.92	-	-	-	-	(38.92)	-	-
Brainhunter Systems Limited	70,00,100	17.51	(17.51)	-	-	-	-	-	-
Quess Corp (USA) Inc.	1,00,000	361.07	(361.07)	-	-	-	-	-	-
Aldigi Tech Limited	1,11,82,912	3,299.61	(3,299.61)	-	-	-	-	-	-
MFExchange Holdings Inc	674	217.86	(217.86)	-	-	-	-	-	-
Vedang Cellular Services Private Limited	1,76,601	254.21	(254.21)	-	-	-	-	-	-
Monster.com (India) Private Limited	60,318	1,629.39	(1,629.39)	-	-	-	-	-	-
Terrier Security Services (India) Private Limited	3,70,000	1,177.20	(1,177.20)	-	-	-	-	-	-
Digitide Solutions Limited	9,994	0.10	-	-	-	-	-	(0.10)	-
Bluspring Enterprises Limited	9,994	0.10	-	-	-	-	-	(0.10)	-
Total		7,238.83	(6,956.85)	-	-	-	(128.83)	(0.20)	152.95

*During the year ended March 31, 2025, the Company assessed the recoverable value of investments in Quess International Services Private Limited and Stellarslog Technovation Private Limited and recognised an impairment loss on investment aggregating to ₹ 90.00 million and ₹ 38.92 million respectively. The same has been disclosed under exceptional items in the statement of profit and loss.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Details of non-current investments made and sold/(impaired) during the previous year:

(Amount in ₹ millions except number of shares data)							
Particulars	Number of shares acquired/(sold)	As at April 1, 2023 (net of impairment)	Invested during the year	Loan converted to equity during the year	Sold during the year	Impairment recognised during the year	Other adjustments
As at March 31, 2024 (net of impairment)							
Subsidiaries							
Stellarslog Technovation Private Limited***	36,00,000	138.36	4.00	68.00	-	(171.44)	-
Heptagon Technologies Private Limited****	14,166	130.00	15.00	-	-	(145.00)	-
MFExchange Holdings Inc.*****	674	4.95	1,708.23	-	-	-	(1,495.32)
Qdigi Services Limited *****	(53,49,644)	352.00	-	-	(352.00)	-	-
Quess services limited *****		3.49	-	-	-	(3.49)	-
Vedang Cellular Services Private Limited *****	8,224	491.10	60.52	-	-	-	-
Quess International Services Private Limited *****	10,00,000	392.86	-	-	-	(150.00)	-
Digitide Solutions Limited	9,994	-	0.10	-	-	-	-
Bluspring Enterprises Limited	9,994	-	0.10	-	-	-	-
Total		1,512.76	1,787.95	68.00	(352.00)	(469.93)	(1,495.32)

****During the year ended March 31, 2024, the Company acquired additional 46% stake in Stellarslog Technovation Private Limited (STPL) for purchase consideration of ₹ 72 million out of which ₹ 68 million of loan was converted into equity and ₹ 4 million was paid in cash. Consequent to additional 46% acquisition, STPL has become wholly owned subsidiary of the Company.

Also during the year ended March 31, 2024, the Company assessed the recoverable value of investment in STPL and recognised an impairment loss on investment aggregating to ₹ 171.44 million and disclosed under exceptional item.

*****During the year ended March 31, 2024, the Company acquired additional 39.33% stake in Heptagon Technologies Private Limited ("Heptagon") for purchase consideration of ₹ 15 million.

Also pursuant to internal restructuring, business contracts and employees of Heptagon, are being novated/transferred to the Company and other subsidiaries of the Group. Therefore, the Company recorded an impairment relating to Heptagon aggregating to ₹ 145.00 million during the year ended March 31, 2024 disclosed under exceptional item.

*****As at September 30, 2023, Quess Corp Holdings Pte. Ltd. (QHPL) held 55.68% in MFExchange Holdings Inc (MFX) and 44.32% was held by Quess Corp (USA) Inc. QHPL and Quess Corp (USA) Inc. are wholly owned subsidiaries of Quess ('the Company').

As part of group restructuring, on 28 December 2023, Quess purchased equity shares of 55.68% relating to MFX from QHPL for ₹ 1,708.05 million (SGD 26.99 million) based on a fair valuation of MFX equity shares carried out by a SEBI registered merchant banker. The cost of the investment of MFX in the books of QHPL on the date of transaction was ₹ 215.70 million, resulting in a surplus of ₹ 1,492.35 million in QHPL. Out of this surplus, an amount of ₹ 1,317.12 million (SGD 21 million) was distributed as a dividend by QHPL on 29 December 2023 and ₹ 175.23 million (SGD 27.08 million) on 2 January 2024 respectively.

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for the year ended 31 March 2025

Under Ind AS, applying the guidance under Appendix C to Ind AS 103 and the framework relating to Ind AS, the investment made in MFX by Quess and the receipt of dividend from QHPL were considered to be linked transactions to achieve contemporaneously the objective of restructuring and therefore transferring the investment in MFX to Quess. Therefore, such dividend is considered to be a return of capital and adjusted against the purchase price of the investment in MFX.

Hence, the carrying value of investment in MFX is recorded at ₹ 215.70 million (₹ 1,708.05 million less 1,492.35 million). Amounts received in excess of ₹ 1,492.35 million is recorded as dividend income from QHPL. The total dividend received from QHPL during the year is ₹ 897.15 million (March 31, 2024: ₹ 891.56 million) (refer note 40).

*****During the year ended March 31, 2024, the Company has sold its equity stake in Qdigi Services limited (QDigi) to Onsite Electro Services Private Limited ("Onsite") for a consideration of ₹ 744.55 million resulting in a gain of 364.61 million which is disclosed as an exceptional item. The gain is net of transaction cost of ₹ 27.95 million. Out of the cash consideration, ₹ 46 million will be received after completion of closing conditions.

The Company has also contemporaneously invested ₹ 350.02 million for subscription of 56,500 compulsorily convertible preference shares of Onsite pursuant to Share Purchase and Investment Agreement.

*****During the year ended March 31, 2024, Quess Services Limited has gone into liquidation on 20 March 2024, the company has recognised net impairment of ₹ 3.49 million on investment and disclosed as exception item.

***** During the year ended March 31, 2024, non-controlling shareholder of Vedang Cellular Services Private Limited ("VCSP"), a subsidiary of the Company, exercised the put option to sell 4.5% stake to the Company resulting in a payout of ₹ 60.52 million. Consequently, shareholding in VCSP has increased to 97%.

***** During the year ended March 31, 2024, the Company assessed the recoverable value of investment in Quess International Services Private Limited and recognised an impairment loss on investment aggregating to ₹ 150.00 million and disclosed under exceptional item.

5.2 Investment in convertible debentures during the current year:

(Amount in ₹ millions except number of shares data)

Particulars	Number of debentures acquired/ (redeemed)	As at April 1, 2024 (net of impairment)	Transfer on account of Scheme of Arrangement (refer note 43)	Issued during the year	Redeemed during the year	Impairment recognised during the year	As at March 31, 2025 (net of impairment)
Subsidiaries							
Monster.com (India) Private Limited	3,437	374.96	(374.96)	-	-	-	-
Total		374.96	(374.96)	-	-	-	-

Investment in convertible debentures during the previous year:

Particulars	Number of debentures acquired/ (redeemed)	As at April 1, 2023 (net of impairment)	Issued during the year	Redeemed during the year	Impairment recognised during the year	As at March 31, 2024 (net of impairment)
Subsidiaries						
Trimax Smart Infraprojects Private Limited*	-	22.30	-	(40.00)	17.70	-
Monster.com (India) Private Limited **	3,437	100.00	274.96	-	-	374.96
Total		122.30	274.96	(40.00)	17.70	374.96

*During the year ended March 31, 2024, the Company redeemed Compulsorily Convertible Debentures ("CCDs") amounting to ₹ 40 million and reversed impairment booked earlier amounting to ₹ 17.70 million.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

5.3 Investment in compulsory convertible preference shares during the current year :

(Amount in ₹ millions except number of shares data)

Particulars	Number of shares acquired/ (sold)	Value per share including premium	As at April 1, 2024 (net of impairment)	Transfer on account of Scheme of Arrangement (refer note 43)	Invested/ (sold) during the year	Loan converted to equity during the year	Impairment recognised during the year	As at March 31, 2025 (net of impairment)
Onsite Electro Services Private Limited	56,500	6,195.04	350.02	(350.02)	-	-	-	-
Total			350.02	(350.02)				-

Investment in compulsory convertible preference shares during the previous year :

Particulars	Number of debentures acquired/ (redeemed)	Value per share including premium	As at April 1, 2023 (net of impairment)	Invested during the year	Loan converted to equity during the year	Sold during the year	Impairment recognised during the year	As at March 31, 2024 (net of impairment)
Onsite Electro Services Private Limited	56,500	6,195.04	-	350.02	-	-	-	350.02
Total			-	350.02	-	-	-	350.02

6 Non-current loans

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans considered good - unsecured- repayable on demand		
Loans to subsidiaries (refer note 6.1)	190.95	560.18
Loans credit impaired - unsecured - repayable on demand		
Loans to subsidiaries (refer note 6.1)	-	235.18
Less: Impairment loss allowance (refer note 34)	-	(235.18)
	190.95	560.18

6.1 Details of loans and advances given during the year under Section 186(4) of the Act:

Movement for the year ended March 31, 2025

(Amount in ₹ millions)

Particulars	Balance as at April 1, 2024	Transfer on account of Scheme of Arrangement (refer note 43)	Loans and advances given during the year	Interest converted into loans during the year	Loans and advances repaid during the year	Converted into investment in equity instruments	Loss allowance (recognised)/ reversal during the year	Balance as at March 31, 2025
Subsidiaries								
Quess International Services Private Limited (formerly known as Golden Star Facilities and Services Private Limited)	7.69	-	7.70	-	(15.39)	-	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Particulars	Balance as at April 1, 2024	Transfer on account of Scheme of Arrangement (refer note 43)	Loans and advances given during the year	Interest converted into loans during the year	Loans and advances repaid during the year	Converted into investment in equity instruments	Loss allowance (recognised)/ reversal during the year	Balance as at March 31, 2025
Stellarslog Technovation Private Limited	-	-	1.67	-	-	-	-	1.67
Excelus Learning Solutions Private Limited*	-	-	40.47	-	(5.18)	-	(35.29)	-
Billion Careers Private Limited	222.40	-	13.96	11.84	(27.14)	-	-	221.06
Trimax Smart Infraprojects Private Limited	4.10	(4.10)	-	-	-	-	-	-
Vedang Cellular Services Private Limited	7.85	(7.85)	-	-	-	-	-	-
Monster.com (India) Private Limited	37.36	(37.36)	-	-	-	-	-	-
Terrier Security Services (India) Private Limited	401.26	(401.26)	-	-	-	-	-	-
Total	680.66	(450.57)	63.80	11.84	(47.71)	-	(35.29)	222.73
Non-current loans to subsidiaries (refer note 6)								190.95
Current advances to subsidiaries (refer note 15)								31.78

*Impairment loss is recognised since there is no recoverable value.

The above unsecured loans are given to subsidiaries at an interest rate of 9% p.a. Loans do not have any fixed term and are receivable on demand. The above loans were given for the purpose of meeting working capital requirements.

Movement for the year ended March 31, 2024

(Amount in ₹ millions)

Particulars	Balance as at April 1, 2023	Loans and advances given during the year	Interest converted into loans during the year	Loans and advances repaid during the year	Converted into investment in equity instruments	Loss allowance (recognised)/ reversal during the year	Balance as at March 31, 2024
Subsidiaries							
Quess International Services Private Limited (formerly known as Golden Star Facilities and Services Private Limited)	3.26	334.86	-	(330.43)	-	-	7.69
Excelus Learning Solutions Private Limited*	-	43.38	-	(73.05)	-	29.67	-
Trimax Smart Infraprojects Private Limited	251.69	8.61	24.94	(281.14)	-	-	4.10
Vedang Cellular Services Private Limited	3.36	194.07		(189.57)	-	-	7.85
Qdigi Services Limited	198.72	145.80	0.64	(345.16)	-	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Particulars	Balance as at April 1, 2023	Loans and advances given during the year	Interest converted into loans during the year	Loans and advances repaid during the year	Converted into investment in equity instruments	Loss allowance (recognised)/ reversal during the year	Balance as at March 31, 2024
Monster.com (India) Private Limited	77.92	93.48	-	(134.03)	-	-	37.36
Quess Services Limited ****	2.94	-	-	-	-	(2.94)	-
Heptagon Technologies Private Limited **	235.18	-	-	-	-	(235.18)	-
Terrier Security Services (India) Private Limited	360.76	48.92	24.06	(32.51)	-	-	401.26
Billion Careers Private Limited	140.52	79.43	4.45	(2.00)	-	-	222.40
Stellarslog Technovation Private limited ***	67.00	23.41	2.31	-	(68.00)	(24.72)	-
Total	1,341.36	971.96	56.40	(1,387.90)	(68.00)	(233.17)	680.66
Non-current loans to subsidiaries (refer note 6)							560.18
Current advances to subsidiaries (refer note 15)							120.48

*Impairment loss recognised due to nil recoverable value.

**During the year ended March 31, 2024, pursuant to internal restructuring, business contracts and employees of Heptagon Technologies ("Heptagon"), a 100% subsidiary of the Company, are being novated/transferred to the Company and other subsidiaries of the Group. Therefore, the Company recorded an impairment relating to loans given to Heptagon aggregating to ₹ 235.18 million disclosed under exceptional item.

***During the year ended March 31, 2024, the Company has converted Loan of ₹ 68 million into equity and recognised net impairment of ₹ 37.52 million towards loan and advance given to, Stellarslog Technovation Private Limited, disclosed as exceptional item.

**** During the year ended March 31, 2024, Quess Services limited has gone into liquidation on 20 March 2024, the company has recognised net impairment of ₹ 2.94 million and disclosed as exception item.

The above unsecured loans are given to subsidiaries at an interest rate equivalent to 10 years Government Bond rate except Stellarslog Technovation Private limited having the interest rate at 9% p.a. Loans do not have any fixed term and are receivable on demand. The above loans were given for the purpose of meeting working capital requirements.

6.2 Loans granted to promoters, directors, KMPs and related parties (repayable on demand):

(Amount in ₹ millions)

Particulars	Gross Amount	% to total loans	Impairment	Net amount
As at March 31, 2025				
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related parties	190.95	95.88%	-	190.95

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Particulars	Gross Amount	% to total loans	Impairment	Net amount
As at March 31, 2024				
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related parties	795.36	99.58%	(235.18)	560.18

7 Other non-current financial assets

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Security deposits*	159.76	627.86
Bank deposits (due to mature after 12 months from the reporting date)**	61.04	202.92
Indemnification assets***	-	443.34
Interest receivable from related parties (refer note 7.1)	14.85	38.43
Insurance recoverables	206.64	192.10
	442.29	1,504.65

*Security deposits include deposits given for premises taken under leases, electricity and water connections.

**Bank deposits to the tune of ₹ 10.04 million (March 31, 2024: 198.75 million) are lien marked against borrowings and guarantees.

***As per the Share Purchase Agreement ("SPA") and Share Holders Agreement ("SHA") dated 20 November 2017 with Conneqt Business Solutions Limited (formerly a subsidiary of the Company merged w.e.f 1 December 2023) and its shareholders, the Company will be indemnified for any future cash outflow on account of specific indirect tax claim which is existing as on the original date of acquisition. The claim is recognised as provision for expenses in the financial statements by recognising an equal amount as indemnification assets [based on purchase price allocation]. During the year ended March 31, 2025, the Supreme Court dismissed the case and accordingly Indemnification assets and corresponding provision for expense was reversed.

7.1 Interest on loans to related parties

(Amount in ₹ millions)

Particulars	Balance as at April 1, 2024	Transfer on account of Scheme of Arrangement (refer note 43)	Interest accrued on loans during the year	Interest received during the year	Loss allowance recognised during the year	Converted into loan during the year	Balance as at March 31, 2025
Subsidiaries							
Terrier Security Services (India) Private Limited	26.60	(26.60)	-	-	-	-	-
Billion Careers Private Limited	11.83	-	-	14.85	-	(11.83)	14.85
Total	38.43	(26.60)		14.85	-	(11.83)	14.85
Non Current Interest receivables from related parties							14.85

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Interest on loans to related parties

(Amount in ₹ millions)

Particulars	Balance as at April 1, 2023	Interest accrued on loans during the year	Interest received during the year	Loss allowance recognised during the year	Converted into loan during the year	Balance as at March 31, 2024
Subsidiaries						
Trimax Smart infra Projects Private limited	24.94	15.01	(15.01)	-	(24.94)	-
Terrier Security Services (India) Private Limited	24.06	26.60	-	-	(24.06)	26.60
Qdigi Services Limited	0.64	3.13	(3.13)	-	(0.64)	-
Billion Careers Private Limited	4.45	11.83	-	-	(4.45)	11.83
Stellarslog Technovation Private limited	2.31	4.21	-	(4.21)	(2.31)	-
Total	56.40	60.78	(18.14)	(4.21)	(56.40)	38.43
Non Current Interest receivables from related parties						38.43
Current Interest receivables from related parties						-

8 Taxes

A Amount recognised in profit or loss

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Continuing Operations		
Current tax:		
In respect of the current year	-	(53.40)
Deferred tax:		
Attributable to:		
Origination and reversal of temporary differences	144.63	257.71
Sub-Total (A)	144.63	204.31
Discontinued Operations		
Current tax:		
In respect of the current year	-	-
Deferred tax:		
Attributable to:		
Origination and reversal of temporary differences	-	63.05
Sub-Total (B)	-	63.05
Income tax credit reported in the standalone statement of profit and loss	144.63	267.36

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

B Income tax recognised in other comprehensive income

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Continuing Operations		
Re-measurement of the net defined benefit liability/ asset:		
Re-measurement (loss)/Income on defined benefit plans before tax	(141.10)	(264.05)
Tax expense	35.51	66.46
Sub-Total (A)	(105.59)	(197.59)
Discontinued Operations		
Re-measurement of the net defined benefit liability/ asset:		
Re-measurement (loss)/Income on defined benefit plans before tax	-	(20.18)
Tax expense	-	5.08
Sub-Total (B)	-	(15.10)
Net of tax	(105.59)	(212.69)

C Amounts recognised directly in equity

No tax expense has been recognised directly in equity.

D Reconciliation of effective tax rate

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Profit before tax (including continuing and discontinued operations)	1,056.62	3,161.85
Tax using the Company's domestic tax rate of 25.168%	(265.94)	(795.77)
Effect of:		
Income tax @ different rate		
Non-deductible expenses	(326.64)	(721.99)
80JJAA tax incentives	511.42	1,013.20
Effect of tax benefit relating to merger of Conneqt, MFX and Greenpiece	-	576.66
Income subject to different tax rates	-	38.35
Exempt income	225.79	156.91
Income tax credit reported in the standalone statement of profit and loss	144.63	267.36

E The following table provides the details of income tax assets and income tax liabilities as of March 31, 2025 and March 31, 2024

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax assets	3,180.15	4,435.20
Income tax liabilities	(51.89)	(19.89)
Net income tax assets as at the end of the year*	3,128.26	4,415.31

*The net income tax assets and net income tax liabilities are presented based on respective assessment years for which income tax is determined.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

F Deferred tax assets (net)

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets/(liabilities) are attributable to the following:		
Loss allowance on financial assets	590.41	652.80
Provision for employee benefits	642.68	762.03
Provision for disputed claims	-	41.81
Provision for bonus	-	140.22
Property, plant and equipment and intangible assets	16.88	42.65
Goodwill on merger	-	(699.10)
Customer relationships	-	(9.26)
Right-of-use assets and related lease liabilities	27.74	86.30
Others	-	24.80
Net deferred tax assets	1,277.71	1,042.25

G Deferred tax assets and liabilities

Movement of deferred tax assets / liabilities presented in the balance sheet:

(Amount in ₹ millions)

For the year ended March 31, 2025	Opening balance	Transfer on account of Scheme of Arrangement (refer note 43)	Recognised in profit or loss	Recognised in OCI	Closing balance
Deferred tax liability on:					
Goodwill on merger	(699.10)	(699.10)	-	-	-
Customer relationships	(9.26)	(9.26)	-	-	-
Deferred tax liabilities	(708.36)	(708.36)	-	-	-
Deferred tax assets on:					
Loss allowance on financial assets	652.80	160.99	98.60	-	590.41
Property, plant and equipment and intangible assets	42.65	42.41	16.64	-	16.88
Provision for employee benefits	902.25	317.60	22.52	35.51	642.68
Provision for disputed claims	41.81	41.81	-	-	-
Right-of-use assets and related lease liabilities	86.30	65.43	6.87	-	27.74
Others	24.80	24.80	-	-	-
Deferred tax assets	1,750.61	653.04	144.63	35.51	1,277.71
Net deferred tax assets	1,042.25	(55.32)	144.63	35.51	1,277.71

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for the year ended 31 March 2025

(Amount in ₹ millions)

For the year ended March 31, 2024	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Deferred tax liability on:				
Goodwill on merger	(699.10)	-	-	(699.10)
Customer relationships	(65.51)	56.19	-	(9.26)
Deferred tax liabilities	(764.61)	56.19	-	(708.36)
Deferred tax assets on:				
Loss allowance on financial assets	471.77	181.03	-	652.80
Property, plant and equipment and intangible assets	40.95	1.70	-	42.65
Provision for employee benefits	612.22	77.59	72.22	762.03
Provision for disputed claims	41.81	-	-	41.81
Provision for bonus	131.09	9.13	-	140.22
Right-of-use assets and related lease liabilities	74.69	11.61	-	86.30
Others	41.29	(16.49)	-	24.80
Deferred tax assets	1,413.82	264.57	72.22	1,750.61
Net deferred tax assets	649.21	320.76	72.22	1,042.25

The Company does not have any unrecognised deferred tax assets on carried forward tax losses.

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

For contingencies relating to income tax, refer note 38

9 Other non-current assets

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured and considered good)		
Capital advances	0.23	39.45
Provident fund payments made under protest (refer note 24.1)	-	10.72
Taxes paid under protest	403.19	339.59
Prepaid expenses	7.53	118.97
Balances with government authorities	24.58	22.80
	435.53	531.53

10 Inventories

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Valued at lower of cost and net realizable value		
Raw material and consumables	-	42.88
Stores and spares	-	20.34
	-	63.22

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

11 i) Trade receivables - billed

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivable billed - considered good - unsecured	8,454.55	12,488.94
Less: Allowance for expected credit loss	(1,094.62)	(946.77)
Trade receivable billed - considered good - unsecured	7,359.93	11,542.17
Trade receivable billed - credit impaired - unsecured	395.18	729.28
Less: Allowance for expected credit loss	(395.18)	(729.28)
Trade receivable billed - credit impaired - unsecured	-	-
Trade receivable billed - disputed - unsecured	137.18	137.18
Less: Allowance for expected credit loss	(137.18)	(137.18)
Trade receivable billed - disputed - unsecured	-	-
Total trade receivables - billed	7,359.93	11,542.17

ii) Trade receivables - unbilled

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables - unbilled*	7,623.64	11,119.16
Less: Allowance for expected credit losses	(1,663.80)	(952.44)
	5,959.84	10,166.72

*includes billable to related parties ₹ 57.33 million (March 31, 2024: 74.51 million ; refer note 40).

Trade receivables ageing schedule for the year ended as on March 31, 2025 and March 31, 2024:

(Amount in ₹ millions)

Particulars	Unbilled	Outstanding for the following periods from due date of payment						Total
		Not due	Less than 6 months	6 months - 1 year	1 - 2 year	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good								
As at March 31, 2025	7,623.64	5,986.89	1,392.44	141.59	302.03	303.13	328.47	16,078.19
As at March 31, 2024	11,119.16	7,898.73	3,066.12	673.99	390.29	99.11	360.70	23,608.10
Undisputed trade receivables – credit impaired								
As at March 31, 2025	-	0.00	0.00	1.93	28.23	3.49	361.53	395.18
As at March 31, 2024	-	15.53	19.99	7.51	37.11	(264.86)**	914.00	729.28
Disputed trade receivables – credit impaired								
As at March 31, 2025	-	-	-	-	-	-	137.18	137.18
As at March 31, 2024	-	-	-	-	-	-	137.18	137.18

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Particulars	Unbilled	Outstanding for the following periods from due date of payment						Total
		Not due	Less than 6 months	6 months - 1 year	1 - 2 year	2 - 3 years	More than 3 years	
Total								
As at March 31, 2025	7,623.64	5,986.89	1,392.44	143.52	330.26	306.62	827.18	16,610.55
As at March 31, 2024	11,119.16	7,914.26	3,086.11	681.50	427.40	(165.75)	1,411.88	24,474.56
Less: allowance for expected credit loss								
As at March 31, 2025								(3,290.78)
As at March 31, 2024								(2,765.67)
Total trade receivable								
As at March 31, 2025								13,319.77
As at March 31, 2024								21,708.89

** Net negative balances in the ageing is because of unadjusted credits and collections which are due to be allocated against specific invoices pending payment advices from customers. These credits and collections are considered in determining expected credit loss allowance for customers.

11.1 Of the above, trade receivables from related parties are as below:

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables from related parties (refer note 40)	269.52	821.25
Less: Allowance for expected credit losses	(223.90)	(255.76)
Net trade receivables	45.62	565.49

12 Cash and cash equivalents

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	-	4.16
Balances with banks		
In current accounts	1,709.57	2,767.44
In EEFC accounts	-	38.21
In deposit accounts (with original maturity of less than 3 months)	0.10	13.23
	1,709.67	2,823.04

13 Bank balances other than cash and cash equivalents

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
In deposit accounts (maturity within 12 months from the reporting date)*	102.12	169.50
Earmarked balances with banks	-	9.62
	102.12	179.12

*Bank deposits are lien marked against borrowings and guarantees.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

14 Current loans

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to employees	8.20	3.33
	8.20	3.33

15 Other current financial assets

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Security deposits*	82.11	127.68
Interest accrued but not due	7.18	22.16
Interest receivable from related parties (refer note 7.1)	-	0.01
Due from related parties (refer note 6.1)**	31.78	120.48
Consideration receivable	-	46.00
	121.07	316.33

*Security deposits include deposits given for premises taken under leases, electricity and water connections.

**Net of impairment of ₹ 8.39 million (March 31, 2024 : ₹ 27.54 million)

16 Other current assets

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances to suppliers*	306.43	386.94
Travel advances to employees	4.44	11.28
Prepaid expenses	269.80	585.78
Balances with government authorities	-	19.70
Other advances	19.24	28.70
	599.91	1,032.40

*includes advance to supplier to related parties ₹ 12.96 million (March 31, 2024: ₹ 11.62 million) (refer note 40).

17 Equity share capital

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
393,850,000 (March 31, 2024: 393,850,000) equity shares of par value of ₹ 10.00 each*	3,938.50	3,938.50
	3,938.50	3,938.50
Issued, subscribed and paid-up		
148,918,541 (March 31, 2024: 148,509,384) equity shares of par value of ₹ 10.00 each, fully paid up	1,489.19	1,485.10
	1,489.19	1,485.10

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

17.1 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

(Amount in ₹ millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount in ₹ millions	Number of shares	Amount in ₹ millions
Equity shares				
At the commencement of the year	14,85,09,384	1,485.10	14,82,29,488	1,482.29
Add: Shares issued on exercise of employee stock options (refer note 42)	4,09,157	4.09	2,79,896	2.81
At the end of the year	14,89,18,541	1,489.19	14,85,09,384	1,485.10

17.2 Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, after distribution of all preferential amounts (if any) in proportion to the number of equity shares held.

17.3 Details of shareholders holding more than 5% shares in the Company

(Amount in ₹ millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount in ₹ millions	Number of shares	Amount in ₹ millions
Equity shares				
Equity shares of par value of ₹ 10.00 each				
Fairbridge Capital (Mauritius) Limited	5,08,53,455	34.15%	5,04,76,237	33.99%
Ajit Isaac	1,78,96,832	12.02%	1,75,19,613	11.80%
Isaac Enterprises LLP (formerly known as "Isaac Enterprises Private limited")	1,53,65,824	10.32%	1,53,65,824	10.35%

17.4 The Company has not issued any bonus share, made any buy back of shares or issued any shares for consideration other than cash, during the period of five years immediately preceding the reporting date. However the Company has issued equity shares under Employee Stock option plan for which only exercise price has been received in cash as below (refer note 42).

(Amount in ₹ millions)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Shares issued on exercise of employee stock options (refer note 42)	4,09,157	2,79,896	2,38,931	3,11,693	1,68,170

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

17.5 Details of shareholding of promoters:

(Amount in ₹ millions)

Particulars	March 31, 2025		March 31, 2024		
	Number of shares	% held	Number of shares	% held	% change during the year
Ajit Isaac	1,78,96,832	12.02%	1,75,19,613	11.80%	0.22%
Isaac Enterprises LLP (formerly known as "Isaac Enterprises Private limited")	1,53,65,824	10.32%	1,53,65,824	10.35%	-0.03%
Fairbridge Capital Mauritius Limited	5,08,53,455	34.15%	5,04,76,237	33.99%	0.16%
Hwic Asia Fund Class A Shares	7,48,100	0.50%	7,48,100	0.50%	0.00%

18 Other equity*

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Securities premium (refer note 18.1)	310.95	17,196.88
Share application money pending allotment	0.03	0.12
Stock options outstanding account (refer note 18.2)	171.43	491.09
Capital reserve (refer note 18.3)	357.10	357.10
Capital redemption reserve (refer note 18.4)	150.00	150.00
General reserve (refer note 18.5)	23.49	23.49
Other comprehensive loss (refer note 18.6)	(504.58)	(398.99)
Retained earnings (refer note 18.7)	7,301.04	7,584.90
	7,809.46	25,404.59

*For detailed movement of reserves refer standalone statement of changes in equity.

18.1 Securities premium

The amount received in excess of the par value of equity shares has been classified as securities premium. The utilisation of the securities premium will be in accordance with the provisions of the Companies Act, 2013.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	17,196.88	16,985.03
Less: Adjustment of securities premium in accordance with Scheme of Arrangement (refer note 43)	(17,105.30)	-
Add: Reversal of issue cost on demerger*	-	211.85
Add: Transfer of securities premium from stock outstanding reserve	219.37	-
Balance as at the end of the year	310.95	17,196.88

*During the FY 2019-20, the Company had entered into a Composite Scheme of Arrangement and Amalgamation ("the Scheme AA") with Thomas Cook (India) Limited ("TCIL"), Travel Corporation (India) Limited, TC Travel and Services Limited, TC Forex Services Limited and SOTC Travel Management Private Limited and their respective shareholders and creditors, wherein TCIL had demerged its Human Resource Services business (including investment in shares of Quess Corp Limited) into the Company on a going concern basis. The Company had created provision for stamp duty

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for the year ended 31 March 2025

pursuant to the demerger under Scheme AA for ₹ 337.01 million out of which ₹ 125.16 million was paid by the Company and balance amount was under dispute for which order was passed in favour of the Company and the same was reversed during the previous year from securities premium.

18.2 The stock option outstanding account is used to recognise the grant date fair value of option issued to employees under employee stock option scheme.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	491.09	399.40
Less: Transferred on account of Scheme of Arrangement (refer note 43)	(174.23)	-
Add: Grants issued during the year	73.94	91.69
Less: Transfer of securities premium from stock outstanding reserve	(219.37)	-
Balance as at the end of the year	171.43	491.09

18.3 Capital reserve

Represents surplus arising due to prior common control business combinations. The surplus is not eligible for distribution to shareholders under the provisions of Companies Act, 2013.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning and end of the year	357.10	357.10

18.4 Capital redemption reserve

The Company had issued 12.33% cumulative redeemable preference shares having face value of ₹10 each and redeemable at ₹12 each. As per the provisions of the Companies Act, 2013, the Company is required to create a capital redemption reserve equivalent to the nominal value of shares redeemed out of the profits of the Company. Such reserve can be created out of the free reserves of the Company. Accordingly, the Company has created CRR out of the retained earnings of earlier years. As per the provisions of the Companies Act, 2013, such CRR can be used for issuing fully paid up bonus shares.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning and end of the year	150.00	150.00

18.5 General reserve

General Reserve represents appropriation of profit by the Company. This represents a free reserve and is available for dividend distributions.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning and end of the year	23.49	23.49

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

18.6 Other comprehensive loss

Re-measurement of the net defined benefit liability/ (asset) comprises actuarial gain and losses and return on plan assets (excluding interest income).

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	(398.99)	(186.30)
Add: Recognised during the year (net of tax)	(105.59)	(212.69)
Balance as at the end of the year	(504.58)	(398.99)

18.7 Retained earnings

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity shareholders.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	7,584.90	4,749.60
Add: Profit for the year	1,201.25	3,429.21
Less: Dividends paid during the year	(1,485.11)	(593.91)
Balance as at the end of the year	7,301.04	7,584.90

19 Non-current borrowings

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Vehicle loan	-	24.39
Less: Current maturities of long-term borrowings (refer note 21)	-	6.81
	-	17.58

19.1 Vehicle loans obtained from HDFC Bank Limited are repayable in equal monthly instalments over a period of 5 years from the date of availing respective loan. The same is secured by hypothecation of the vehicles financed. Rate of interest is in the range of Nil (March 31, 2024: 6.60% to 9.15% p.a.) and number of instalments pending for payments are ranging between 2-58 instalments. The Company's exposure to liquidity risk related to borrowings is disclosed in Note 35(ii).

20 Provisions

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Provision for gratuity (refer note 41)	2,238.62	2,897.63
	2,238.62	2,897.63

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21 Current borrowings

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Current maturities of long-term borrowings (refer note 19.1)	-	6.81
Secured		
Cash credit and overdraft facilities	-	1.14
Bill discounting facility from bank (refer note 23.2)	-	
Working capital loan (refer note 21.1 and 35)	123.49	2,004.69
Unsecured		
Working capital loan	-	300.00
Commercial papers	-	750.00
	123.49	3,062.64

21.1 The Company has taken working capital loan from banks having interest rate ranging from 7.65% p.a to 10.60% p.a. (March 31, 2024: 6.72% p.a to 10.34% p.a.). These facilities are repayable on demand and are secured primarily by way of pari passu first charge on the entire current assets of the Company on both present and future and collateral by way of pari passu first charge on the entire movable assets of the Company (excluding charge on vehicles/equipments purchased /to be purchased under lease agreements/ hire purchase agreements) both present and future of the Company.

The Company's exposure to liquidity risk related to other current financial liabilities is disclosed in note 35.

22 Trade payables

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	210.90	134.80
Trade payables to related parties (refer note 40)	2.59	126.73
Total outstanding dues of creditors other than micro enterprises and small enterprises and related parties	230.09	401.97
	443.58	663.50

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Trade payables ageing schedule:

(Amount in ₹ millions)

Particulars	Outstanding for the following periods from the transaction date				Total
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	
Outstanding dues to MSME*					
As at March 31, 2025**	143.86	67.04	-	-	210.90
As at March 31, 2024**	134.80	-	-	-	134.80
Others					
As at March 31, 2025	192.85	18.75	10.41	10.67	232.68
As at March 31, 2024	465.94	20.50	10.12	32.14	528.70
Total trade payables					
As at March 31, 2025	336.71	85.79	10.41	10.67	443.58
As at March 31, 2024	600.74	20.50	10.12	32.14	663.50

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

**Amount outstanding for less than 45 days is ₹ 154.73 million (March 31, 2024: ₹ 94.08 million).

22.1 Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an Official Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. However, the Company does not have any amounts payable to such enterprises as at March 31, 2025 based on the information received and available with the Company. Also the Company has not received any claim for interest from any supplier under the Micro, Small and Medium Enterprises Development Act, 2006.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
The principal amount and the interest thereon remaining unpaid to any supplier as at the end of the accounting year;		
- Principal	210.90	134.80
- Interest	0.54	1.59
The amount of interest paid by the Company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amounts of the payment made to the supplier beyond the appointed day during accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year;	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	0.54	1.59

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

23 Other current financial liabilities

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued and not due	0.29	5.97
Financial guarantee liability (measured at FVTPL)	-	0.02
Capital creditors	3.51	27.14
Other payables		
Consideration payable	-	3.00
Accrued salaries and benefits	6,792.69	8,897.40
Customer liability	-	0.20
Provision for bonus and incentive	234.68	558.81
Provision for expenses*#	954.39	2,053.38
Uniform deposits	17.22	3.34
Unclaimed dividend	12.05	8.62
Amount payable to related parties (refer note 40)	-	4.05
	8,014.83	11,561.93

*Includes related party balances ₹ 5.36 million (March 31, 2024 : ₹ 202.68 million; refer note 40).

Previous year balance includes provision for service tax accruals for Conneqt Business Solutions Limited (the erstwhile wholly owned subsidiary of the Company) for FY 2011-12 to 2016-17 of ₹ Nil (March 31, 2024: ₹ 443.33 million). These amounts are transferred due to Scheme of Arrangement.

24 Provisions

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Provision for compensated absences (refer note 41)	-	92.55
Other provisions		
Provision for disputed claims	-	135.93
	-	228.48

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for the year ended 31 March 2025

The disclosures of provisions movement as required under Ind AS 37 are as follows for year ended March 31, 2024:

Particulars	Years pertaining to	Amount demanded	As at April 1, 2023	Provided during the year	Utilised during the year	As at March 31, 2024	(Amount in ₹ millions)	
							Amount paid till date	Contingent liability*
Provident Fund (refer note 24.1)**	April 2008 to February 2012	42.89	17.97	-	-	17.97	10.72	24.92
Provident Fund (refer note 38.2)**	September 2015 to August 2022	86.91	-	-	-	-	-	86.91
Provident Fund (refer note 38.2)**	April 2018 to December 2022	28.75	-	-	-	-	-	28.75
Service tax (refer note 24.2)**	October 2007 to March 2016	154.02	117.96	-	-	117.96	11.56	36.06
Service tax (refer note 24.3)**	FY 2013-14 and FY 2014-15	3.91	-	-	-	-	0.29	3.91
Service tax (refer note 24.4)**	April 2009 to September 2011	3.11	-	-	-	-	3.11	3.11
Service tax (refer note 7 and 23)**	FY 2011-12 to FY 2016-17	443.33	443.33	-	-	443.33	33.25	-
GST	FY 2017-18 to FY 2020-21	15.36	-	-	-	-	7.38	15.36
Total		778.28	579.26	-	-	579.26	66.31	199.02

*excludes amount paid till date.

** Transferred to Resultant entities pursuant to Scheme of Arrangement.

24.1 The demand pertains to non contribution of Provident fund, Pension fund, Deposit Linked Insurance Fund and administration charges in accordance with the definition of basic wages as contained in Section 2(b) of Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The Company, based on an expert's opinion, is of the view that a part of the claim of the department is without foundation, while some part is still under debate and accordingly, provision is recorded based on the management estimate. The Company has appealed against the ruling which is pending in Employees' Provident Fund Appellate Tribunal, New Delhi.

24.2 The demands pertain to Aravon Services Private Limited ("ASPL") which was merged with Quess Corp Limited w.e.f April 1, 2019. The amounts provided represents the best estimate of likely outflow of resources relating to this matter.

24.3 The demands pertain to Avon Facility Management Services Limited ("Avon") which was merged with Quess Corp Limited w.e.f 1 January 2014. The demand pertains to non-payment of services tax on training services provided under Government of India initiative, the Company has not created any provision considering that Avon is a registered vocational training provider associated with the National Council for Vocational Training and service tax is not applicable on rendering of vocational education and training course.

24.4 The demands pertain to Hofincons Infotech & Industrial Services Private Limited which was merged with Quess Corp Limited w.e.f 1 July 2014. The Company deposited the total demand under dispute.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

25 Other current liabilities

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Unearned revenue*	4.15	118.32
Advance received from customers	-	114.78
Balances payable to government authorities	3,762.51	4,040.83
Security deposits - Received from vendors	6.33	17.58
	3,772.99	4,291.51

*Includes Nil related party balances (March 31, 2024 : ₹ 0.30 million; refer note 40).

26 Revenue from operations

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Sale of services		
General staffing	1,29,617.66	1,13,086.67
Professional staffing	8,254.45	7,415.37
	1,37,872.11	1,20,502.04

(i) Disaggregation of revenue

The above amount presents disaggregated revenues from contracts with customers which is based on the business segment. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

(ii) Trade receivables, unearned revenue and advance from customers

The Company classifies the right to consideration in exchange for deliverables as either a trade receivable billed or unbilled. Invoicing in excess of earnings are classified as unearned revenue.

Trade receivables are presented net of impairment in the Balance Sheet.

The following table provides information about trade receivables and unearned revenue from contracts with customers.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables		
Billed	7,359.93	11,542.17
Unbilled	5,959.84	10,166.72
Unearned revenue	4.15	118.32
Advance from customers	-	114.78

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

The following table discloses the movement in trade receivables (unbilled) as disclosed in Note 11 :

Particulars	(Amount in ₹ millions)	
	For the year ended	
	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	10,166.72	9,318.08
Less: Transfer on account of Scheme of Arrangement (refer note 43)	(2,984.53)	-
Add: Revenue recognised during the year	4,134.03	8,347.51
Less: Invoiced during the year	(4,616.59)	(7,121.03)
Less : Loss allowance recognised during the year	(739.79)	(377.84)
Balance as at the end of the year	5,959.84	10,166.72

The following table discloses the movement in unearned revenue balances:

Particulars	(Amount in ₹ millions)	
	For the year ended	
	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	118.42	50.62
Less: Transfer on account of Scheme of Arrangement (refer note 43)	(48.90)	-
Less: Revenue recognised during the year	(65.37)	(48.48)
Add: Invoiced during the year but not recognised as revenue during the year	-	116.28
Balance as at the end of the year	4.15	118.42

(iii) Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the value of remaining performance obligations for:

- (i) contracts with an original expected duration of one year or less and
- (ii) contracts for which the Company recognises revenue at the amount to which it has the right to invoice for services performed.

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2025, other than those meeting the exclusion criteria mentioned above, is Nil (March 31, 2024: ₹ 12.35 million). Out of this, the Company expects to recognise revenue of around Nil (March 31, 2024: 75.751%) within the next one year and the remaining thereafter.

Notes to the Standalone Financial Statements

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27 Other income

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
a) Interest Income		
Interest income under the effective interest rate method on:		
Deposits with banks	24.76	33.04
Amortised cost adjustments for financial instruments	2.72	11.49
Interest on tax refunds received	180.63	75.17
Interest on loans given to related parties (refer note 40)	14.85	16.22
b) Dividend Income		
Dividend income on investments in subsidiaries	897.15	891.56
c) Other non-operating Income		
Royalty income	177.80	118.68
Miscellaneous income	7.97	3.54
Profit on sale of investment	0.80	-
	1,306.68	1,149.70

28 Cost of material and stores and spare parts consumed

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Inventory at the beginning of the year	63.22	72.50
Less: Transfer on account of Scheme of Arrangement (refer note 43)	(63.22)	-
Add: Purchases	0.81	(5.91)
Less: Inventory at the end of the year	-	(63.22)
Cost of materials and stores and spare parts consumed	0.81	3.37

29 Employee benefits expense

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Salaries and wages	1,20,645.16	1,04,117.93
Contribution to provident and other funds	8,726.49	7,747.13
Expenses related to post-employment defined benefit plan (refer note 41)	394.91	389.77
Staff welfare expenses	152.56	610.86
Expense on employee stock option scheme (refer note 42)	41.12	91.69
	1,29,960.24	1,12,957.38

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for the year ended 31 March 2025

30 Finance costs

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Interest expense on financial liabilities at amortised cost	131.30	321.86
Interest cost on defined benefit plan (refer note 41)	148.05	118.70
Interest expense on lease liabilities	86.50	86.40
Other borrowing costs	5.19	25.12
	371.04	552.08

31 Depreciation and amortisation expense

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Depreciation of property, plant and equipment [refer note 3(a)]	100.07	112.73
Depreciation of rights-of-use-assets [refer note 3(b)]	249.34	239.20
Amortisation of intangible assets (refer note 4)	38.08	38.67
	387.49	390.60

32 Other expenses

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Sub-contractor charges	2,828.07	2,797.41
Recruitment and training expenses	501.33	279.85
Rent (short term leases)	4.07	37.28
Power and fuel	45.03	44.78
Repairs and maintenance		
- buildings	106.87	89.01
- plant and machinery	39.78	93.31
- others	165.81	103.73
Legal and professional fees (refer note 32.1)	336.48	350.57
Rates and taxes	41.61	48.71
Printing and stationery	35.70	39.36
Stores and tools consumed	43.42	52.42
Travelling and conveyance	142.93	154.95
Communication expenses	57.04	60.52
Loss allowance on financial assets, net [refer note 35(i) and 5.1]	146.65	736.41
Equipment hire charges	44.55	54.85
Insurance	506.85	426.56
Database access charges	43.47	57.13
Bank charges	1.83	5.63
Bad debts written off	359.96	-
Business promotion and advertisement expenses	296.20	303.05
Loss on sale of property, plant and equipment and intangible assets, net	-	0.78
Foreign exchange loss, net	5.23	4.31
Expenditure on corporate social responsibility (refer note 32.2)	53.18	32.64
Miscellaneous expenses	51.17	44.34
	5,857.23	5,817.60

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

32.1 Payment to auditors (included in legal and professional fees)

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Statutory audit fees	11.00	14.50
Limited reviews	3.80	3.80
Others	0.56	1.87
Reimbursement of expenses	0.73	0.78
	16.09	20.95

32.2 Details of CSR expenditure

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility ("CSR") activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds required to be spent and funds spent during the year are explained below:

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
a) Gross amount required to be spent by the Company during the year	53.18	44.50
b) Amount of expenditure incurred	36.23	15.71
c) Shortfall at the end of the year	16.95	28.79
d) Total of previous years shortfall*	19.34	25.61
e) Reason for shortfall	Pertains to ongoing projects	
f) Nature of CSR activities	Health and wellbeing, school upgradation and enrichment program.	
g) Details of related party transactions		
(i) Contribution to a Quess Foundation	41.16	15.88
(ii) Contribution to a Careworks Foundation	30.13	-
h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision.	Not applicable	

The unspent ₹ 36.29 millions pertaining to year ended March 31, 2025 and March 31, 2024 have been deposited in the CSR restricted bank accounts within the stipulated statutory time limit.

*During the year, the Company had spent ₹ 35.06 millions towards unspent of FY 2021-22, FY 2022-23 and FY 2023-24 (March 31, 2024 - ₹ 29.73 millions towards unspent of FY 2021-22 and FY 2022-23).

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

33 Exceptional items

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Continuing operations		
Impairment, expected credit loss allowance / (reversal) of impairment on:		
- Goodwill (refer note 33.4)	-	10.33
- Investment, loan and advances of subsidiaries (refer note 33.1)	161.29	327.13
- Trade receivables (billed and unbilled) and Security deposits (refer note 33.5)	1,186.77	-
Gain on sale of investment in equity instruments of subsidiaries net of transaction cost (refer note 33.3)	-	(364.61)
Amalgamation related expense (refer note 33.6)	(30.60)	58.00
Others		
- Demerger related expense (refer note 33.2)	14.03	70.99
- ESOP incentive (refer note 33.2)	32.82	-
- Cash incentive (refer note 33.2)	32.13	-
- Stamp duty (refer note 33.2)	148.92	-
	1,545.36	101.84

33.1 Impairment, expected credit loss allowance of impairment on investments, loans, interest on loans and advances of subsidiaries:

(Amount in ₹ millions)

Entity	March 31, 2025			March 31, 2024		
	Investment	Loans, interest on loans, advances	Total	Investment	Loans, interest on loans and advances	Total
Excelus Learning Solutions Private Limited	-	32.46	32.46	-	(29.67)	(29.67)
Heptagon Technologies Private Limited	-	-	-	-	-	-
Stellarslog Technovation Private Limited	38.92	-	38.92	171.44	28.93	200.37
Quess International Services Private Limited	89.91	-	89.91	150.00	-	150.00
Quess Services Limited	-	-	-	3.49	2.94	6.43
Total	128.83	32.46	161.29	324.93	2.20	327.13

33.2 During the year ended March 31, 2025 and March 31, 2024, the Company incurred certain demerger expense for professional services, stamp duty and certain employee benefits expense aggregating to ₹ 227.90 million and ₹ 70.99 million respectively, towards Scheme of Arrangement as explained in note 43.

33.3 During the year ended March 31, 2024, the Company sold its equity stake in Qdigi Services Limited (Digi) to Onsite Electro Services Limited (Onsite) for a consideration of ₹ 744.55 million resulting in a gain of ₹ 364.61 million which is disclosed as an exceptional item. The gain is net of transaction cost of ₹ 27.95 million.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

33.4 During the year ended March 31, 2024, the Company assessed recoverable value of goodwill pertaining to certain cash generating units which resulted in impairment of ₹ 10.33 million which is disclosed under exceptional item.

33.5 During the year ended March 31, 2025, the Company recorded additional expected credit loss allowances on trade receivables amounting to ₹ 1,186.77 million in view of position taken by the Management and Board of Directors to discontinue certain non-core projects.

33.6 The Board of Directors of the Company, at its meeting held on 7 July 2021 approved the Scheme of Amalgamation ("Scheme AAA") among Quess Corp Limited ("Transferee Company") with three of its wholly owned subsidiaries namely MFX Infotech Private Limited and Greenpiece Landscape India Private Limited and Conneqt Business Solutions Limited together known as ("Transferor Companies"). The Company incurred stamp duty of ₹ 58 million during the year ended March 31, 2024 pursuant to amalgamation.

During the year ended March 31, 2025 the Company has reversed excess provision of ₹ 30.60 million related to stamp duty on merger.

34 Financial instruments - fair value and risk management

Financial instruments by category

(Amount in ₹ millions)

Particulars	Note	March 31, 2025			March 31, 2024*		
		FVTPL	FVTOCI	Amortised Cost	FVTPL#	FVTOCI#	Amortised Cost
Financial Assets:							
Investments in convertible debentures*	5	-	-	-	374.96	-	-
Investment in compulsory convertible preference share	5	-	-		-	350.02	
Loans	6 and 14	-	-	199.15	-	-	563.51
Trade receivables (billed and unbilled)	11	-	-	13,319.77	-	-	21,708.89
Cash and cash equivalents	12	-	-	1,709.67	-	-	2,823.04
Bank balances other than cash and cash equivalents above	13	-	-	102.12	-	-	179.12
Other financial assets	7 and 15	-	-	563.36	-	-	1,820.98
Total financial assets		-	-	15,894.07	374.96	350.02	27,095.54
Financial Liabilities:							
Lease liabilities	3 (c)	-	-	994.42	-	-	3,740.77
Borrowings	19 and 21	-	-	123.49	-	-	3,080.22
Trade payables	22	-	-	443.58	-	-	663.50
Other financial liabilities*	23	-	-	8,014.83	0.02	-	11,561.91
Total financial liabilities		-	-	9,576.32	0.02	-	19,046.40

Investment in subsidiaries carried at cost is not appearing as financial asset in the table above being investment in subsidiaries accounted under Ind AS 27, Separate Financial Statements and therefore it is scoped out under Ind AS 109.

*mandatorily classified as FVTPL on initial recognition

The fair values have been determined based on level 3 inputs

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Accounting classification and fair value

The following table shows the carrying amount and fair value of financial assets and financial liabilities:

Fair value hierarchy

The section explains the judgment and estimates made in determining the fair values of the financial instruments that are:

- a) recognised and measured at fair value
- b) measured at amortised cost and for which fair values are disclosed in the standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard:

Fair value hierarchy

Level 1: This hierarchy includes financial instruments measured using quoted prices. This comprises of investment in mutual funds and non-convertible debentures that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Fair valuation method

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

A Financial assets:

- 1) Loans, trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents and other financial assets are short term and their carrying amounts are reasonable approximation of their fair value.

B Financial liabilities:

- 1) **Borrowings:** The current borrowings which includes cash credit and overdraft facilities and working capital loan, are classified and subsequently measured in the financial statements at amortised cost. Considering that the interest rate on the loan is reset on a monthly/quarterly basis, the carrying amount of the loan would be a reasonable approximation of its fair value.
- 2) **Trade payables and other financial liabilities:** Fair values of trade payables and other financial liabilities are measured at carrying value, as most of them are settled within a short period and so their fair values are assumed to be almost equal to the carrying values.

Notes to the Standalone Financial Statements

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Reconciliation of level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for level 3 fair values:

(Amount in ₹ millions)

Particulars	Fair value through other comprehensive income	Fair value through profit and loss	Fair value through profit and loss
	Investment in compulsory convertible preference share	Investment in convertible debentures	Financial guarantee liability
Balance as at March 31, 2023	-	100.00	2.99
Investment made during the year (refer note 5)	350.02	274.96	-
Settlement	-	-	(2.97)
Balance as at March 31, 2024	350.02	374.96	0.02
Transfer on account of Scheme of Arrangement (refer note 43)	(350.02)	(374.96)	(0.02)
Settlement	-	-	-
Balance as at March 31, 2025	-	-	-

35 Financial risk management

Risk management framework

The Board of Directors of the Company has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables (both billed and unbilled) from customers, loans and other financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The carrying amount of financial asset represent the maximum credit exposure.

Credit risk on cash and cash equivalents and other bank balances and bank deposits is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. Other financial assets represent security deposits given to suppliers, lessors and others. Credit risk associated with such deposits is relatively low. Loans are given to subsidiaries and associates and are tested for impairment where there is an indicator.

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for the year ended 31 March 2025

Trade receivables (including unbilled)

Trade receivables (including unbilled) are typically unsecured and are derived from revenue from customers primarily located in India.

The Company has established a credit policy under which each customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered.

Expected credit loss assessment for customers are as follows:

The Company uses an allowance matrix to measure the expected credit loss of trade receivable (billed and unbilled). The Company's customers are bifurcated into two groups - Government and Non-Government customers. For Non-Government customers, the Company derives the loss rates based on historical credit loss experience, which is adjusted for forward looking information over the expected collection period. Exposure to customers is diversified and there is only one customer contributing more than 10% of trade receivable billed and unbilled. For government customers, given the insignificant credit risk, provision is recorded to reflect allowances for time value based on historical pattern of collections. Further, specific provision is recorded for customer specific disputes.

The movement in the allowance for impairment in respect of trade receivables (including unbilled) is as follows:

Particulars	(Amount in ₹ millions)	
	For the year ended	
	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	2,765.67	1,968.49
Transfer on account of Scheme of Arrangement	(768.31)	-
Add: loss allowance recognised	506.61	924.61
Less: bad debts written off	(359.96)	(127.43)
Add: Exceptional item	1,146.77	-
Balance as at the end of the year	3,290.78	2,765.67

ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecast of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's objective is to maintain a balance between cash outflow and inflow. Usually, the excess of funds is invested in fixed deposits and other financial instruments. This is generally carried out in accordance with practice and limits set by the Company. The limits vary to take into account the liquidity of the market in which the Company operates.

Financing arrangement

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2025 and March 31, 2024. The amounts are gross and undiscounted contractual cash flows and includes contractual interest payments and exclude netting arrangements.

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for the year ended 31 March 2025

As at March 31, 2025

(Amount in ₹ millions)

Particulars	Contractual cash flows				
	Carrying amount	0-1 years	1-2 years	2-5 years	5 years and above
Borrowings	123.49	123.49	-	-	-
Trade payables	443.58	443.58	-	-	-
Lease liabilities	994.42	275.70	216.95	499.97	337.41
Other financial liabilities	8,014.83	8,014.83	-	-	-

As at March 31, 2024

(Amount in ₹ millions)

Particulars	Contractual cash flows				
	Carrying amount	0-1 years	1-2 years	2-5 years	5 years and above
Borrowings	3,080.22	3,062.64	17.58	-	-
Trade payables	663.50	663.50	-	-	-
Lease liabilities	3,740.77	1,414.68	215.23	2,626.63	793.12
Other financial liabilities	11,561.93	11,561.93	-	-	-

The Company has a strong focus on liquidity and maintains a robust cash position to ensure adequate cover for responding to potential short-term market dislocation. Cash generated through operating activities remains the primary source for liquidity along with undrawn borrowing facilities and levels of cash and cash equivalents.

iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a) Currency risk

The Company is not significantly exposed to currency risk as the Company's functional currency in ₹ and revenues and costs are primarily denominated in ₹ and therefore disclosures required under "Ind AS 107 - Financial Instruments: Disclosures" have not been given.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's borrowing comprises of working capital loan which carries fixed rate of interest and which do not expose it to interest rate risk. The borrowings also includes cash credit facilities which carries variable rate of interest.

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(a) *Interest rate risk exposure*

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings	123.49	2,305.83

(b) *Sensitivity*

(Amount in ₹ millions)

Particulars	Profit and loss		Equity, net of tax	
	1% increase	1% decrease	1% increase	1% decrease
March 31, 2025				
Variable rate borrowings	(1.23)	1.23	(0.92)	0.92
March 31, 2024*				
Variable rate borrowings	(23.06)	23.06	(17.26)	17.26

The sensitivity analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

36 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximise shareholder value.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as aggregate of borrowings and lease liabilities less cash and cash equivalents.

The Company's policy is to keep the ratio below 2. The Company's adjusted net debt to equity ratio were as follows:

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Gross debt	1,117.91	6,820.99
Less: Cash and cash equivalents	(1,709.67)	(2,823.04)
Adjusted net debt	(591.76)	3,997.95
Total equity	9,298.65	26,889.69
Net debt to equity ratio	-	0.15

Notes to the Standalone Financial Statements

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37 Capital and other commitments

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	3.52	60.08
Corporate guarantees given as security for loan availed by related parties (refer note 37.1 and 37.2)	350.00	3,087.56
	353.52	3,147.64

37.1 The Company has given guarantees to banks for the loans availed by related parties to make good any default made by its related parties in repayment to banks. Total loan availed and outstanding as at March 31, 2025 is ₹ NIL million (March 31, 2024: ₹ 620 million).

37.2 Movement of corporate guarantees given to related parties during the current year are as follows:

(Amount in ₹ millions)

Related parties	As at April 1, 2024	Transfer due to Scheme of Arrangement	Given during the year	Expired during the year	As at March 31, 2025
Terrier Security Services (India) Private Limited	850.00	(850.00)	-	-	-
Quess International Services Private Limited (formerly known as Golden Star Facilities and Services Private Limited)	350.00	-	-	-	350.00
Vedang Cellular Services Private Limited	200.00	(200.00)	-	-	-
MFX Change Holdings Inc.	1,187.56	(1,187.56)	-	-	-
Monster.com (India) Private Limited	500.00	(500.00)	-	-	-
Total	3,087.56	(2,737.56)	-	-	350.00

Movement of corporate guarantees given to related parties during the previous year are as follows:

(Amount in ₹ millions)

Related parties	As at April 1, 2023	Given during the year	Expired during the year	As at March 31, 2025
Terrier Security Services (India) Private Limited	550.00	300.00	-	850.00
Quess International Services Private Limited (formerly known as Golden Star Facilities and Services Private Limited)	350.00	-	-	350.00
Quessglobal (Malaysia) SDN. BHD.	16.89	-	(16.89)	-
Qdigi Services Limited	500.00	-	(500.00)	-
Vedang Cellular Services Private Limited	210.00	-	(10.00)	200.00
Quess Corp Lanka (Private) Limited	26.80	-	(26.79)	0.00
MFX Change Holdings Inc.	1,187.56	-	-	1,187.56
Monster.com (India) Private Limited	300.00	200.00	-	500.00
Total	3,141.25	500.00	(553.68)	3,087.56

The Company has charged 1% as Commission on Corporate guarantees given to related parties during the year ended March 31, 2025 and March 31, 2024.

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38 Contingent liabilities

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Bonus (refer note 38.1)	325.88	325.88
Provident fund (refer note 38.2 and 24.1)	-	140.58
Indirect tax matters (refer note 24.2, 24.3, 24.4 and 38.3)	3,716.36	58.44
Direct tax matters (refer note 38.4)	2,963.84	1,829.83
Others	18.95	18.95
	7,025.03	2,373.68

38.1 Contingent liability of ₹ 325.88 million pertains to retrospective application effective April 1, 2014 for amendments in the Payment of Bonus Act (Amendment Act, 2015) enacted on 31 December 2015. As per the amendment, the eligibility criteria of salary or wages has been increased from ₹ 10,000 per month to ₹ 21,000 per month [Section 2(13)] and the ceiling for computation of such salary or wages has been increased from ₹ 3,500 per month to ₹ 7,000 per month or the minimum wage for the scheduled employment, as fixed by the appropriate government, whichever is higher.

During fiscal 2015, the Company obtained a legal opinion from an external lawyer and was advised to take a position that the stay granted by the two High Courts of India on the retrospective application of the amendment would have a persuasive effect even outside the boundaries of the relevant states and accordingly no provision is required. There have been no updates during fiscal year 2024 and 2025.

38.2 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 ₹ 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 Company 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 27 October 2025. The Company has taken external independent legal advice as per which the EPFO's order is prima facie erroneous and unsustainable in law and therefore will not be sustained on ultimate resolution.

38.3 During the year ended March 31, 2025, the Commissioner of Central Goods and Services Tax (CGST) passed orders imposing a penalty of ₹ 3,716.36 million relating to the supply of services to certain customers for the financial years 2017-18 to 2022-23. These penalties relate to show cause-cum-demand notices raised by the Directorate General of GST Intelligence (DGGI) on account of disputed input tax credit availed by the customers in respect of certain services provided to those customers.

The Company has filed an appeal before the GST Appellate Authority challenging the aforesaid orders. Based on the management's assessment, as supported by external legal opinion, the Company believes that the penalty is not sustainable and intends to vigorously contest the aforesaid matter. Accordingly, the demand has been disclosed as a contingent liability in the standalone financial statements.

38.4 Income Tax matters:

The Company had received assessment orders in the current and preceding periods for fiscal 2017 to 2022 in which primarily deduction under section 80JJAA of the Income Tax Act ('IT Act') and depreciation on goodwill has been disallowed.

The Income Tax department disallowed the claim under section 80JJAA of the IT Act on the grounds of non-existence of employer – employee relationship in respect of associate employees of the Company. Additionally, the Income Tax Department also disputed the interpretations adopted by the Company for computing the deduction under section 80JJAA by disallowing claims for:

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- additional employees whose emoluments exceed ₹25,000 in a month but the average emoluments for these additional employees does not exceed ₹25,000 in a month during the service period;
- additional employees who have served more than 240 days in a year but are not an employee on March 31 of the respective financial year for which the claim is availed; and
- employees for whom which the employer's contribution of provident fund for any part of the year is paid by the Government under Employee Pension Scheme (EPS) but the entire employers contribution is not reimbursed by the Government during the year."

For fiscal 2018 to 2021, the Company has filed an appeal before the Income Tax Appellate Tribunal against the assessment orders. The Company has filed an appeal before CIT(A) against the assessment order passed for fiscal 2017 and additionally, filed objections against the draft assessment order for fiscal 2022 with the Dispute Resolution Panel. The Company believes that the tax treatment availed by the Company for deductions under 80JJAA and depreciation on goodwill are valid and will be sustained on ultimate resolution supported by external opinions from legal counsel and other tax experts.

In January 2024, National Financial Reporting Authority ('NFRA'), in an Order relating to certification for fiscal 2019 to 2021 by an external Chartered Accountant pertaining to claims under 80JJAA made by the Company, has made certain observations on the applicability of certain conditions in the Income Tax Act and related reports submitted to the Income Tax Authority in respect of these deductions. This order was subsequently stayed by the Hon'ble Delhi High Court. As specified above, the Company continues to believe that its claim under 80JJAA is valid and intends to vigorously contest its position and interpretative stance of these sections on merits and based on external third-party assessments of the claim made, believes that the deduction under 80JJAA will be sustained upon ultimate resolution by the Income Tax Authority.

Pending resolution of these Income Tax disputes, the Company has assessed ₹ 2,963.84 million as contingent liabilities towards demands including interest in the order for these fiscal years.

The Company continues to maintain its stand on the manner of claiming the 80JJAA deduction and accordingly has claimed 80JJAA deduction (reduced from taxable income) of ₹ 2,032.45 million for year ended March 31, 2025. For fiscal 2023 and 2024, the Company had also claimed deduction under 80JJAA amounting to ₹ 9,229.15 million for which assessment is yet to completed. The Company believes that such deduction, including its quantum, has been validly and consistently claimed, in conformity with its interpretation of the statute.

38.5 Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The Company is contesting the demand and the Management believes that its position will likely be upheld. The Management believes that the outcome of these proceedings will not have material adverse effect on the Company's financial position and results of operations.

The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business including litigation before various tax authorities. The amounts included above represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such dispute. The Company's Management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial conditions. The Company has accrued appropriate provision wherever required.

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39 Earnings per share

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024*
For Continuing operations		
Nominal value of equity shares (₹ per share)	10.00	10.00
Profit after tax for the purpose of earnings per share (₹ in million)	1,201.25	2,033.18
Weighted average number of shares used in computing basic earnings per share	14,86,20,544	14,83,88,879
Basic earnings per share (₹)	8.08	13.70
Weighted average number of shares used in computing diluted earnings per share	14,91,83,949	14,93,14,718
Diluted earnings per share (₹)	8.05	13.62
Effect of dilutive common equivalent shares - share options outstanding	5,63,405	9,25,839
For Discontinued operations		
Nominal value of equity shares (₹ per share)	-	10.00
Profit after tax for the purpose of earnings per share (₹ in million)	-	1,396.03
Weighted average number of shares used in computing basic earnings per share	-	14,83,88,879
Basic earnings per share (₹)	-	9.41
Weighted average number of shares used in computing diluted earnings per share	-	14,93,14,718
Diluted earnings per share (₹)	-	9.35
Effect of dilutive common equivalent shares - share options outstanding	-	9,25,839
For Continuing and Discontinued operations		
Basic earnings per share (₹)	8.08	23.11
Diluted earnings per share (₹)	8.05	22.97

40 Related party disclosures

(i) Name of related parties and description of relationship:

Entities having significant influence/ joint control*	Fairfax Financial Holdings Limited
	Fairbridge Capital (Mauritius) Limited
	FFHL Group Ltd.
	Fairfax (Barbados) International Corp.
	Isaac Enterprises LLP (formerly known as "Isaac Enterprises Private limited")
*As per SEBI Regulations, promoters and promoter groups are considered to be persons acting in concert. Further as per SEBI Regulations "Persons acting in concert" are considered to exercise joint control over the Company.	
Subsidiaries (including step subsidiaries)	Quess (Philippines) Corp.
	Quesscorp Holdings Pte. Ltd
	Quessglobal (Malaysia) Sdn. Bhd.

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	Quess Corp Lanka (Private) Limited
	Quesscorp Singapore Pte Limited (formerly known as "Comtel Solutions Pte. Limited")
	Quess Corp Vietnam LLC
	Excelus Learning Solutions Private Limited
	Quess International Services Private Limited (formerly known as "Golden Star Facilities and Services Private Limited")
	Quess Selection & Services Pte Limited (formerly known as "Comtelpro Pte. Ltd.")
	Quess Malaysia Digital Sdn. Bhd (Formerly known as "Comtelink Sdn. Bhd.")
	Quesscorp Management Consultancies
	Quesscorp Manpower Supply Services LLC
	Quess Services Limited (liquidated w.e.f. 20 March 2024)
	Quess East Bengal FC Private Limited (under liquidation effective 02 September 2020)
	Billion Careers Private Limited
	Quess Corp NA LLC (w.e.f 17 May 2022)
	Stellarslog Technovation Private Limited (w.e.f 25 April 2022)
	Quess Recruit, Inc. (w.e.f 1 January 2024)
	Quesscorp Solutions Pte Ltd (w.e.f. 11 October, 2024)
	Quesscorp Consulting Pte Ltd (w.e.f. 15 October, 2024)
	Agency Pekerjaan Quess Recruit Sdn. Bhd. (w.e.f. 1 July 2023)
Associates	Quess Recruit, Inc (till 31 December 2023)
	Agency Pekerjaan Quess Recruit Sdn. Bhd. (till 30 June 2023)
Entities having common directors	Go Digit Infoworks Service Private Limited
	Go Digit General Insurance Limited
	National Commodities Management Services Limited (formerly known as National Collateral Management Services Limited)
Entity controlled by promoters and promoters group	Careworks foundation
	Iris Realty LLP
	Isaac Healthcare Services LLP
	Fairbridge Capital Private Limited
	Thomas Cook (India) Limited
	Net Resources Investments Private Limited
	HWIC Asia Fund Class A Shares

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	Isaac Enterprises LLP
	BDC Digiphot Imaging Solutions Private Limited
	TC Tours Limited
	Sterling Holiday Resorts Limited
	Travel Corporation (India) Limited
	SOTC Travel Private Limited
	Trimax Smart Infraprojects Private Limited*
	Terrier Security Services (India) Private Limited*
	Brainhunter Systems Limited*
	Mindwire Systems Limited*
	MFExchange Holdings, Inc.*
	MFExchange US, Inc.*
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")*
	Alldigi Tech Inc, USA (formerly known as "Allsectech Inc. USA")*
	Alldigitech Manila Inc. Philippines ((formerly known as "Allsectech Manila, Inc.")*
	Heptagon Technologies Private Limited*
	Quess Corp (USA) Inc.*
	Quess GTS Canada Holding Inc.*
	Vedang Cellular Services Private Limited*
	Monster.com (India) Private Limited*
	Monster.com.SG PTE Limited*
	Monster.com HK Limited*
	Agensi Pekerjaan Monster Malaysia Sdn. Bhd*
	Digitide Solutions Limited (w.e.f 10 February 2024)*
	Bluspring Enterprises Limited (w.e.f 11 February 2024)*
*These entities ceases to be Subsidiaries w.e.f 0April 1, 2024 pursuant to Scheme of Arrangement.	
Charitable trust for CSR activities	Quess Foundation
Key executive management personnel	
Ajit Isaac	Chairman
Guruprasad Srinivasan	Executive Director and Group Chief Executive Officer
Kamal Pal Hoda	Group Chief Financial Officer (till March 31, 2025)
Sushanth Pai	Chief Financial Officer (w.e.f. 0April 1, 2025)
Kundan K. Lal	Company Secretary and Compliance officer

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(ii) Related party transactions during the year:

(Amount in ₹ millions)

Nature of transaction and relationship	Name of related party	For the year ended	
		March 31, 2025	March 31, 2024
Revenue from operations			
Subsidiaries	Quesscorp Singapore Pte Limited	6.21	6.92
	Excelus Learning Solutions Private Limited	37.52	-
	Stellarslog Technovation Private Limited	-	4.03
	Billion Careers Private Limited	-	19.76
	Quess Corp NA LLC	3.15	
Entities having common directors	Go Digit General Insurance Limited	10.82	7.80
	National Commodities Management Services Limited	-	30.26
	Net Resources Investments Private Limited	-	1.10
'Entity controlled by promoters and promoter group	Careworks Foundation	2.00	8.79
	Thomas Cook (India) Limited	38.75	34.75
	TC Tours Limited	9.14	8.78
	Sotc Travel Private Limited	8.78	7.22
	Net Resources Investments Private Limited	-	1.10
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	0.35	25.39
	Trimax Smart Infraprojects Private Limited	2.79	6.01
	Vedang Cellular Services Private Limited	0.01	0.21
	Terrier Security Services (India) Private Limited	-	4.23
	Monster.com (India) Private Limited	-	0.29
Other expenses			
Subsidiaries	Quess International Services Private Limited*	(16.13)	-
	Stellarslog Technovation Private Limited*	(3.97)	-
	Billion Careers Private Limited*	(26.42)	-
	Quesscorp Manpower Supply Services LLC	10.46	50.20
	Quess Corp Lanka (Private) Limited	5.12	5.16
	Billion Careers Private Limited	80.35	20.98
	Stellarslog Technovation Private Limited	2.85	1.25
	Excelus Learning Solutions Private Limited	-	14.25
* Expenses incurred on behalf of subsidiaries and subsequently recharged			
'Entity controlled by promoters and promoter group	Net Resources Investments Private Limited	-	43.11
	Terrier Security Services (India) Private Limited	-	26.63
	Monster.com (India) Private Limited	0.74	-
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	25.13	9.57
Entities having common directors	Go Digit General Insurance Limited	15.95	7.25
Other intangible assets (additions)			
Subsidiaries	Billion Careers Private Limited	-	0.10

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for the year ended 31 March 2025

Nature of transaction and relationship	Name of related party	For the year ended	
		March 31, 2025	March 31, 2024
Intangible assets under development (disposals)			
Subsidiaries	Heptagon Technologies Private Limited	-	9.33
Investments made and sale of equity instruments and convertible debentures of related parties		refer note 5.1	refer note 5.1
Loans and advances given to related parties		refer note 6.1	refer note 6.1
Repayment of loans and advances /conversion of loan into equity instruments by related parties		refer note 6.1	refer note 6.1
Interest on loans/ debentures charged to related parties			
Subsidiaries	Billion Careers Private Limited	14.85	11.83
	Stellarslog Technovation Private Limited	-	4.21
Dividend income on investments			
Subsidiaries	Quess Corp Holdings Pte Ltd	867.73	891.56
	Quess (Philippines) Corp.	29.42	-
Royalty Income			
Subsidiaries	Quesscorp Manpower Supply Services LLC	177.78	118.68
Corporate Guarantee Income			
Subsidiaries	Quess International Services Private Limited	7.00	6.74
Guarantees provided to banks on behalf of related parties		refer note 37.2	refer note 37.2

(iii) **Balance receivable from and payable to related parties as at the reporting date:**

(Amount in ₹ millions)

Nature of transaction and relationship	Name of related party	For the year ended	
		March 31, 2025	March 31, 2024
Trade receivables - billed (gross of loss allowance)			
Subsidiaries	Qdigi Services Limited	-	1.24
	Quess Philippines Corp.	12.00	12.00
	Excelus Learning Solutions Private Limited	8.23	3.99
	Quess East Bengal FC Private Limited	3.60	3.60
	Quesscorp Manpower Supply Services LLC		38.29
	Quess International Services Private Limited	11.01	13.22
	Quesscorp Singapore Pte Limited	0.69	0.44
	Stellarslog Technovation Private Limited	5.71	6.25
	Billion Careers Private Limited	50.85	21.40
Entities having common directors	Go Digit Infoworks Service Private Limited	-	0.35
	Go Digit General Insurance Limited	(1.56)	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Nature of transaction and relationship	Name of related party	For the year ended	
		March 31, 2025	March 31, 2024
'Entity controlled by promoters and promoter group	Thomas Cook (India) Limited	68.40	76.63
	Careworks Foundation	112.53	119.66
	TC Tours Limited	(3.21)	(2.50)
	Sterling Holiday Resorts Limited	0.78	0.78
	Travel Corporation (India) Limited	-	0.18
	BDC Digiphot Imaging Solutions Pvt Ltd (India)	-	0.07
	SOTC Travel Private Limited	-	(4.89)
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	0.42	-
	Vedang Cellular Services Private Limited	0.07	-
	Terrier Security Services (India) Private Limited	-	38.96
	MFXchange Holdings Inc.	-	229.43
	Trimax Smart Infraprojects Private Limited	-	35.52
	Monster.com (India) Private Limited	-	138.80
	Brainhunter Systems Limited, Canada	-	11.54
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	-	69.11
	Vedang Cellular Services Private Limited	-	7.18
Trade receivables - unbilled (gross of loss allowance)			
Subsidiaries	Qdigi Services Limited	-	0.37
	Stellarslog Technovation Private Limited	0.56	-
	Quesscorp Singapore Pte Limited	-	0.38
	Billion Careers Private Limited	2.46	1.63
	Quess International Services Private Limited	1.52	0.31
	Quess Corp Holding pte Ltd	-	17.28
	Quesscorp Manpower Supply Services LLC	52.54	-
'Entity controlled by promoters and promoter group	Careworks Foundation	-	0.08
	Thomas Cook India Limited	-	3.22
	Net Resources Investments Private Limited	-	0.10
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	0.25	5.11
	Trimax Smart Infra Projects Private limited	-	10.93
	Terrier Security Services (India) Private Limited	-	4.23
	MFXchange Holdings Inc.	-	20.15
	Heptagon Technologies Private Limited	-	9.11
	Brainhunter Systems Limited, Canada	-	1.61

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for the year ended 31 March 2025

Nature of transaction and relationship	Name of related party	For the year ended	
		March 31, 2025	March 31, 2024
Trade payables			
Subsidiaries			
	Quess International Services Private Limited		22.28
	Billion Careers Private Limited	1.42	2.26
	Quesscorp Manpower Supply Services LLC	-	2.48
	Quess Corp Lanka (Private) Limited	0.66	1.08
	Excelus Learning Solutions Private Limited	-	0.41
'Entity controlled by promoters and promoter group	Thomas Cook (India) Limited	0.37	-
	Monster.com (India) Private Limited	0.14	2.66
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	-	2.11
	Terrier Security Services (India) Private Limited	-	61.16
	Heptagon Technologies Private Limited	-	4.60
	Brainhunter Systems Limited	-	1.09
	MFExchange Holdings Inc.	-	26.59
Other assets (non-current and current)			
'Entities having common directors	Go Digit General Insurance Limited	12.43	2.16
	Go Digit Infoworks Service Private Limited	-	0.18
'Entity controlled by promoters and promoter group	Thomas Cook (India) Limited	0.49	1.19
	Sterling Holiday Resorts Limited	0.04	-
	Heptagon Technologies Private Limited	-	1.46
	Terrier Security Services (India) Private Limited	-	6.63
Investments		refer note 5	refer note 5
Loans		refer note 6.1	refer note 6.1
Other financial assets (interest receivable)			
Subsidiaries	Billion Careers Private Limited	14.85	11.83
'Entity controlled by promoters and promoter group	Terrier Security Services (India) Private Limited	-	26.61
Other financial assets (due from related parties)		refer note 6.1	refer note 6.1
Other current financial liabilities (Provision for Expenses)			
Subsidiaries	Stellarslog Technovation Private Limited	1.58	-
	Quess International Services Private Limited	-	26.11
	Quessglobal (Malaysia) Sdn. Bhd.	-	2.30
	Billion Careers Private Limited	3.78	37.15
	Quesscorp Manpower Supply Services LLC	-	23.65
	Quesscorp Lanka (Private) limited	-	2.61
	Excelus Learning Solutions Private Limited	-	3.96

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Nature of transaction and relationship	Name of related party	For the year ended	
		March 31, 2025	March 31, 2024
'Entity controlled by promoters and promoter group	Thomas Cook (India) Limited	0.01	-
	Terrier Security Services (India) Private Limited		76.75
	Monster.com (India) Private Limited		17.93
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")		8.71
	Heptagon Technologies Private Limited	-	0.45
	MFXchange Holdings Inc.	-	3.06
(iv) Guarantees outstanding		refer note 37.2	refer note 37.2
(v) Contribution for CSR activities			
Entity controlled by promoters	Quess Foundation	36.98	15.88
(vi) Compensation of Key managerial personnel*			
Salaries and other employee benefits to whole-time directors and executive officers		106.11	81.08
(vii) Loans granted to promoters, directors, KMPs and related parties:		refer note 6.2	refer note 6.2

*Managerial remuneration does not include cost of employee benefits such as gratuity and compensated absences since, provision for these are based on valuation carried out for the Company as a whole.

Transactions between the Remaining Undertakings of Quess Corp Limited, Demerged Undertakings 1 (Digitide Solutions Limited) and 2 (Bluspring Enterprises Limited), which were transferred pursuant to the demerger, have not been disclosed as related party transactions, as these transactions occurred within the same legal entity prior to the effective date of the business combination.

41 Assets and liabilities relating to employee benefits

(Amount in ₹ millions)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Net defined benefit liability, gratuity plan	2,238.62	2,897.63
Liability for compensated absences	-	92.55
Total employee benefit liability	2,238.62	2,990.18
Current (refer note 24)	-	92.55
Non-current (refer note 20)	2,238.62	2,897.63
	2,238.62	2,990.18

For details about the related employee benefits expense, refer note 29.

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. It entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

These defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

A Funding

The Company's gratuity scheme for core and associates employees is administered through a third party manager, the Life Insurance Corporation of India, Kotak, HDFC Life, Yes bank and ICICI Prudential. The funding requirements are based on the gratuity funds actuarial measurement framework set out in the funding policies of the plan. The

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

funding is based on a separate actuarial valuation for funding purpose for which assumptions are same as set out below. Employees do not contribute to the plan. The Company has determined that, in accordance with the terms and conditions of gratuity plan, and in accordance with statutory requirements (including minimum funding requirements) of the plan, the present value of refund or reduction in future contributions is not lower than the balance of the total fair value of the plan assets less the total present value of obligations.

The Company expects to pay ₹ 516.42 million contributions to its defined benefit plans in FY 2025-26.

B Reconciliation of net defined benefit liability/assets

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability/ assets and its components:

(Amount in ₹ millions)		
Particulars	As at March 31, 2025	As at March 31, 2024
Reconciliation of present value of defined benefit obligation		
Obligation at the beginning of the year	3,153.45	2,617.85
Transfer of defined benefit obligation through Scheme of Arrangement (refer note 43)	(1,007.46)	-
Adjustment from opening balance for transfer in	-	(38.99)
Current service cost	394.91	521.57
Interest cost	151.69	187.21
Benefits settled	(515.90)	(403.50)
Actuarial (gains)/ losses recognised in other comprehensive income		
- Changes in experience adjustments	118.16	276.94
- Changes in demographic assumptions	3.68	(5.48)
- Changes in financial assumptions	17.89	7.53
Exchange Fluctuation adjustments	-	(47.02)
Transfer in	-	37.34
Obligation at the end of the year	2,316.42	3,153.45
Reconciliation of present value of plan assets		
Plan assets at the beginning of the year, at fair value	255.83	272.02
Transfer of plan assets through Scheme of Arrangement (refer note 43)	(204.15)	-
Interest income on plan assets	3.64	19.72
Return on plan assets recognised in other comprehensive income	(1.37)	(5.25)
Contributions	539.75	372.84
Benefits settled	(515.90)	(403.50)
Plan assets at the end of the year, at fair value	77.80	255.83
Net defined benefit liability	2,238.62	2,897.62

C (i) Expense recognised in the statement of profit or loss

(Amount in ₹ millions)		
Particulars	For the year ended	
	March 31, 2025	March 31, 2024*
Current service cost	394.91	521.57
Interest cost	151.69	187.21
Interest income	(3.64)	(19.72)
Net gratuity cost	542.96	689.06

*Out of the total expenses for the year 2023-24 ₹ 508.47 million pertains to Continuing operation and ₹ 180.59 million pertains to Discontinued operations.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(ii) Re-measurement recognised in other comprehensive income

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024*
Re-measurement of the net defined benefit liability	139.73	278.98
Re-measurement of the net defined benefit asset	1.37	5.25
	141.10	284.23

*Out of the total expenses for the year 2023-24 ₹ 264.05 million pertains to Continuing operation and ₹ 20.18 million pertains to Discontinued operations.

D Plan assets

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Funds managed by insurer	77.80	255.83
	77.80	255.83

E Defined benefit obligation - actuarial assumptions

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024*
Discount rate	6.45%	7.05% - 7.30%
Future salary growth	6.00 % to 7.50%	6.00% - 9.00%
Attrition rate	40% to 80%	12.50% - 80.00%
Average duration of defined benefit obligation	1 to 2 Years	1 - 16 years

F Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, the defined benefit obligation would be as shown below:

Core employees

(Amount in ₹ millions)

Particulars	As at			
	March 31, 2025		March 31, 2024	
	Decrease	Decrease	Decrease	Increase
Discount rate (1% movement)	128.78	122.52	278.74	257.86
Future salary growth (1% movement)	122.78	128.44	258.05	277.22
Attrition rate (10% movement)	127.27	124.02	236.78	226.91
Mortality rate (10% movement)	125.57	125.58	224.19	224.20

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for the year ended 31 March 2025

Associate employees

(Amount in ₹ millions)

Particulars	As at			
	March 31, 2025		March 31, 2024	
	Decrease	Decrease	Decrease	Increase
Discount rate (1% movement)	2,224.94	2,170.07	2,687.58	2,622.46
Future salary growth (1% movement)	2,169.70	2,224.79	2,621.84	2,687.59
Attrition rate (10% movement)	2,279.15	2,132.59	2,735.67	2,590.97
Mortality rate (10% movement)	2,196.78	2,197.54	2,654.20	2,655.03

The Company has changed its accounting policy for presentation of net interest cost on defined benefit obligation from employee benefits expense to finance cost as this results in providing reliable and more relevant information about the financial performance of the Company. Pursuant to change in the accounting policy, the Company has reclassified the prior period figures. The impact on employee benefits expense and finance cost for the periods presented is as under:

(Amount in ₹ millions)

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Decrease in Employee benefits expense	148.05	118.70
Increase in Finance cost	(148.05)	(118.70)
Net impact on standalone financial statements and Basic/ Diluted EPS	-	-

42 Share-based payments

A Description of share based payment arrangement

At March 31, 2025, the Company has the following share-based payment arrangements:

Share option plans (equity settled)

Quess Corp Limited Employee Stock Option Scheme 2015 ("Scheme 2015")

The Board of Directors in its meeting held on 22 December 2015 approved the 'Quess Corp Limited Employee Stock Option Scheme 2015' ('Scheme 2015'), under which stock options are granted to specified employees of the Company. The Scheme 2015 provides for the issue of not more than 475,000 options (1,900,000 bonus adjusted options) with an exercise price of ₹ 10.00 each that would eventually convert into equity shares of ₹ 10.00 each. The options vest over a period of three years and are exercisable over a period of three years from the vesting date of each tranche. As at March 31, 2025, the Company has Nil (March 31, 2024: 2,321) exercisable options outstanding. During the year, 'Scheme 2015 stands closed.

Quess Stock Option Plan 2020 ("Scheme 2020")

The Board of Directors in its meeting held on March 31, 2020 approved the Quess Stock Ownership Plan – 2020 ("QSOP 2020"), under which stock options are granted to specific employees of the Company and its subsidiaries. The maximum number of shares under QSOP 2020 shall not exceed 41,16,072 equity shares. The stock options granted under QSOP 2020 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee). These instruments will be equity settled and will generally vest between a minimum of 1 to maximum of 6 years from the grant date. As at March 31, 2025, the Company has 12,301 (March 31, 2024: 100,782) exercisable options outstanding.

B Measurement of fair values

Scheme 2015

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are not disclosed since no ESOP's under this scheme was granted during the year.

Scheme 2020

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

(Amount in ₹ millions)		
Particulars	March 31, 2025	March 31, 2024*
Weighted average share price at grant date (₹)	766.55	453.26
Exercise price (₹)	10.00	10.00
Risk free rate of interest	4.98% - 7.37%	5.27% - 6.31%
Expected volatility	30.00% -39.00%	28.00% -38.00%
Expected dividend	-	-
Expected life of the option	4 - 9 years	4 - 9 years
Weighted average fair value at grant date (₹)	772.48	461.61

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

C Reconciliation of outstanding share options

The number and weighted average exercise prices of share options under the share option plans were as follows:

Scheme 2015

(Amount in ₹ millions)				
Particulars	For the year ended			
	March 31, 2025		March 31, 2024*	
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
Balance as at the beginning of the year	2,321	10.00	27,841	10.00
Less: Exercised during the year	-	-	(25,520)	10.00
Less: Lapsed/ forfeited during the year	(2,321)	-	-	0.00
Balance as at the end of the year	-	10.00	2,321	10.00
Options vested and exercisable as at the end of year	-	-	2,321	-

The options outstanding as at March 31, 2025 have an exercise price of Nil (March 31, 2024: ₹ 10.00) and a weighted average remaining contractual life of nil years (March 31, 2024: nil years)

Details of Grant date of options issued under ESOP 2015 scheme:

Grant date	Exercise price (₹)	Number of options outstanding as at	
		March 31, 2025	March 31, 2024*
18 August 2017	10.00	-	2,321

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for the year ended 31 March 2025

Scheme 2020

(Share price in ₹)

Particulars	For the year ended			
	March 31, 2025		March 31, 2024*	
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
Balance as at the beginning of the year	14,37,587	10.00	15,97,114	10.00
Less: Transfer due to Scheme of Arrangement	(7,51,082)	10.00	-	-
Add: Granted during the year	4,615	10.00	4,70,229	10.00
Less: Exercised during the year*	(2,04,926)	10.00	(2,54,376)	10.00
Less: Lapsed/ forfeited during the year	(87,600)	10.00	(3,75,380)	10.00
Balance as at the end of the year	3,98,594		14,37,587	10.00
Options vested and exercisable as at the end of year	12,129		1,00,782	

*Out of the total shares transferred pursuant to Scheme of Arrangement 2,35,103 shares are exercised before the effective date. Accordingly, included in the shares issued during the year (refer note 17.1). Further, out of the shares exercised during the year 30,872 shares are pending to be allotted as of March 31, 2025.

The options outstanding as at March 31, 2025 have an exercise price of ₹ 10.00 (March 31, 2024: ₹ 10.00) and a weighted average remaining contractual life of 4.66 years (March 31, 2024: 4.74 years)

Subsequent to year end, on April 21, 2025 pursuant to the Scheme of Arrangement additional 3,13,037 RSUs were granted towards adjustments for reduction in intrinsic value of the Company to the eligible employees of the Company who had options outstanding as at March 31, 2025.

Details of Grant date of options issued under ESOP 2020 scheme:

Grant date	Exercise price (₹)	Number of options outstanding as at	
		March 31, 2025	March 31, 2024*
11 May 2020	10.00	1,33,630	5,26,700
24 July 2020	10.00	6,389	11,590
01 June 2021	10.00	21,574	1,33,346
10 February 2022	10.00	-	81,215
15 June 2022	10.00	4,196	39,207
14 October 2022	10.00	60,856	1,77,739
03 February 2023	10.00	17,077	75,184
05 October 2023	10.00	30,753	2,34,638
16 February 2024	10.00	-	1,57,968
09 May 2024	10.00	9,605	-
25 September 2024	10.00	50,111	-
05 February 2025	10.00	19,179	-
24 February 2025	10.00	66,772	-
17 March 2025	10.00	51,174	-
		4,71,316	14,37,587

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for the year ended 31 March 2025

D Expense recognised in standalone statement of profit and loss

For details about the related employee benefits expense, refer note 29.

43 Composite Scheme of Arrangement between Quess Corp Limited (“Demerged Company”/“the Company”), Digitide Solutions Limited (“Resulting Company 1”) and Bluspring Enterprises Limited (“Resulting Company 2”) and their respective shareholders and creditors(referred as “Scheme of Arrangement”):

The Company received a certified true copy of the Hon’ble National Company Law Tribunal, Bengaluru Bench (“NCLT”) order dated March 17, 2025, approving the Scheme of Arrangement between Quess Corp Limited (“Demerged Company”/“the Company”), Digitide Solutions Limited (“Resulting Company 1”), Bluspring Enterprises Limited (“Resulting Company 2”), and their respective shareholders and creditors (‘Scheme of Arrangement’/“the Scheme”), with an appointed date of April 1, 2024. The certified true copy of the NCLT order was filed with the Registrar of Companies on March 31, 2025 (the “Effective Date”).

Pursuant to the Scheme of Arrangement, both Resulting Company 1 and Resulting Company 2 ceased to be subsidiaries of the Company. Notwithstanding this, the promoters and promoter group of the Company continue to exercise joint control over the Company, Resulting Company 1, and Resulting Company 2.

In accordance with the Scheme, till the Effective Date, the Demerged Company carried out the activities of Demerged Undertaking 1 and Demerged Undertaking 2 in trust. Upon the Scheme becoming effective and from the Appointed Date, the Company reduced the carrying value of all the assets and liabilities pertaining to the Demerged Undertaking 1 (Including its investments in the Subsidiaries) and Demerged Undertaking 2 (Including its investments in the Subsidiaries) as appearing in the books of account of the Company, being transferred to and vested in the Resulting Company 1 and Resulting Company 2, from the respective book value of assets and liabilities of the Company and has been accounted for in accordance with Ind AS 105 - Non-current assets held for sale and discontinued operations. Common expenses incurred by Demerged Company were apportioned to the Company based on reasonable basis.

The difference, being excess of carrying value of assets over the carrying value of liabilities of the Demerged Undertaking 1 and Demerged Undertaking 2 is adjusted against securities premium account in accordance with the approved Scheme of Arrangement.

The corresponding figures in the Standalone Statement of profit and loss for the previous year have been presented as discontinued operations.

i) Summary of assets and liabilities transferred as of April 1, 2024:

(Amount in ₹ millions)

Particulars	Bluspring Enterprises Limited	Digitide Solutions Limited	Total
Assets			
Property, plant and equipment	102.62	1,237.39	1,340.01
Right-of-use assets	178.77	2,542.82	2,721.59
Capital work-in-progress	-	0.45	0.45
Goodwill	2,767.40	660.05	3,427.45
Intangible assets	348.95	83.64	432.59
Non-current investments	3,786.04	3,895.79	7,681.83
Deferred tax assets (net)	-	271.63	271.63
Other non-current assets	137.40	879.69	1,017.09
Inventories	63.22	-	63.22

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

Particulars	Bluspring Enterprises Limited	Digitide Solutions Limited	Total
Trade receivables	3,989.52	3,818.09	7,807.61
Cash and cash equivalents	1,405.84	757.35	2,163.19
Bank balances other than cash and cash equivalents above	81.01	21.32	102.33
Other current assets	817.95	373.80	1,191.75
Total assets (A)	13,678.72	14,542.02	28,220.74
Liabilities			
Borrowings	857.91	845.88	1,703.79
Lease liabilities	176.13	2,810.57	2,986.70
Provisions	728.65	294.42	1,023.07
Trade payables	188.16	155.60	343.76
Deferred tax liabilities	326.95	-	326.95
Other liabilities	1,968.76	2,588.18	4,556.94
Total liabilities (B)	4,246.56	6,694.65	10,941.21
Excess of assets over liabilities (C)= (A)-(B)	9,432.16	7,847.37	17,279.53
ESOP reserve (D)	57.20	117.03	174.23
Adjusted against Securities premium (E)=(C)-(D)	9,374.96	7,730.34	17,105.30

ii) Income/(expense) pertains to Discontinued Operations for the year ended March 31, 2024:

(Amount in ₹ millions)

Particulars	Bluspring Enterprises Limited	Digitide Solutions Limited	Total
Total income (A)	18,186.25	17,485.02	35,671.27
Revenue	18,105.86	17,103.95	35,209.81
Other income	80.39	381.07	461.46
Expenses (B)	17,976.86	15,957.01	33,933.87
Cost of material and stores and spare parts consumed	1,865.12	9.42	1,874.54
Employee benefits expense	13,618.22	12,319.90	25,938.12
Finance costs	177.51	300.15	477.66
Depreciation and amortisation expense	261.02	1,200.70	1,461.72
Other expenses	2,054.99	2,126.84	4,181.83
Profit before tax and exceptional items (C)=(A)-(B)	209.39	1,528.01	1,737.40
Exceptional items (D)	-	404.42	404.42
Tax credit (E)	45.35	17.70	63.05
Profit after tax from discontinued operations (F)=(C)-(D)+(E)	254.74	1,141.29	1,396.03

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

iii) Cash flows from Discontinued Operations for the year ended March 31, 2024:

(Amount in ₹ millions)

Particulars	Bluspring Enterprises Limited	Digitide Solutions Limited	Total
Net cash inflows/ (outflows) from operating activities	(428.06)	1,599.80	1,171.74
Net cash inflows / (outflows) from investing activities	(986.11)	(174.65)	(1,160.76)
Net cash inflows / (outflows) from financing activities	(680.17)	(1,597.51)	(2,277.68)

Further, Resulting Company 1 and Resulting Company 2 have pursuant to the Scheme, allotted 148,918,541 Equity Shares of ₹ 10 each, to the shareholders of the Company (as on the Record Date i.e., 15 April 2025) in 1:1 ratio (1 share of ₹ 10 each has been issued by Resulting Company 1 and Resulting Company 2 respectively for every 1 share of ₹ 10 each held in the Company).

44 In accordance with Ind AS 108, Operating segments, segment information has been provided in the consolidated financial statements of the Company and no separate disclosure on segment information is given in these standalone financial statements.

45 Ratios

The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024:

(Amount in ₹ millions)

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	Variance*
Current ratio	Current assets	Current liabilities	1.26	1.25	1%
Debt-equity ratio	Total Debt**	Shareholder's equity	0.12	0.25	-52%
Debt service coverage ratio	Earnings available for debt service (EFDS)	Debt Service^	2.01	1.13	78%
Return on equity ratio	Net profits after taxes	Average shareholder's equity	12.71%	13.49%	-6%
Inventory turnover ratio	Cost of materials consumed	Average inventory	Not Applicable	27.67	-
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	10.13	7.61	33%
Trade payables turnover ratio	Purchases and adjusted other expenses	Average trade payables	3.45	4.23	-18%
Net capital turnover ratio	Revenue from operations	Average working capital	91.85	41.29	122%
Net profit ratio	Net profits after taxes	Revenue from operations	0.87%	2.18%	-60%
Return on capital employed	Earning before interest and taxes	Capital employed^^	15.86%	16.05%	-1%
Return on investment	Not Applicable	Not Applicable	-	-	-

*The ratios are not comparable due to Scheme of Arrangement.

** Debt represents borrowings and lease liabilities

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

EFDS= Net Profit After taxes + Non cash operating expenses like depreciation and Other amortizations + Interest + other adjustment like profit/(loss) on sale of property, plant and equipment and intangible assets.

^Principal repayments and lease payments for the current year

^^ Net worth + Borrowings + Lease liabilities - Goodwill - Intangible assets under development - Other intangible assets - Deferred tax assets

46 Disclosure of transaction with struck off Companies is given below:

(Amount in ₹ millions)

Name of the struck off Company	Nature of transaction with struck off Company	Balance outstanding as at March 31, 2025	Balance outstanding as at March 31, 2024	Relationship with struck off company
Hiresafe Employment Services Private Limited	Payables	0.02	-	Vendors
Intime Solutions	Payables	0.02	-	Vendors
Scorpion Marcom & Expositions	Payables	0.05	-	Vendors

47 The Board of Directors at their meeting held on 29 January 2025 declared interim dividend of ₹ 4.00 per equity share (face value of ₹ 10.00 each) for the financial year 2024-25 aggregating to ₹ 593.66 million and the same was paid on 7 February 2025. The Board of Directors at their meeting held on 9 May 2024 recommended a final dividend of ₹ 6.00 per equity share (face value of ₹ 10.00 each) for the financial year 2023-24 aggregating to ₹ 891.45 million.

The Board of Directors at their meeting held on 2 February 2024 declared interim dividend of ₹ 4.00 per equity share (face value of ₹ 10.00 each) for the financial year 2023-24 aggregating to ₹ 593.91 million.

The Board of Directors at their meeting held on 19 May 2025 recommended a final dividend of ₹ 6.00 per equity share (face value of ₹ 10.00 each) for the financial year 2024-25 aggregating to ₹ 893.69 million subject to approval of members in the Annual General Meeting.

48.1 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

48.2 The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

48.3 (i) As per the MCA notification dated August 05, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, Companies are required to maintain back-up of the 'books of account and other relevant books and papers' ('books of account') in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create backup of accounts on servers physically located in India on a daily basis.

The books of account of the Company is maintained in electronic mode on servers physically located in India and are readily accessible in India at all times. The Company is maintaining backup of books of account on a daily basis, except for one application where the Company has maintained the backup on weekly basis.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(ii) The Company has used accounting softwares for maintaining its books of account, which have a feature for recording an audit trail (edit log) facility and the same have operated throughout the year for all relevant transactions recorded in the software, except that:

- In respect of one accounting software, audit trail feature was not enabled at certain tables and database level to log any direct data changes.
- In respect of another accounting software, for maintaining the books of account in respect of payroll processes, audit trail feature was not enabled.
- The Company has used two other accounting softwares, which is operated by a third-party software provider, for maintaining the books of account in respect of financial reporting and payroll processes. There is no reporting on audit trail requirement at the database level in the System and Organisation Controls (SOC 1) Type 2 Report.

Further, during the course of our audit, there were no instances noted of audit trail feature being tampered with in respect of the accounting softwares for which the audit trail feature was operating. Additionally, the audit trail that was enabled and operated for the year ended March 31, 2025, has been preserved by the Company as per the statutory requirements for record retention.

49 Other Disclosure

49.1 The Company has not been declared wilful defaulter by any bank or financial institution or Other provider.

49.2 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

49.3 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

50 The Company evaluated subsequent events through 19 June 2025, which is the date on which the standalone financial statements are approved by the Board of Directors. Based on this evaluation, the Company is not aware of any other event or transaction that would require recognition or disclosure in the standalone financial statements.

51 Previous year Assets and Liabilities are not comparable due to Scheme of Arrangement (refer note 43).

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No.: 117366W/W-100018

Gurvinder Singh
Partner
Membership No.: 110128

Place: Bengaluru
Date: 19 June 2025

for and on behalf of the Board of Directors of
Quess Corp Limited

Ajit Isaac
Chairman
DIN: 00087168

Sushanth Pai
Chief Financial Officer

Place: Bengaluru
Date: 19 June 2025

Guruprasad Srinivasan
Executive Director
and Group Chief Executive Officer
DIN: 07596207

Kundan K. Lal
Company Secretary
Membership No.: F8393

Place: Bengaluru
Date: 19 June 2025

Independent Auditor's Report

To The Members of Quess Corp Limited Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **Quess Corp Limited** (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, except for the possible effects of the matter described in the Basis for Qualified Opinion section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date (hereinafter referred to as "the consolidated financial statements").

Basis for Qualified Opinion

As stated in note 41.3 to the consolidated financial statements, certain tax deductions claimed by the Parent and recognised in computation of income tax expense in the current and preceding periods have been disallowed by the Income Tax Authority. The disallowance has been challenged by the Parent in a judicial forum. The Parent, supported by external opinions from legal counsel and other tax experts, has assessed the basis of the disallowances and concluded that it is probable that these deductions will be accepted upon ultimate resolution.

In January 2024, as described in note 41.3 to the consolidated financial statements, another regulatory authority has made certain observations (referred to as "new information") on the applicability of certain conditions in the Income Tax Act and related reports submitted to the Income Tax Authority in respect of these deductions. The Parent has taken into consideration this new information and continues to believe

that it is probable that these deductions upon ultimate resolution will be accepted by the Income Tax Authority.

As a result of the uncertainty in respect of the outcome in the aforesaid matter, pending ultimate resolution and acceptance by the Income Tax Authority, we are unable to comment whether any adjustments are necessary.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA's) specified under Section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made 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 the other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matters section below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Emphasis of Matters

- We draw attention to note 41.2 to the consolidated financial statements, regarding the demands received by the Parent in respect of Provident Fund and the contingency related to the pending litigation on the said matter.
- We draw attention to note 47 to the consolidated financial statements in respect of composite scheme of arrangement amongst the Quess Corp Limited ("Demerged Company"/"the Company"), Digitide Solutions Limited ("Resultant Company 1") and Bluspring Enterprises Limited ("Resultant Company 2") and their respective shareholders and creditors ("the Scheme"), from the appointed date of April 1, 2024, as approved by the Hon'ble National Company Law Tribunal, Bengaluru Bench by an Order dated 17 March 2025. Consequently, upon the Scheme becoming effective, from the Appointed date, the Company reduced the carrying value of all the assets and liabilities pertaining to the "Demerged Undertaking 1" and "Demerged Undertaking 2" as appearing in the books of accounts of the Company, being transferred to and vested in the "Resulting Company 1" and "Resulting Company 2", from the respective book value of assets and liabilities of the Demerged Company.

Our opinion is not modified in respect of these matters.

Key Audit Matter

Key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. In addition to the matter described in the Basis for Qualified Opinion section of our report, we have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Revenue recognition: The Group derives revenue primarily from staffing services in the operating segments comprising of General Staffing and Professional Staffing. Revenue from staffing services is recognised over time as the customer simultaneously receives and consumes the benefits as the Parent renders the services. The invoicing for these services is either based on cost plus a service fee or fixed fee model. The Group's invoicing cycle is on contractual pre-determined dates and recognized as receivables based on customer acceptances for delivery of work/ attendance of resources. Revenue for the post billing period is recognized as unbilled revenues. Unbilled revenues are invoiced subsequent to the year end based on customer acceptances. We considered recording of unbilled revenues relating to staffing services as a key audit matter as there is a significant judgement applied by the Group to ensure that revenue is recorded based on (1) contractual terms and (2) attendance which is estimated for the period from the last billing date to the yearend based on prior months attendance records. Refer note 2.20 and 29 to the consolidated financial statements.	Principal audit procedures performed: Our audit approach was a combination of test of controls and substantive procedures which included amongst others the following: - Tested the effectiveness of controls relating to accuracy and occurrence of unbilled revenues. - For a sample of contracts, - tested revenue recognition by agreeing key terms used for recording revenue with terms in the signed contracts and confirmation received from customers for efforts incurred or resources deployed. - tested unbilled revenues with subsequent invoicing based on customer acceptances

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, Annexures to the Board's Report, Management discussion and analysis, Business Responsibility and Sustainable Report, and Report on Corporate Governance, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so

far as it relates to the subsidiaries, is traced from their financial statements audited by the other auditors.

- As described in the Basis for Qualified Opinion section above, there is an uncertainty in respect of the Income Tax matter, pending ultimate resolution and acceptance by the Income Tax Authority. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act. The respective Board of Directors of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 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 financial statements 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 the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group 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 intend 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 are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements 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 these consolidated financial statements.

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 consolidated financial statements, 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 financial controls relevant to the audit in order to design audit procedures

that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's 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 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 statements 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such or entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, 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 consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements 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 consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements 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 financial controls 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matter. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial statements/financial information of 12 subsidiaries, whose financial statements reflect total assets of ₹ 6,300.44 million as at March 31, 2025, total revenues of ₹ 11,746.85 million and net cash outflows amounting to ₹ 375.55 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements/financial information of 8 subsidiaries, whose financial statements/financial information reflect total assets of ₹ 239.09 million as at March 31, 2025, total revenues of ₹ 554.29 million and net cash outflows amounting to ₹ 19.37 million for the year ended on that date, as considered in the consolidated financial statements. This financial statements/financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, 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 Management, this financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory

Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the, subsidiaries, referred to in the Other Matters section above we report, to the extent applicable that:
 - a) We have sought and except for the matter described Basis for Qualified Opinion section above and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, except (a) for the possible effects of the matter described in the Basis for Qualified Opinion section above, and (b) not keeping backup on a daily basis of one application maintained in electronic mode in a server physically located in India (Refer note 52 (i) to the consolidated financial statements) and (c) not complying with the requirements of audit trail as stated in (i)(vi) below, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section above, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Parent as on March 31, 2025 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of subsidiary companies, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) The qualification relating to maintenance of accounts and other matters connected therewith, is as stated in the Basis for Qualified Opinion section and in the paragraph (b) above and the modification relating to keeping back up of books of account on a daily basis in a server physically located in India and relating to complying with

the requirements of audit trail is as stated in paragraph (b) above.

- g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies incorporated in India. Our report expresses a qualified opinion on the operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies, for the reasons stated therein.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the other auditor's report of subsidiary companies incorporated in India, the remuneration paid by the Parent and such subsidiary companies, to their directors during the year is in accordance with the provisions of Section 197 of the Act.
 - i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) Except for the possible effect of the matter described in Basis of Qualified Opinion section above, the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer note 41 to the consolidated financial statements.
 - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies, incorporated in India.
 - iv) (a) The respective Managements of the Parent and its subsidiaries, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, to the best of their knowledge and belief, as disclosed in the note 49 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or any of such subsidiaries, to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The respective Managements of the Parent and its subsidiaries, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 49 to the consolidated financial statements, no funds have been received by the Parent Company or any of such subsidiaries, from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiaries, shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.
- The interim dividend declared and paid by the Parent during the year and until the date of this report is in accordance with Section 123 of the Act.
- As stated in note 50 to the consolidated financial statements, the Board of Directors of the Parent has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi) Based on our examination, which included test checks and that performed by the auditors of the subsidiary companies and based on the other auditor's report of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, the Parent and its subsidiary companies incorporated in India have used accounting softwares for maintaining their respective books of account for the financial year ended March 31, 2025, which have a feature of recording audit trail (edit log) facility and the same has operated

throughout the year for all relevant transactions recorded in the accounting softwares, except for the instances mentioned below (Refer note 52 (ii) to the consolidated financial statements):

- In respect of one accounting software used by parent and its one subsidiary company, audit trail feature was not enabled at certain tables and database level to log any direct data changes.
- In respect of another accounting software used by parent, for maintaining the books of account in respect of payroll processes, audit trail feature was not enabled.
- The Parent has used two other accounting softwares, which is operated by a third-party software provider, for maintaining the books of account relating to financial reporting and payroll processes. In the absence of coverage of audit trail requirement at the database level in the System and Organisation Controls (SOC 1) Type 2 Report, we are unable to comment on whether audit trail feature of the said softwares was enabled at the database level and operated throughout the year for all relevant transactions recorded in the softwares.

Further, except for the instances noted above, wherein we are unable to comment on the feature of audit trail,

during the course of our audit and based on the other auditor's report of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, whose reports have been furnished to us by the Management of the Parent, we did not come across any instance of audit trail feature being tampered with in respect of the accounting softwares for which the audit trail feature was operating.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Company as per the statutory requirements for record retention.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Name of the company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Qess Corp Limited	L74140KA2007PLC043909	Parent	Clause 3(iii)(c), Clause 3(iii)(d), Clause 3(iii)(e), Clause 3(vii)(a), Clause 3(vii)(b) and Clause 3(xvii)
Excelus Learning Solutions Private Limited	U74999KA2016PTC097984	Subsidiary	Clause 3(vii)(a) Clause 3(xvii)
Qess International Services Private Limited	U93000KA2008PTC133410	Subsidiary	Clause 3(vii)(b) Clause 3 (xvii)
Stellarslog Technovation Private Limited	U72200KA2015PTC084539	Subsidiary	Clause 3 (xvii)
Billion Careers Private Limited	U74140KA2021PTC154916	Subsidiary	Clause 3 (xvii)

for **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Gurvinder Singh

Partner

Membership No. 110128

UDIN: 25110128BMHZUQ8304

Place: Bengaluru

Date: 19 June 2025

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of **Quess Corp Limited** (hereinafter referred to as the “Parent”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s and Board of Director’s Responsibilities for Internal Financial Controls

The respective Company’s Management and Board of Directors of the Parent, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated

financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A Company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition

of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper Management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis for Qualified opinion

According to the information and explanations given to us and based on our audit, a material weakness has been identified in the Parent's internal financial controls with reference to the consolidated financial statements as at March 31, 2025. The Parent's internal control with reference to consolidated financial statements for determination of uncertainty over Income tax treatment were not operating effectively which could potentially result in material misstatements as more fully described in the Basis for Qualified Opinion paragraph of our report on the consolidated financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to consolidated financial statements, such that there is a reasonable possibility that a material misstatement of the Parent's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies,

which are companies incorporated in India have, in all material respects, maintained adequate internal financial controls with reference to consolidated financial statements as at March 31, 2025, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI, and except for the possible effects of the material weakness described in Basis for Qualified Opinion paragraph above on the achievement of the objectives of the control criteria, the Parent and its subsidiary companies internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated Ind AS financial statements of the Parent for the year ended March 31, 2025, and the material weakness affect our opinion on the said consolidated financial statements of the Parent.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 4 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

for **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

Gurvinder Singh

Partner

Place: Bengaluru

Date: 19 June 2025

Membership No. 110128

UDIN:25110128BMHZUQ8304

Consolidated Balance Sheet

(Amount in ₹ millions)

	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	102.35	1,960.37
Right-of-use assets	3 (b)	906.42	4,220.66
Capital work-in-progress	3 (a)	-	26.07
Goodwill	4	2,362.08	10,038.63
Other intangible assets	5	36.26	732.93
Intangible assets under development	5	-	299.50
Financial assets			
Investments	6	-	366.57
Other financial assets	7	671.44	1,880.60
Deferred tax assets (net)	8	1,352.66	1,504.01
Income tax assets (net)	8	3,285.41	5,127.33
Other non-current assets	9	439.71	589.53
Total non-current assets		9,156.33	26,746.20
Current assets			
Inventories	10	-	71.28
Financial assets			
Investments	11	-	562.79
Trade receivables			
Billed	12	8,497.76	15,388.29
Unbilled		6,796.75	12,333.00
Cash and cash equivalents	13	2,491.18	5,201.25
Bank balances other than cash and cash equivalents above	14	178.23	251.39
Loans	15	13.18	8.65
Other financial assets	16	175.90	244.18
Other current assets	17	808.95	1,663.32
		18,961.95	35,724.15
Asset classified as held for sale		-	80.08
Total current assets		18,961.95	35,804.23
Total assets		28,118.28	62,550.43
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	1,489.19	1,485.10
Other equity	19	9,359.32	26,504.83
Total equity attributable to equity holders of the Company		10,848.51	27,989.93
Non-controlling interests	20	11.36	1,656.09
Total equity		10,859.87	29,646.02
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	21	-	17.58
Lease liabilities	3 (c)	811.70	3,258.60
Provisions	22	2,340.93	3,361.59
Total non-current liabilities		3,152.63	6,637.77

Consolidated Balance Sheet

(Amount in ₹ millions)

	Note	As at March 31, 2025	As at March 31, 2024
Current liabilities			
Financial liabilities			
Borrowings	23	120.63	3,677.78
Trade payables	24	586.31	1,175.58
Lease liabilities	3 (c)	196.53	1,427.18
Other financial liabilities	25	8,814.30	13,731.19
Current tax liabilities (net)	26	158.38	204.99
Provisions	27	62.47	334.04
Other current liabilities	28	4,167.16	5,689.92
		14,105.78	26,240.68
Liabilities directly associated with assets classified as held for sale		-	25.96
Total current liabilities		14,105.78	26,266.64
Total liabilities		17,258.41	32,904.41
Total equity and liabilities		28,118.28	62,550.43

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No.: 117366W/W-100018

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

Gurvinder Singh
Partner
Membership No.: 110128

Ajit Isaac
Chairman
DIN: 00087168

Guruprasad Srinivasan
Executive Director and
Group Chief Executive Officer
DIN: 07596207

Sushanth Pai
Chief Financial Officer

Kundan K. Lal
Company Secretary
Membership No.: F8393

Place: Bengaluru
Date: 19 June 2025

Place: Bengaluru
Date: 19 June 2025

Place: Bengaluru
Date: 19 June 2025

Consolidated Statement of Profit and Loss

(Amount in ₹ millions)

	Note	For the year ended	
		March 31, 2025	March 31, 2024
Continuing operations			
Income			
Revenue from operations	29	1,49,671.99	1,36,950.90
Other income	30	236.19	148.49
Total income		1,49,908.18	1,37,099.39
Expenses			
Cost of material and stores and spare parts consumed	31	2.68	2,864.03
Employee benefits expense	32	1,40,513.40	1,25,183.77
Finance costs	33	385.98	571.58
Depreciation and amortisation expense	34	412.10	580.52
Other expenses	35	6,532.70	6,559.72
Total expenses		1,47,846.86	1,35,759.62
Profit before share of profit/(loss) of equity accounted investees, exceptional items and income tax		2,061.32	1,339.77
Share of profit/(loss) of equity accounted investees (net of income tax)	6	-	(0.69)
Profit before exceptional items and tax from Continuing operations		2,061.32	1,339.08
Exceptional items loss	36	1,643.35	9.86
Profit before tax from Continuing operations		417.97	1,329.22
Tax credit/ (expense)			
Current tax: Minimum Alternative Tax ('MAT') for the year	8	(81.46)	(202.34)
Tax relating to earlier years	8	(1.29)	(10.56)
Deferred tax (including MAT credit entitlement)	8	123.67	237.76
Total tax credit		40.92	24.86
Profit from Continuing operations		458.89	1,354.08
Profit before tax from discontinued operations		-	1,622.94
Tax (expense) from discontinued operations		-	(172.99)
Profit from Discontinued operations (net of tax)		-	1,449.95
Profit for the year		458.89	2,804.03
Other comprehensive income			
Continuing operations:			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Re-measurement losses on defined benefit plans	45	(132.74)	(99.74)
Income tax relating to items that will not be reclassified to profit or loss	8	35.75	25.73
<i>Items that will be reclassified subsequently to profit or loss</i>			
Foreign exchange differences on translating financial statements of foreign operations		18.64	(23.35)
Total Other comprehensive loss for the year from continuing operations (net of tax)		(78.35)	(97.36)
Discontinued Operations:			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Re-measurement losses on defined benefit plans		-	(218.49)
Income tax relating to items that will not be reclassified to profit or loss		-	56.02
<i>Items that will be reclassified subsequently to profit or loss</i>			
Foreign exchange differences on translating financial statements of foreign operations		-	4.23
Total Other comprehensive income for the year from discontinuing operations (net of tax)		-	(158.24)
Total comprehensive income for the year		380.54	2,548.43
Profit attributable to			
Owners of the Company		458.02	2,778.55
Non-controlling interests	20	0.87	25.48
Total profit for the year		458.89	2,804.03
Other comprehensive income attributable to			
Owners of the Company		(78.43)	(236.41)
Non-controlling interests	20	0.08	(19.20)
Total other comprehensive loss for the year		(78.35)	(255.61)

Consolidated Statement of Profit and Loss

(Amount in ₹ millions)

	Note	For the year ended	
		March 31, 2025	March 31, 2024
Total comprehensive income attributable to :			
Owners of the Company		379.59	2,542.15
Non-controlling interests		0.95	6.28
Total comprehensive income for the year		380.54	2,548.43
Earnings per equity share (face value of ₹ 10.00 each)			
For Continuing operations			
Basic (in INR)	42	3.08	9.28
Diluted (in INR)	42	3.07	9.22
For Discontinued operations			
Basic (in INR)	42	-	9.45
Diluted (in INR)	42	-	9.39
For Continuing and Discontinued operations			
Basic (in INR)	42	3.08	18.72
Diluted (in INR)	42	3.07	18.61

*Previous period numbers are restated/reclassified due to Scheme of Arrangement (refer note 47).

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No.: 117366W/W-100018

Gurvinder Singh
Partner
Membership No.: 110128

Place: Bengaluru
Date: 19 June 2025

for and on behalf of the Board of Directors of
Qess Corp Limited

Ajit Isaac
Chairman
DIN: 00087168

Sushanth Pai
Chief Financial Officer

Place: Bengaluru
Date: 19 June 2025

Guruprasad Srinivasan
Executive Director and
Group Chief Executive Officer
DIN: 07596207

Kundan K. Lal
Company Secretary
Membership No.: F8393

Place: Bengaluru
Date: 19 June 2025

Consolidated Statement of Cash Flows

(Amount in ₹ millions)

	For the year ended	
	March 31, 2025	March 31, 2024
Cash flows from operating activities		
Profit after tax		
Continuing Operations	458.89	1,354.08
Discontinued Operations	-	1,449.95
Profit before Income Tax including discontinued operations	458.89	2,804.03
Adjustments to reconcile net profit to net cash provided by operating activities:		
Tax expense/ (credit)	(40.92)	148.13
Interest on income tax refunds	(180.70)	(91.81)
Exceptional items (refer note 36)		
- Impairment of Goodwill and Other Intangible assets	259.28	224.87
- Gain on sale of subsidiary net of transaction cost of 27.26 million	-	(387.50)
- Expected credit loss on Trade receivables (billed and unbilled)	1,186.77	305.30
- Employee stock option cost	32.82	-
- Stamp duty charges on demerger	118.32	-
Interest income on term deposits	(23.07)	(96.90)
Amortised cost adjustments for financial instruments	(2.72)	(18.37)
Loss on sale of fixed assets, net	1.08	21.96
Gain on sale of investments in mutual funds	-	(30.80)
Fair value gain on financial assets designated at fair value through profit or loss	-	(5.93)
Employee stock option cost	41.12	260.21
Finance costs	385.98	1,363.97
Depreciation and amortisation expense	412.10	2,831.95
Expected credit allowance on financial assets	577.37	1,089.40
Deposits written off	-	0.58
Liabilities no longer required written back	-	(13.82)
Foreign exchange gain, net	14.44	(32.80)
Share of loss/(profit) of equity accounted investees	-	0.69
Operating profit before working capital changes	3,322.60	8,373.16
Changes in operating assets and liabilities		
Changes in inventories	0.76	12.83
Changes in trade receivables and unbilled revenue	(957.61)	(2,825.07)
Changes in loans, other financial assets and other assets	(305.20)	(808.23)
Changes in trade payables	273.85	198.47
Changes in other financial liabilities, other liabilities and provisions	260.54	1,782.21
Cash generated from operations	2,594.94	6,733.37
Income taxes (paid)/ refund received, net	1291.67	(1,440.65)
Net cash flows from operating activities (A)	3,804.77	5,292.72
Cash flows from investing activities		
Expenditure on property, plant and equipment and intangibles	(17.01)	(1,033.00)
Proceeds from sale of property plant and equipment	2.23	45.67
Investment in subsidiaries and associates	-	(350.02)

Consolidated Statement of Cash Flows

	For the year ended	
	March 31, 2025	March 31, 2024
Proceeds from sale of investment in equity instruments in subsidiaries, Net of related expenses	-	670.61
Others	-	20.55
Investments in mutual fund	-	(340.00)
Proceeds from sale of mutual fund	-	280.05
Placement of bank deposits	(10.62)	(184.05)
Redemption of bank deposits	-	1,250.11
Interest received on term deposits	47.40	135.03
Net cash flows from investing activities (B)	22.00	494.95
Cash flows from financing activities		
Repayments of long term borrowings	-	(106.46)
Repayment of lease liabilities	(328.40)	(1,912.11)
Repayments of working capital loan, net	(1,238.27)	(782.68)
Repayments of short term borrowings, net	-	(630.21)
Payment of stamp duty in relation to merger and issue of shares in earlier year	-	(125.16)
Payment towards acquisition of non-controlling interest	-	(76.52)
Shares issued on exercise of employee stock options	4.09	2.81
Dividend paid	(1,485.15)	(591.20)
Payment of dividend to non-controlling interest of subsidiary	-	(122.71)
Interest paid	(133.74)	(620.79)
Net cash used in financing activities (C)	(3,181.47)	(4,965.03)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	645.30	822.63

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024*
Cash and cash equivalents at the beginning of the year	5,201.25	4,375.74
Less: Cash transferred due to Scheme of Arrangement (refer note 47)	(3,364.80)	-
Effect of exchange rate fluctuations on cash and cash equivalents	9.43	2.88
Cash and cash equivalents at the end of the year (refer note 13)	2,491.18	5,201.25

Components of cash and cash equivalents (refer note 13)

(Amount in ₹ millions)

Particulars	As at	
	March 31, 2025	March 31, 2024*
Cash and cash equivalents		
Cash in hand	0.40	4.96
Balances with banks		
In current accounts	2,490.68	5,137.11
In EEFC accounts	-	45.95
In deposit accounts (with original maturity of less than 3 months)	0.10	13.23
Cash and cash equivalents at the end of the year	2,491.18	5,201.25

Consolidated Statement of Cash Flows

Reconciliation of movements of liabilities to cash flows arising from financing activities

(Amount in ₹ millions)

Particulars	Borrowings
Debt as at April 1, 2024	3,695.36
Interest accrued but not due as at April 1, 2024	6.81
Cash flows	(1,238.27)
Adjustments through Scheme of Arrangement (refer note 47)	(2,334.04)
Other changes	
- Other borrowing cost	5.24
- Interest expense (net of fair value changes on non controlling interest put option)	141.08
- Interest and other borrowing cost paid	(133.74)
Interest accrued but not due as at March 31, 2025	(21.81)
Debt as at March 31, 2025	120.63

Reconciliation of movements of liabilities to cash flows arising from financing activities

(Amount in ₹ millions)

Particulars	Borrowings
Debt as at April 1, 2023	5,310.81
Interest accrued but not due as at April 1, 2023	4.25
Cash flows	(1,519.35)
Other changes	
- Other borrowing cost	10.36
- Interest expense (net of fair value changes on non controlling interest put option)	613.53
- Interest and other borrowing cost paid	(620.79)
Interest accrued but not due as at March 31, 2024	(6.81)
Borrowings balance of disposed subsidiary	(96.65)
Debt as at March 31, 2024	3,695.36

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**
 Chartered Accountants
 Firm's Registration No.: 117366W/W-100018

for and on behalf of the Board of Directors of
Quess Corp Limited

Gurvinder Singh
 Partner
 Membership No.: 110128

Ajit Isaac
 Chairman
 DIN: 00087168

Guruprasad Srinivasan
 Executive Director
 and Group Chief Executive Officer
 DIN: 07596207

Sushanth Pai
 Chief Financial Officer

Kundan K. Lal
 Company Secretary
 Membership No.: F8393

Place: Bengaluru
 Date: 19 June 2025

Place: Bengaluru
 Date: 19 June 2025

Place: Bengaluru
 Date: 19 June 2025

Consolidated Statement of Changes in Equity

for the year ended March 31, 2025

(A) Equity share capital

Particulars	Note	March 31, 2025	March 31, 2024
Opening balance	18	1,485.10	1,482.30
Changes in equity share capital	18.1	4.09	2.80
Closing balance		1,489.19	1,485.10

(Amount in ₹ millions)

(B) Other equity

Particulars	Note	Reserves and surplus										Items of other comprehensive income	Total attributable to equity holders of the Company	Attributable to non-controlling interests	Total equity
		Shares application money pending allotment	Securities premium	Retained earnings	Capital reserve	General reserve	Capital redemption reserve	Stock options outstanding account	Foreign currency translation reserve	Others					
Balance as at April 1, 2023		-	16,984.51	5,735.35	(3.33)	21.56	150.00	685.35	842.33	(210.55)	24,205.22	1,620.51	25,825.73		
Profit for the year from Continuing operations		-	-	1,376.50	-	-	-	-	-	-	1,376.50	(22.42)	1,354.08		
Profit for the year from Discontinued operations		-	-	1,402.05	-	-	-	-	-	-	1,402.05	47.90	1,449.95		
Other comprehensive income (net of tax)		-	-	-	-	-	-	-	(19.12)	(216.89)	(236.01)	(19.20)	(255.21)		
Total comprehensive income/ (loss)		-	-	2,778.55	-	-	-	-	(19.12)	(216.89)	2,542.54	6.28	2,548.82		
Non-controlling interests on acquisition of a subsidiary	20	-	-	-	-	-	-	-	-	-	-	152.02	152.02		
Issue of shares pending allotment on exercise of options	0.12	-	-	-	-	-	-	-	-	-	0.12	-	0.12		
Change in non controlling interest stake		-	-	(160.24)	-	-	-	-	-	-	(160.24)	-	(160.24)		
Payment of dividend to non-controlling interests		-	-	-	-	-	-	-	-	-	-	(122.72)	(122.72)		
Reversal of issue cost on demerger of TCIL		-	211.85	-	-	-	-	-	-	-	211.85	-	211.85		
Capitalisation of ESOP expenses of a subsidiary		-	-	-	-	-	-	16.05	-	-	16.05	-	16.05		
Conversion of associate company to subsidiary	20	-	-	-	22.98	-	-	-	-	-	22.98	-	22.98		
Dividends	50	-	-	(593.91)	-	-	-	-	-	-	(593.91)	-	(593.91)		
Equity Settled Share based payments	32	-	-	-	-	-	-	260.21	-	-	260.21	-	260.21		
Total		0.12	211.85	(754.15)	22.98	-	-	276.26	-	-	(242.94)	29.30	(213.64)		
Balance as at March 31, 2024		0.12	17,196.36	7,759.75	19.65	21.56	150.00	961.61	823.21	(427.44)	26,504.82	1,656.09	28,160.91		

(Amount in ₹ millions)

Consolidated Statement of Changes in Equity

for the year ended March 31, 2025

(Amount in ₹ millions)

Particulars	Note	Reserves and surplus				Items of other comprehensive income			Total attributable to equity holders of the Company	Attributable to non-controlling interests	Total equity
		Shares application money pending allotment	Securities premium	Retained earnings	Capital reserve	General reserve	Capital redemption reserve	Stock options outstanding account			
Balance as at April 1, 2024		0.12	17,196.36	7,759.75	19.65	21.56	150.00	961.61	26,504.82	1,656.09	28,160.91
Transfer/Utilisation of reserves pursuant to Scheme of Arrangement#	47	-	(17,105.30)	1,782.65	73.48	-	-	(644.75)	58.83	(1,645.68)	(177,596.0)
Revised opening as on April 1, 2024		0.12	91.06	9,542.40	93.13	21.56	150.00	316.86	10,390.90	10.41	10,401.31
Profit for the year		-	-	458.02	-	-	-	-	18.64	(96.99)	379.67
Other comprehensive income (net of tax)		-	-	-	-	-	-	-	-	-	0.08
Total comprehensive income/ (loss)		-	-	458.02	-	-	-	-	18.64	(96.99)	0.95
Issue of shares pending allotment on exercise of options, net	(0.09)	-	-	-	-	-	-	-	(0.09)	-	(0.09)
Transfer of securities premium from stock outstanding reserve		-	219.37	-	-	-	-	(219.37)	-	-	-
Dividends	50	-	-	(1,485.11)	-	-	-	-	(1,485.11)	-	(1,485.11)
Equity Settled Share based payments	32	-	-	-	-	-	-	73.95	-	-	73.95
Total		0.03	219.37	(1,485.11)	-	-	-	(145.42)	-	-	(1,411.25)
Balance as at March 31, 2025		0.03	310.43	8,515.31	93.13	21.56	150.00	171.44	9,359.32	11.36	9,370.68

#Pursuant to Scheme of Arrangement (refer note 47)

As per our report of even date attached.

 for **Deloitte Haskins & Sells LLP**
 Chartered Accountants
 Firm's Registration No.: 117366W/W-100018

Gurvinder Singh
 Partner
 Membership No.: 110128

 Place: Bengaluru
 Date: 19 June 2025

 for and on behalf of the Board of Directors of
Quess Corp Limited
Ajit Isaac
 Chairman
 DIN: 00087168

Sushanth Pai
 Chief Financial Officer

 Place: Bengaluru
 Date: 19 June 2025

Guruprasad Srinivasan
 Executive Director
 and Group Chief Executive Officer
 DIN: 07596207

Kundan K. Lal
 Company Secretary
 Membership No.: F8393

 Place: Bengaluru
 Date: 19 June 2025

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

1. Company overview

Quess Corp Limited ('the Company'), together with its subsidiaries, collective referred to as the "Group", is a public limited company incorporated and domiciled in India. The registered office of the Company is located in Bengaluru, Karnataka, India. The shares of the company are listed in the BSE Limited and NSE Limited. These consolidated Ind AS financial statements comprise the financial statements of the Company and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in associates and joint venture. The Group is engaged in the business of providing services in General Staffing, Professional Staffing, Overseas business and Digital platform business.

The consolidated financial statements are approved by the board of directors and authorised for issue in accordance with a resolution of the directors on 19 June 2025.

2. Basis of preparation

2.1 Statement of compliance

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued Ind AS is initially adopted or a revision to an existing Ind AS requires a change in the accounting policy hitherto in use.

2.2 Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis, except for the following:

- i. Certain financial assets and liabilities that are qualified to be measured at fair value (refer accounting policy on financial instruments).
- ii. Defined benefit and other long-term employee benefits where plan asset is measured at fair value less present value of Defined Benefit Obligations ("DBO") and
- iii. Expenses relating to share-based payments are measured at fair value on the date of grant.
- iv. Contingent consideration in business combinations are measured at fair value.

- v. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

The material accounting policy information related to preparation of the Consolidated financial statements have been discussed below.

Going concern:

The directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

Basis of consolidation:

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) as disclosed in Note 47. Control exists when the parent has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases. The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain/ loss from such transactions are eliminated upon consolidation. The financial statements are prepared by applying uniform policies in use at the Group. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31.

Non-controlling interest:

Non-controlling interest ("NCI") which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded. NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

In case where the Group has written a put option with NCI in an existing subsidiary on their equity interest in that subsidiary then the Group evaluates access to the returns associated with the ownership interest. In case NCI still have present access to returns associated with the underlying ownership interest, then the Group has elected to account for put option as per the anticipated-acquisition method. Under the anticipated-acquisition method the put option is accounted for as an anticipated acquisition of the underlying NCI. This is independent of how the exercise price is determined (e.g. fixed or variable) and how likely it is that the option will be exercised. Subsequent to initial recognition, any changes in the carrying amount of the put liability is accounted through consolidated statement of profit and loss account.

Change in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Equity accounted investees:

The Group's interests in equity accounted investees comprise interests in associates and joint ventures.

Associates are entities over which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method of accounting. The investment is initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated Ind AS financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence or joint control ceases. The Group's investment in equity accounted investees includes goodwill identified on acquisition. When the Company transacts with an associate or joint venture of the Company, unrealised profits and losses are eliminated to the extent of the Company's interest in its associate or joint venture. Dividends are recognised when the right to receive payment is established.

2.3 Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed

on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, and in any future periods affected. The following are the significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements:

i) Impairment of non-financial Assets

Non-financial assets are tested for impairment by determining the recoverable amount. Determination of recoverable amount is based on value in use, which is present value of future cash flows. The key inputs used in the present value calculations include the expected future growth in operating revenues and margins in the forecast period, terminal growth rates and discount rates which are subject to significant judgement. (Refer Note 4(i))

ii) Impairment of financial assets:

The Group recognises loss allowances using the Expected Credit Loss (ECL) model for the financial assets and unbilled revenues which are not fair valued through profit or loss. Loss allowance for trade receivables (billed and unbilled) with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The loss rates for the trade receivables considers past collection history from the customers, the credit risk of the customers and have been adjusted to reflect the Management's view of economic conditions over the expected collection period of the receivables (billed and unbilled). (Refer Note 38(i))

iii) Measurement of defined benefit obligations:

For defined benefit obligations, the cost of providing benefits is determined based on actuarial valuation. An actuarial valuation is based on significant assumptions which are reviewed on a periodic basis. (Refer Note 45)

iv) Property, plant and equipment and intangible assets:

The useful lives of property, plant and equipment and intangible assets are determined by the management at the time the asset is acquired and reviewed periodically. Ind AS 103 requires the identifiable intangible assets acquired in business combinations to be fair valued and significant estimates are required to be made in determining

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

the value of intangible assets. These valuations are conducted by external experts. (Refer Note 3 and 5)

v) Income taxes:

Significant judgments are involved in determining provision for income taxes, including (a) the amount claimed for certain deductions under the Income Tax Act, 1961 and (b) expected to be paid or recovered in connection with uncertain tax positions. The ultimate realisation of deferred income tax assets, including Minimum Alternate Tax (MAT), is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities and the projected future taxable income in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward periods are reduced. (Refer Note 8)

vi) Business Combinations and Intangible assets:

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Estimates are required to be made in determining the value of contingent consideration, value of option arrangements and intangible assets. These valuations are conducted by external valuation experts. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by the Management. (Refer Note 4(ii)).

2.4 Current and non-current classification

Current and non-current classification: The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading

- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle for the business activities of the Group covers the duration of the specific project or contract and extends up to the realisation of receivables within the agreed credit period normally applicable to the respective lines of business. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months except for Training and skill development business. For Training and skill development business the duration of operating cycle has been concluded as 15 - 18 months, depending on the projects, considering the time from mobilisation of candidates till funds are released by relevant government authorities.

2.5 Business Combinations

Business combinations (other than common control business combinations):

In accordance with Ind AS 103, the Group accounts for the business combinations (other than common control business combinations) using the acquisition method when control is transferred to the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Contingent Consideration:

Ind AS 103 requires the contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration. These valuations are conducted by external valuation experts.

Business combinations (Common control transactions):

In accordance with Ind AS 103, the Group accounts for common control transaction using pooling of interests method. It is accounted for at carrying value of the assets and liabilities in the Group's consolidated financial statements. The transaction does not have any impact on the consolidated financial statement.

2.6 Foreign currency transactions and balances

The functional currency of Company and its domestic subsidiaries are Indian Rupees (INR). The functional currency of the overseas subsidiaries are its respective local currencies. The consolidated financial statements have been rounded off to the nearest million.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the respective transactions. Foreign currency denominated monetary assets and liabilities are translated into the functional currency at exchange rates in effect at the reporting date.

Foreign exchange gains and losses resulting from the settlement of such transactions and such translation of monetary assets and liabilities denominated in foreign currencies are generally recognised in the statement of profit and loss.

Non-monetary assets and liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

The assets and liabilities of foreign operations (including goodwill and fair value adjustments arising on acquisition), are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. The gains or losses resulting from such translation are included in currency translation reserves under other components of equity. When a subsidiary is disposed off, in full, the relevant amount is transferred to net profit in the consolidated statement of profit and loss. However, when a change in the parent's ownership does not result in loss of control of a subsidiary, such changes are recorded through equity.

2.7 Property, plant and equipment

i) Recognition and measurement:

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in the statement of profit and loss when incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is classified as capital advances under other non-current assets and the cost of the assets not ready for intended use are disclosed under 'Capital work-in-progress'.

ii) Depreciation:

The Group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Asset category	Estimated useful life
Buildings	60 years
Furniture and fixtures	5 years
Vehicles	3-5 years
Office equipment	5 years
Plant and machinery	3 - 8 years
Computer equipment	3-5 years

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Leasehold improvements are depreciated over lease term or estimated useful life whichever is lower.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed periodically, including at each financial year end.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in profit or loss.

The cost and related accumulated depreciation are derecognised from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the statement of profit and loss.

months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Short-term leases and leases of low-value assets:

The Group applies the short-term lease recognition exemption to its short-term leases of buildings, machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of

2.8 Leases

The Group as a lessee:

The Group's lease asset classes primarily consist of leases for buildings and equipment. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.9 Goodwill

The excess of the cost of acquisition over the Group's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognised as goodwill. If the excess is negative, it is considered as a bargain purchase gain. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase. Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows.

2.10 Intangible assets

(i) Recognition and measurement

Internally generated: Research and development

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalised include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

Separately acquired Intangible assets: Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired in a business combination:

Intangible assets acquired in a business combination and recognised separately from goodwill are recognised initially at their fair value at the acquisition date (which is regarded as their cost).

Others

Other purchased intangible assets are initially measured at cost. Subsequently, such intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated software is recognised in the statement of profit and loss as and when incurred.

(iii) Amortisation

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortisation methods and useful lives are reviewed periodically including at each financial year end. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The estimated useful lives of intangible assets are as follows:

Asset category	Estimated useful life
Brand	2 - 15 years
Computer software	3 years
Computer software – leased	Lease term or estimated useful life of, whichever is lower
Copyright and trademarks	3 years
Customer contracts	1.5 - 3 years
Customer relationships	5 - 10 years
IP technology	3 years
Non-compete	4 years
Resume database	5 years

2.11 Impairment of non-financial assets

Tangible and Intangible Assets (excluding Goodwill)

At the end of each reporting year, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset or the cash generating unit to which the intangible asset is allocated may be impaired. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss if events or changes in circumstances indicate that they might be impaired, they are tested for impairment more frequently.

Goodwill

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.12 Inventories

Inventories (raw materials, consumables and stores and spares) are valued at lower of cost and net realisable value. Cost of inventories comprises purchase price and other costs incurred in bringing the inventories to their present location and condition. Cost is determined using the weighted average method.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs to sell.

Cost of material and stores and spare parts consumed includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and in banks, demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal and other short-term highly liquid investments with original maturities of three months or less.

For the purpose of cash flow statement, cash and cash equivalent includes cash on hand, in banks, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less, net of outstanding bank overdrafts that are repayable on demand and are considered part of the cash management system.

2.14 Dividend

The Group recognises a liability to make cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

2.15 Share-based payments

Equity instruments granted to the employees of the Group are measured by reference to the fair value of the instrument at the date of grant. The expense is recognised in the statement of profit and loss with a corresponding increase in equity (stock options outstanding account). The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation). The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

2.16 Earnings per share

Basic earnings per share is computed by dividing the net profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders

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of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

2.17 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The unwinding of discount is recognised as finance cost.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

2.18 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

a) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

All financial instruments are recognised initially at fair value except for trade receivables which are initially measured at transaction price. Transaction

costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Regular way purchase and sale of financial assets are accounted for at trade date.

b) Financial assets

(i) Classification and subsequent measurement

For the purpose of subsequent measurement, a financial asset is classified and measured at

- amortised cost;
- fair value through other comprehensive income (FVTOCI) - debt investment;
- fair value through other comprehensive income (FVTOCI) - equity investment; or
- fair value through profit and loss (FVTPL)

1. A financial asset is measured at amortised cost if both the following conditions are met:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

2. A debt investment is measured at FVTOCI if both of the following conditions are met:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets ; and
- the contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

3. On initial recognition of an equity investment that is not held for trading, the Group irrevocably elects to present subsequent changes in the fair value in OCI (designated as FVTOCI-equity investment). This election is made on an investment-to-investment basis.

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4. All financial assets not classified as amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL, if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income are recognised in the statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit and loss. Any gain or loss on derecognition is recognised in the statement of profit and loss.
Debt investments at FVTOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in the statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the statement of profit and loss.
Equity investments at FVTOCI recognised	These assets are subsequently measured at fair value. Dividends are recognised as income in the statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to the statement of profit and loss.

(ii) Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss ("ECL") model for measurement and recognition of impairment loss. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and unbilled revenues based on expected lifetime credit losses at each reporting date after initial recognition.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-month ECL.

As a practical expedient, the Group uses a provision matrix to determine impairment

loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward-looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) is recognised as an income/expense in the statement of profit and loss during the period.

(iii) Derecognition of financial assets

A financial asset is derecognised only when the Group:

- has transferred the rights to receive cash flows from the financial asset; or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership

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of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset.

c) Financial liabilities

(i) Classification, subsequent measurement and gains and losses

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost through effective interest method. Financial liabilities are subsequently carried at amortised cost using the effective interest method, except for contingent consideration recognised in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(ii) Financial guarantee contracts

Financial guarantee contracts are those contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because the specified party fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contracts are initially recognised at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount initially recognised less cumulative amortisation.

(iii) Derecognition

A financial liability is derecognised when the Group's obligations are discharged or cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification

of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.19 Measurement of fair values

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the fair value measurements are observable and significance of the inputs to fair value measurements:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

In determining the fair value of an asset or a liability, the Group uses different methods and assumptions based on observable market inputs. All methods of assessing fair value result in general approximation of value, and such value may not actually be realised.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments

2.20 Revenue Recognition

The Group derives revenue primarily from staffing services in the segments of General staffing, Professional staffing, Overseas business and Digital platforms. Further, it also provides training and skill development services under the General staffing.

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Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognised upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

The contract with customer for staffing services, generally contains a single performance obligation and is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from staffing services in the segments of General staffing, Professional staffing, Overseas business and Digital platforms is recognised over time since the customer simultaneously receives and consumes the benefits. The invoicing for these services is either based on cost plus a service fee model, fixed fee.

Revenue from training and skill development services are recognised over time based on satisfaction of specific performance criteria included in contractual arrangements with customers.

The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor and has pricing latitude which establishes control before transferring products and services to the customer.

The Group's receivables are rights to consideration that are unconditional. Unbilled revenues comprising revenues in excess of invoicing are classified as financial asset when the right to consideration is unconditional and is due only after a passage of time. Unbilled revenues are presented under Trade receivables, while invoicing in excess of revenues are classified as unearned revenue.

Other income

Other income comprises primarily interest income on deposits, dividend income and gain/ (loss) on disposal of financial assets and non-financial assets. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

2.21 Employee benefits

a) Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Short-term employee benefits are measured on an undiscounted basis as the related service is provided.

b) Compensated absences

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The obligation is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits.

c) Defined contribution plan

Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The Group makes specified monthly contributions towards Employee Provident Fund to Government administered Provident Fund Scheme which is a defined contribution plan. The expenditure for defined contribution plan is recognised as expense during the period when the employee provides service.

d) Defined benefit plans

In accordance with the Payment of Gratuity Act, 1972, the Group provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Group. The Group's gratuity fund is managed by Life Insurance Corporation of India (LIC), ICICI Prudential, HDFC Life, Kotak Mahindra Bank and Yes Bank. The present value of gratuity obligation under such defined benefit plan is determined based on actuarial valuations carried

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out by an independent actuary using the Projected Unit Credit Method. The Group recognises the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements recognized as employee benefit expense; and
- Net interest expense or income recognized as a finance cost.

Actuarial gains or losses are recognised in other comprehensive income. Further, the statement of profit and loss does not include an expected return on plan assets. Instead net interest recognised in the statement of profit and loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through other comprehensive income.

Re-measurement comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to the statement of profit and loss in subsequent periods.

2.22 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.23 Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the period, the nature

and amount of such items is disclosed separately as Exceptional items.

2.24 Restructuring Expenses

Restructuring expenses is recognised when the Company develops a detailed formal plan for the restructuring and has raised valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

2.25 Write offs

The Company writes off a financial asset when there is information indicating that the trade receivables (billed and unbilled) is in severe financial difficulty and there is no realistic prospect of recovery, for example when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

2.26 Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognised in the statement of profit and loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the reporting date and are expected to apply to taxable income in the years in which those temporary differences are expected to be

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recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be used. Deferred income tax liabilities are recognised for all taxable temporary differences. Deferred tax assets, unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised. Deferred income taxes are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

Minimum alternative tax ('MAT') paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future tax liability, is considered as an asset if it is probable that the Group will pay normal income tax in future years. Ind AS 12 defines deferred tax to include carry forward of unused tax credits that are carried forward by the entity for a specified period of time. Accordingly, MAT credit entitlement is grouped with deferred tax assets (net) in the consolidated balance sheet.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.27 Contingent liability

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group, or a present obligation that arises from past events where it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

2.28 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

2.29 Segment reporting

Based on the "management approach" as defined in Ind AS 108, Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments namely General staffing, Professional staffing, Overseas business and Digital platforms.

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3 (a) Property, plant and equipment

Particulars	Land	Building	Lease hold improvements	Furniture and fixtures	Vehicles	Office equipment	Plant and machinery	Computer equipment	Total Property, plant and equipment	Total Capital work-in-progress
(Amount in ₹ millions)										
Gross carrying amount as at April 1, 2023	470.00	354.39	431.61	345.87	71.79	514.27	744.38	3,178.29	6,110.60	1.02
Additions	-	-	47.70	35.34	24.58	79.81	89.15	308.11	584.69	103.71
Disposals	-	-	(26.26)	(102.67)	(22.00)	(141.33)	(134.91)	(248.37)	(675.54)	-
Deletions on disposal of subsidiary (refer note 36.5)	-	-	(44.58)	(8.20)	-	(11.43)	(3.22)	(26.78)	(94.21)	-
Capitalised during the year	-	-	-	-	-	-	-	-	-	(78.78)
Translation differences#	-	-	0.64	0.67	-	0.38	0.01	15.84	17.54	0.12
Balance as at March 31, 2024	470.00	354.39	409.11	271.01	74.37	441.70	695.41	3,227.09	5,943.08	26.07
Transfer on account of Scheme of Arrangement (refer note 47)	(470.00)	(354.39)	(228.40)	(264.04)	(74.37)	(423.36)	(689.15)	(1,909.25)	(4,412.96)	(26.07)
Additions	-	-	7.83	112	-	3.75	0.42	23.13	36.25	0.51
Disposals	-	-	-	(6.51)	-	(4.61)	(0.05)	(2.08)	(13.25)	-
Translation differences#	-	-	0.40	0.49	-	0.11	0.02	0.80	1.82	-
Balance as at March 31, 2025	-	-	188.94	2.07	-	17.59	6.65	1,339.69	1,554.94	0.51
Accumulated depreciation as at April 1, 2023	-	42.35	232.13	289.73	53.89	407.71	600.08	2,393.73	4,019.62	-
Depreciation for the year*	-	5.96	72.02	23.69	9.01	42.00	82.54	406.85	642.07	-
Disposals	-	-	(26.25)	(97.87)	(21.01)	(132.70)	(97.14)	(244.46)	(619.43)	-
Deletions on disposal of subsidiary (refer note 36.5)	-	-	(33.86)	(7.72)	-	(9.85)	(2.81)	(20.43)	(74.67)	-
Translation differences#	-	-	0.37	0.66	-	0.35	0.01	12.95	14.34	-
Accumulated depreciation as at March 31, 2024	-	48.31	244.41	208.49	41.89	307.51	582.68	2,548.64	3,981.93	-
Transfer on account of Scheme of Arrangement (refer note 47)	(48.31)	(48.31)	(158.80)	(204.11)	(41.89)	(299.75)	(581.41)	(1,297.05)	(2,631.32)	-
Depreciation for the year	-	-	51.82	1.62	-	2.98	4.04	49.71	110.17	-
Disposals	-	-	-	(6.10)	-	(3.63)	(0.05)	(0.22)	(10.00)	0.51
Translation differences#	-	-	0.32	0.70	-	0.07	-	1.50	2.59	-
Accumulated depreciation as at March 31, 2025	-	-	137.75	0.60	-	7.18	5.26	1,302.58	1,453.37	0.51
Less: Asset held for sale	-	-	-	-	-	-	-	(0.78)	(0.78)	-
Net carrying amount	-	-	51.19	1.47	-	10.41	1.39	37.89	102.35	-
As at March 31, 2025	470.00	306.08	164.70	62.52	32.48	134.19	112.73	677.67	1,960.37	26.07

*Out of the total depreciation for the year 2023-24 ₹ 155.19 million pertains to continuing operations and ₹ 486.88 million pertains to discontinued operations.

#Represents translation of tangible assets of foreign operations into Indian Rupees.

The aggregate depreciation has been included under depreciation and amortisation expense in the statement of profit and loss.

The Company and its subsidiaries in India does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

The Company and its subsidiaries in India does not have any immovable properties, other than properties where the company is lessee and the lease agreements are duly executed in favour of the lessee.

Capital work-in-progress ageing schedule for the year ended March 31, 2024 is as follows:

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	-	25.62	0.45	-	26.07
Projects temporarily suspended	-	-	-	-	-
	-	25.62	0.45	-	26.07

Project in progress are reviewed by the management on a regular basis and deployed as per business requirement.

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3 (b) Right-of-use assets

(Amount in ₹ millions)

Particulars	Buildings	Computer Equipment	Total Right-of-use assets
Balance as at 01 April 1, 2023	3,944.14	421.33	4,365.47
Additions	1,580.61	8.57	1,589.18
Disposals	(70.80)	-	(70.80)
Deletions on sale of subsidiary	(73.01)	-	(73.01)
Depreciation for the year*	(1,424.01)	(166.31)	(1,590.32)
Translation differences#	0.15	(0.01)	0.14
Balance as at March 31, 2024	3,957.08	263.58	4,220.66
Transfer on account of Scheme of Arrangement (refer note 47)	(3,337.87)	(188.92)	(3,526.79)
Additions	492.17	-	492.17
Disposals	(9.42)	(0.65)	(10.07)
Depreciation for the year	(252.74)	(1715)	(269.89)
Translation differences#	0.34	-	0.34
Balance as at March 31, 2025	849.56	56.86	906.42

*Out of the total amortisation for the year 2023-24, ₹ 380.19 million pertains to continuing operations and ₹ 1,210.13 million pertains to discontinued operations.

#Represents translation of right-of-use assets of foreign subsidiaries into Indian Rupees.

The aggregate depreciation has been included under depreciation and amortisation expense in the statement of profit and loss.

3 (c) Lease liabilities

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current lease liabilities	811.70	3,258.60
Current lease liabilities	196.53	1,427.18
	1,008.23	4,685.78

The following is the movement in lease liabilities:

(Amount in ₹ millions)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Balance	4,685.78	4,802.53
Add: Additions	482.09	1,527.46
Less: Transfer on account of Scheme of Arrangement (refer note 47)	(3,909.04)	-
Less: Deletion	(13.48)	(201.69)
Add: Finance cost accrued during the period**	87.92	469.13
Less: Payment of lease obligation	(328.40)	(1,912.11)
Translation loss	3.36	0.46
Carrying amount	1,008.23	4,685.78

**Out of the total finance cost on lease liabilities for the year 2023-24, ₹ 90.21 million pertains to continuing operations and ₹ 378.92 million pertains to discontinued operations.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2025 and March 31, 2024 on an undiscounted basis:

(Amount in ₹ millions)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Less than one year	277.74	1,788.68
One to five years	731.57	3,498.35
More than five years	337.41	907.22
	1,346.72	6,194.25

4 Goodwill

(Amount in ₹ millions)		
Particulars	As at March 31, 2025	As at March 31, 2024
Carrying value at the beginning of the year	10,038.63	10,427.46
Transfer on account of Scheme of Arrangement (refer note 47 and 4 (ii) (a))	(7,470.27)	-
Less: Goodwill reversal on sale of:		
Qdigi Services Private Limited [refer note 4 (ii) (d)]	-	(190.86)
Less: Impairment charge [refer note 4 (i)]		
Stellarslog Technovation Private Limited [refer note 4 (ii) (b)]	(63.18)	(15.87)
Quess International Services Private Limited [refer note 4 (ii) ('c)]	(196.10)	-
Heptagon Technologies Private Limited [refer note 4 (ii) (e)]	-	(189.35)
Others*	-	(10.33)
Translation differences	53.00	17.58
Carrying value at the end of the year	2,362.08	10,038.63

*During the year ended March 31, 2024, the Company assessed recoverable value of certain business transfer asset and recognised an impairment of ₹ 10.33 million disclosed under exceptional item.

The allocation of goodwill to the operating segments is as follows:

(Amount in ₹ millions)		
Operating segments	As at March 31, 2025	As at March 31, 2024*
General Staffing	-	196.39
Professional staffing	652.03	652.03
Overseas business	1,710.05	1,656.76
Digital Platforms	-	63.18
Carrying value of Goodwill at the end of the year	2,362.08	2,568.36

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

(Amount in ₹ millions)

Operating segments	As at March 31, 2024*
Workforce management	2,647.65
Operating asset management	4,565.48
Global Technology Solutions	1,783.08
Product led business	1,042.42
Transfer on account of Scheme of Arrangement (refer note 47 and 4 (ii) (a))	(7,470.27)
Carrying value at the end of the year	2,568.36

*Previous year numbers are restated/reclassified due to Scheme of Arrangement. Goodwill amount of ₹ 7,470.27 million is transferred to resultant entities out of the carrying amount of ₹ 10,038.63 million. Balance amount of 2,568.36 million which pertains to Qess Corp Group is allocated to respective operating segments.

4 (i) Impairment testing

The Group tests goodwill for impairment annually on 31 December or more frequently based on an impairment indicator. Impairment is determined by assessing the recoverable amount of cash generating unit ("CGU") (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. The recoverable amount is determined based on higher of value-in-use and fair value less cost of sale of CGU. Value-in-use is calculated using a discounted cash flow approach.

The range of other key assumptions used by the Group for impairment assessment are captured in the table below as at March 31, 2025

(Amount in ₹ millions)

Particulars	Professional staffing	Overseas business
Discount rate (pre-tax)	25.49%	13.48%
Terminal growth rate	4.00%	2.00%
Revenue	13.00%- 21.2%	-5.03%- 19.7%
Operating margins	10.00% - 12.00%	5.48% - 6.14%

As at March 31, 2025, the estimated recoverable value of each of the CGUs exceeded its carrying amount and hence impairment is not triggered. The carrying amount of the CGU was computed by allocating the net assets to CGUs for the purpose of impairment testing.

The discount rate used in the discounted cash flow approach is the risk adjusted weighted average cost of capital applicable to respective CGUs. The cash flow projections used for assessing the 'value in use' are based on the most recent long-term forecast approved by management. The long-term forecast includes management's latest estimate on Revenues and Operating cash flows. The period of projections is for five years and based on financial budgets/ forecasts which considers historical experience adjusted for uncertainties applicable for respective CGUs. The cash flows beyond the forecast period are extrapolated using appropriate long term terminal growth rates. The long term terminal growth rates used do not exceed the long-term average growth rates of the respective industry and country in which the CGU operates and are consistent with internal/external sources of information.

The growth in revenue and operating margins have been estimated based on historical trends and future market expectations specific to each CGU.

Sensitivity to changes in assumptions

Any reasonable possible change in the key assumptions will not result into an impairment for these significant CGUs specified above.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

4 (ii) Business combinations:

- (a) During the year ended March 31, 2025, pursuant to the approval of the Composite Scheme of Arrangement between Quess Corp Limited ("Demerged Company"), Digitide Solutions Limited ("Resulting Company 1") and Bluspring Enterprises Limited ("Resulting Company 2") and their respective shareholders and creditors, the Company has recorded the transfer of assets (including its related investments in subsidiaries) and liabilities pertaining to Digitide Solutions Limited and Bluspring Enterprises Limited at their carrying values as appearing in the books of accounts of the Company.

Accordingly, the goodwill relating to the CGU's - *MFExchange Holdings Inc.*, *Brainhunter Systems Ltd* and *Conneqt Business Solution Limited* has been transferred to Digitide Solutions Limited and goodwill pertaining to the CGU's *Integrated Facility Management (IFM)* and *Vedang Cellular Services Private Limited* has been transferred to Bluspring Enterprises Limited respectively at their carrying values."

(b) Impairment charge of Stellarslog Technovation Private Limited

During the year ended March 31, 2025, the company reassessed the recoverable value with carrying value of Stellarslog Technovation Private Limited ("SLPL") and recognised goodwill impairment of ₹ 63.18 million (March 31, 2024- ₹ 15.87 million), disclosed in exceptional item.

(c) Impairment charge of Quess International Services Private Limited

During the year ended March 31, 2025, the Group reassessed the recoverable value with carrying value of Quess International Services Private Limited, and recognised goodwill impairment of ₹ 196.10 million respectively as disclosed in exceptional item.

(d) Sale of Qdigi Services Private Limited

During the year ended March 31, 2024, the Company sold its equity stake in Qdigi Services Limited (Digi) to Onsite Electro Services Limited (Onsite) for a consideration of ₹ 744.55 million (cash consideration of ₹ 396 million and equity consideration of ₹ 350 million) resulting in a gain of ₹ 389.61 million. The gain is net of transaction cost of ₹ 27.26 Million. The equity consideration aggregating to 2.5% in Onsite is measured at fair value through other comprehensive income. Investment in Onsite is transferred pursuant to Scheme of Arrangement (refer note 47).

(Amount in ₹ millions)

Particulars	As at March 31, 2024
Sale consideration	744.55
Carrying amount as on March 31, 2024 (includes goodwill ₹ 190.86 million)	(329.11)
Transaction cost	(27.95)
Gain on sale of Digi	387.49

(e) Impairment charge of Heptagon Technologies Private Limited

During the year ended March 31, 2024, pursuant to internal restructuring, business contracts and employees of Heptagon Technologies ("Heptagon"), a subsidiary of the Company, are being novated/transferred to the Company and other subsidiaries of the Group. Therefore, the Company recorded an impairment relating to goodwill and other asset of ₹ 189.35 million during the year ended March 31, 2024.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

5 Other intangible assets and intangible assets under development

Particulars	(Amount in ₹ millions)						
	Brand	Customer relationships	Computer software##	Other intangible assets Computer software - leased	Copyright and trademarks	IP technology database	Intangible assets under development
Gross carrying amount as at April 1, 2023	64.26	3,487.48	2,124.78	67.30	3.97	65.55	195.16
Additions	-	-	280.73	-	-	-	302.51
Disposals	-	(0.00)	(96.75)	-	-	(34.43)	(183.03)
Deletions on disposal of subsidiary	-	(7.64)	(33.93)	-	-	-	(0.08)
Translation differences#	0.15	(1.10)	52.52	1.01	(0.03)	-	(0.01)
Balance as at March 31, 2024	64.41	3,478.74	2,327.35	68.31	3.94	31.12	314.55
Transfer on account of Scheme of Arrangement (refer note 47)	(64.41)	(2,958.75)	(1,311.52)	(68.31)	(3.80)	-	(299.50)
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Translation differences#	-	(245.68)	0.11	-	-	-	(245.57)
Balance as at March 31, 2025	-	274.31	1,015.94	-	0.14	31.12	15.05
Accumulated amortisation and impairment as at April 1, 2023	62.91	2,717.94	1,847.85	63.58	0.64	47.97	15.05
Amortisation and impairment for the year*	-	409.83	183.06	-	-	6.67	-
Disposals	-	-	(96.30)	-	-	(23.52)	-
Deletions on disposal of subsidiary	-	(7.64)	(22.64)	-	-	-	(30.28)
Translation differences#	0.08	(0.81)	51.65	0.96	-	-	51.88
Accumulated amortisation and impairment as at March 31, 2024	62.99	3,119.32	1,963.62	64.54	0.64	31.12	15.05
Transfer on account of Scheme of Arrangement (refer note 47)	(62.99)	(2,687.71)	(1,016.03)	(64.54)	(0.50)	(113.49)	(3,945.26)
Amortisation and impairment for the year	-	-	32.04	-	-	-	32.04
Disposals	-	-	-	-	-	-	-
Translation differences#	-	(157.30)	0.05	-	-	-	(157.25)
Accumulated amortisation and impairment as at March 31, 2025	-	274.31	979.68	-	0.14	31.12	15.05
Net carrying amount	-	-	36.26	-	-	-	-
As at March 31, 2025	-	359.42	363.73	3.77	3.30	1.29	299.50
As at March 31, 2024	1.42	359.42	363.73	3.77	3.30	1.29	299.50

*Out of the total amortisation for the year 2023-24, ₹ 45.14 million pertains to continuing operations and ₹ 554.42 million pertains to discontinued operations.

#Represents translation of intangible assets of foreign operations into Indian Rupees.

##Computer software consists of capitalised development costs being an internally generated intangible asset.

The aggregate amortisation has been included under depreciation and amortisation expense in the statement of profit and loss.

Project in progress are reviewed by the management on a regular basis and deployed as per business requirement.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

6 Non-current investments

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Unquoted		
Investment carried at fair value through other comprehensive income		
Investments in equity instruments		
Nil (March 31, 2024: 200,000) fully paid up equity shares of par value of ₹ 10.00 each of KMG Infotech Limited*	-	16.55
Investment in compulsory convertible preference share		
Nil (March 31, 2024: 56,500) fully paid up compulsorily convertible preference shares of ₹ 6,195 each of Onsite Electro Services Private Limited	-	350.02
Aggregate value of unquoted investments	-	366.57

*These Investments are transferred pursuant to Scheme of Arrangement (refer note 47).

7 Other non-current financial assets

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Security deposits*	403.76	1,042.24
Bank deposits (due to mature after 12 months from the reporting date)**	61.04	202.92
Indemnification assets***	-	443.34
Insurance recoverable	206.64	192.10
	671.44	1,880.60

*Security deposits include deposits given for premises taken under leases, electricity and water connections.

**Bank deposits to the tune of ₹ 10.04 million (March 31, 2024: ₹ 198.75 million) are lien marked against borrowings and guarantees.

***As per the Share Purchase Agreement ("SPA") and Share Holders Agreement ("SHA") dated 20 November 2017 with Connect Business Solutions Limited (formerly a subsidiary of the Group merged w.e.f 1 December 2023) and its shareholders, the Company will be indemnified for any future cash outflow on account of specific indirect tax claim which is existing as on the original date of acquisition. The claim is recognised as provision for expenses in the financial statements by recognising an equal amount as indemnification assets [based on purchase price allocation]. During the year ended March 31, 2025, The Supreme Court dismissed the case and accordingly Indemnification assets and corresponding provision for expense was reversed.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

8 Taxes

A Amount recognised in profit or loss

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Continuing Operations		
Current tax:		
In respect of the current year	(81.46)	(202.34)
Excess provision related to prior years	(1.29)	(10.56)
Deferred tax:		
Attributable to:		
Origination and reversal of temporary differences	123.67	237.76
Deferred tax expense earlier years	-	-
Sub-Total (A)	40.92	24.86
Discontinued Operations		
Current tax:		
In respect of the current year	-	(316.06)
Excess provision related to prior years	-	9.87
Deferred tax:		
Attributable to:		
Origination and reversal of temporary differences	-	133.20
Deferred tax expense earlier years	-	-
Sub-Total (B)	-	(172.99)
Income tax credit reported in the Consolidated statement of profit and loss	40.92	(148.13)

B Income tax recognised in other comprehensive income

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Continuing Operations		
Re-measurement of the net defined benefit liability/ asset:		
Re-measurement (loss) on defined benefit plans before tax	(132.74)	(99.74)
Tax expense	35.75	25.73
Sub-Total (A)	(96.99)	(74.01)
Discontinued Operations		
Re-measurement of the net defined benefit liability/ asset:		
Re-measurement (loss) on defined benefit plans before tax	-	(218.49)
Tax expense	-	56.02
Sub-Total (B)	-	(162.47)
Net of tax	(96.99)	(236.48)

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

C Amounts recognised directly in equity

No tax expense has been recognised directly in equity.

D Reconciliation of effective tax rate

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Profit before tax (Including continuing and discontinued operations)	417.97	2,952.16
Tax using the Company's domestic tax rate of 25.168% (March 31, 2024: 25.168%)	(105.19)	(743.00)
Effect of:		
Non-deductible expenses	(521.98)	(80.27)
80JJA Tax incentives	511.42	1,047.45
Difference in enacted tax rate	73.67	(348.80)
Effect of tax benefit relating to merger of Conneqt, MFX and Greenpiece	-	576.66
Others*	83.00	(600.17)
Income tax credit/ (expense) reported in the Consolidated Statement of profit and loss	40.92	(148.13)

*Includes effect of provisions relating to earlier years

E The following table provides the details of income tax assets and income tax liabilities as of March 31, 2025 and March 31, 2024

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax assets	3,285.41	5,127.33
Income tax liabilities	(158.38)	(204.99)
Net income tax assets as at the end of the year*	3,127.03	4,922.34

*The net income tax assets and net income tax liabilities are presented based on respective assessment years for which income tax is determined.

F Deferred tax assets (net) and Deferred tax liabilities (net)

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax asset and liabilities are attributable to the following:		
Deferred tax assets:		
Impairment loss allowance on financial assets	605.82	667.93
Provision for employee benefits	641.65	986.49
Property, plant and equipment and intangible assets	24.95	137.72
MAT credit entitlement	-	14.85
Brought forward losses and unabsorbed depreciation	-	116.54
Right-of-use assets and related lease liabilities	27.73	87.77
Others	52.51	210.21
	1,352.66	2,221.51
Deferred tax liabilities:		
Intangibles recognised on Purchase price allocation	-	(18.40)
Goodwill on merger	-	(699.10)
	-	(717.50)
Deferred tax assets (net)	1,352.66	1,504.01

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

G Deferred tax assets and liabilities

Movement of deferred tax assets / liabilities presented in the balance sheet:

(Amount in ₹ millions)

For the year ended March 31, 2025	Opening balance	Transfer due to Scheme of Arrangement (refer note 47)	Recognised in profit or loss	Recognised in OCI	Closing balance
Deferred tax assets:					
Expected credit loss allowance on financial assets	667.93	246.48	184.37	-	605.82
Provision for employee benefits	1,126.71	424.28	(96.53)	35.75	641.65
Property, plant and equipment and intangible assets	137.72	228.21	115.44	-	24.95
MAT credit entitlement	14.85	-	(14.85)	-	-
Brought forward losses and unabsorbed depreciation	116.54	116.54	-	-	-
Right-of-use assets and related lease liabilities	87.78	(4.56)	(64.61)	-	27.73
Others	69.98	17.32	(0.15)	-	52.51
	2,221.51	1,028.27	123.67	35.75	1,352.66
Deferred tax liabilities:					
Intangibles recognised on Purchase price allocation	(18.40)	(18.40)	-	-	-
Goodwill on merger	(699.10)	(699.10)	-	-	-
	(717.50)	(717.50)	-	-	-
Deferred tax assets (net)	1,504.01	310.77	123.67	35.75	1,352.66

(Amount in ₹ millions)

For the year ended March 31, 2024	Opening balance	Deletions on disposal of subsidiary*	Recognised in profit or loss	Recognised in OCI	Closing balance
Deferred tax assets:					
Expected credit loss allowance on financial assets	504.89	-	163.04	-	667.93
Provision for employee benefits	830.16	-	74.58	81.75	986.49
Impact of deduction of Section 80JJAA of Income Tax Act, 1961	22.48	-	(22.48)	-	-
Property, plant and equipment and intangible assets	92.39	-	45.33	-	137.72
MAT credit entitlement	14.85	-	-	-	14.85
Brought forward losses and unabsorbed depreciation	198.15	-	(81.61)	-	116.54
Right-of-use assets and related lease liabilities	62.46	-	25.32	-	87.78
Others	151.83	(12.81)	71.18	-	210.20
	1,877.21	(12.81)	275.36	81.75	2,221.51
Deferred tax liabilities:					
Intangibles recognised on Purchase price allocation	(114.00)	-	95.60	-	(18.40)
Goodwill on merger	(699.10)	-	-	-	(699.10)
	(813.10)	-	95.60	-	(717.50)
Deferred tax assets (net)	1,064.11	(12.81)	370.96	81.75	1,504.01

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

H Unrecognised deferred tax assets/ (liabilities)

The Group does not have unrecognised deferred tax liabilities.

Unrecognised deferred tax assets related primarily to business losses. These unexpired business losses will expire based on the year of origination as follows:

(Amount in ₹ millions)	
As at March 31, 2025	Unabsorbed business losses
2026	-
2027	-
2028	-
2029	0.95
2030	105.11
Thereafter	683.02
	789.08
As at March 31, 2024	Unabsorbed business losses
2026	5.51
2027	6.13
2028	7.35
2029	9.19
2030	11.37
Thereafter	570.89
	610.44

9 Other non-current assets

(Amount in ₹ millions)		
Particulars	As at March 31, 2025	As at March 31, 2024
Capital advances	0.23	39.45
Taxes paid under protest	403.19	339.59
Provident fund payments made under protest (refer note 27.1)	-	10.72
Balances with government authorities	28.39	68.91
Prepaid expenses	7.90	130.86
	439.71	589.53

10 Inventories

(Amount in ₹ millions)		
Particulars	As at March 31, 2025	As at March 31, 2024
<i>Valued at lower of cost and net realizable value</i>		
Raw material and consumables	-	50.94
Stores and spares	-	20.34
	-	71.28

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

11 Current investments

Particulars	As at March 31, 2025	As at March 31, 2024
Quoted		
Investments at fair value through profit or loss		
Investments in liquid mutual fund units	-	562.79
	-	562.79

Details of investments in liquid mutual fund units

Particulars	As at March 31, 2025	As at March 31, 2024
Nil units (March 2024: 10,08,604 units) HDFC Floating Rate Debt Fund - Direct Plan - Growth Option	-	46.25
Nil units (March 2024: 19,823 units) ICICI Prudential Savings Fund - Growth	-	9.78
Nil units (March 2024: 5,15,558 units) Kotak Banking & PSU Debt Fund Direct Growth	-	31.63
Nil units (March 2024: 3,707 units) UTI Treasury Advantage Fund - Direct Growth Plan Growth	-	12.13
Nil units (March 2024: 15,25,236 units) ICICI Prudential Short Term Fund - Growth	-	83.03
Nil units (March 2024: 17,86,852 units) ICICI Prudential Banking & PSU Debt Fund Growth	-	52.99
Nil units (March 2024: 17,563 units) SBI Liquid Fund Direct Growth	-	66.38
Nil units (March 2024: 6,567 units) SBI Overnight Fund Direct Growth	-	25.58
Nil units (March 2024: 9,733 units) HDFC Liquid Fund - Direct Plan - Growth	-	46.17
Nil units (March 2024: 8,640 units) HDFC Overnight Fund - Direct Plan - Growth	-	30.70
Nil units (March 2024: 1,29,206 units) ICICI Prudential Liquid Fund - Direct Plan - Growth	-	46.18
Nil units (March 2024: 23,792 units) ICICI Prudential Overnight Fund Direct Plan - Growth	-	30.70
Nil units (March 2024: 24,246 units) Axis Overnight Fund Direct Growth	-	30.71
Nil units (March 2024: 6,379 units) UTI Liquid Fund - Direct Plan Growth	-	25.26
Nil units (March 2024: 50,646 units) ICICI Prudential Savings Fund - Direct Plan - Growth	-	25.30
	-	562.79
Aggregate amount of quoted investments	-	562.79
Aggregate market value of quoted investments	-	562.79

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

12 i) Trade receivables - billed

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Undisputed Trade receivables- Considered good - unsecured	9,596.06	16,475.17
Less: Allowance for expected credit loss	(1,098.30)	(1,026.62)
Undisputed trade receivable - considered good - unsecured	8,497.76	15,448.55
Undisputed Trade receivables- Credit impaired - unsecured	485.87	1,336.15
Less: Allowance for expected credit loss	(485.87)	(1,336.15)
Undisputed trade receivable - credit impaired - unsecured	-	-
Disputed Trade Receivable - Credit impaired - unsecured	142.79	165.48
Less: Allowance for expected credit loss	(142.79)	(165.48)
Disputed trade receivable billed - disputed- unsecured	-	-
Less: Trade receivable related to asset held for sale	-	(60.26)
Total trade receivables - billed	8,497.76	15,388.29

ii) Trade receivables - unbilled

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables - unbilled - unsecured	8,478.83	13,606.10
Less: Allowance for expected credit losses	(1,682.08)	(1,254.06)
Less: Unbilled revenue related to asset held for sale	-	(19.04)
Total trade receivables - unbilled	6,796.75	12,333.00

The Group's exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 38.

Trade receivables ageing schedule as on March 31, 2025 and March 31, 2024:

(Amount in ₹ millions)

Particulars	Unbilled	Not due	Outstanding for the following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1 - 2 year	2 - 3 years	More than 3 years	
Undisputed Trade receivables- considered good								
As at March 31, 2025	8,478.83	6,869.61	1,673.82	119.69	310.17	309.18	313.59	18,074.89
As at March 31, 2024	13,587.06	10,597.07	4,058.75	842.19	426.99	112.94	376.97	30,001.97
Undisputed Trade receivables – credit impaired								
As at March 31, 2025		1.82	0.85	2.21	79.94	3.49	397.56	485.87
As at March 31, 2024		16.86	33.07	25.00	144.78	(133.78)*	1,250.22	1,336.15

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Particulars	Unbilled	Not due	Outstanding for the following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1 - 2 year	2 - 3 years	More than 3 years	
Disputed Trade receivables – credit impaired								
As at March 31, 2025		-	-	0.27		-	142.52	142.79
As at March 31, 2024		8.70	4.60	5.90	5.20	1.60	139.48	165.48
Total								
As at March 31, 2025	8,478.83	6,871.43	1,674.67	122.17	390.11	312.67	853.67	18,703.55
As at March 31, 2024	13,587.06	10,622.63	4,096.42	873.09	576.97	(19.24)	1,766.67	31,503.60
Less: Allowance for credit loss								
As at March 31, 2025								3,409.04
As at March 31, 2024								3,782.31
Total Trade Receivable								
As at March 31, 2025								15,294.51
As at March 31, 2024								27,721.29

*Net negative balances in the ageing is because of unadjusted credits and collections which are due to be allocated against specific invoices pending payment advices from customers. These credits and collections are considered in determining expected credit loss allowance for customers.

13 Cash and cash equivalents

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash in hand	0.40	4.96
Balances with banks		
In current accounts	2,490.68	5,137.11
In EEFC accounts	-	45.95
In deposit accounts (with original maturity of less than 3 months)	0.10	13.23
	2,491.18	5,201.25

14 Bank balances other than cash and cash equivalents

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
In deposit accounts (maturity within 12 months from the reporting date)*	148.63	241.77
Earmarked balances with banks	29.60	9.62
	178.23	251.39

*Fixed deposits to the tune of ₹ 178.33 million (March 31, 2024: ₹ 199.17 million) are lien marked against borrowings.

Notes to the Consolidated Financial Statements

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15 Current loans

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to employees	13.18	8.65
	13.18	8.65

16 Other current financial assets

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Security deposits*	92.02	164.08
Interest accrued but not due	7.85	32.18
Foreign currency forward contracts	-	1.92
Consideration receivable (refer note 36(i))	-	46.00
Other advances	76.03	-
	175.90	244.18

*Security deposits include deposits given for premises taken under leases, electricity and water connections.

17 Other current assets

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances other than capital advances		
Prepaid expenses	383.54	955.23
Advances to suppliers	307.37	409.68
Travel advances to employees	5.07	17.16
Balances with government authorities	57.94	205.00
Other advances	55.03	76.25
	808.95	1,663.32

18 Equity share capital

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
393,850,000 (March 31, 2024: 393,850,000) equity shares of par value of ₹ 10.00 each	3,938.50	3,938.50
	3,938.50	3,938.50
Issued, subscribed and paid-up		
148,918,541 (March 31, 2024: 148,509,384) equity shares of par value of ₹ 10.00 each, fully paid up	1,489.19	1,485.10
	1,489.19	1,485.10

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18.1 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

(Amount in ₹ millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount in ₹ millions	Number of shares	Amount in ₹ millions
Equity shares				
At the commencement of the year	14,85,09,384	1,485.10	14,82,29,488	1,482.30
Add: Shares issued on exercise of employee stock options (refer note 46)	4,09,157	4.09	2,79,896	2.80
At the end of the year	14,89,18,541	1,489.19	14,85,09,384	1,485.10

18.2 Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity share holders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to the share of the paid-up equity capital of the Company. On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, after distribution of all preferential amounts (if any) in proportion to the number of equity shares held.

18.3 Details of shareholders holding more than 5% shares in the Company

(Amount in ₹ millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Holding (%)	Number of shares	Holding (%)
Equity shares				
Equity shares of par value ₹ 10.00 each				
Fairbridge Capital (Mauritius) Limited	5,08,53,455	34.15%	5,04,76,237	33.99%
Ajit Isaac	1,78,96,832	12.02%	1,75,19,613	11.80%
Isaac Enterprises LLP (formerly known as "Isaac Enterprises Private Limited")	1,53,65,824	10.32%	1,53,65,824	10.35%

18.4 The Company has not made any buy back of shares or issued any shares for consideration other than cash, during the period of five years immediately preceding the reporting date. However the Company has issued equity shares under Employee Stock Option Plan for which only exercise price has been received in cash as below.

(Amount in ₹ millions)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Shares issued on exercise of employee stock options (refer note 46)	4,09,157	2,79,896	2,38,931	311,693	168,170

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

18.5 Details of shareholding of promoters:

(Amount in ₹ millions)

Particulars	March 31, 2025		March 31, 2024		
	Number of shares	% held	Number of shares	% held	% change during the year
Ajit Isaac	1,78,96,832	12.02%	1,75,19,613	11.80%	0.22%
Isaac Enterprises LLP (formerly known as "Isaac Enterprises Private Limited")	1,53,65,824	10.32%	1,53,65,824	10.35%	-0.03%
Fairbridge Capital (Mauritius) Limited	5,08,53,455	34.15%	5,04,76,237	33.99%	0.16%
Hwic Asia Fund Class A Shares	7,48,100	0.50%	7,48,100	0.50%	0.00%

19 Other equity*

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Securities premium (refer note 19.1)	310.43	17,196.36
Share application money pending allotment	0.03	0.12
Stock options outstanding account (refer note 19.2)	171.44	961.61
Foreign currency translation reserve (refer note 19.3)	563.02	823.22
Capital reserve (refer note 19.4)	93.13	19.65
General reserve (refer note 19.7)	21.56	21.56
Other comprehensive loss (excluding foreign currency translation reserve) [refer note 19.5]	(465.60)	(427.44)
Capital redemption reserve (refer note 19.6)	150.00	150.00
Retained earnings (refer note 19.8)	8,515.31	7,759.75
	9,359.32	26,504.83

*For detailed movement of reserves refer Consolidated Statement of Changes in Equity.

19.1 Securities premium

The amount received in excess of the par value of equity shares has been classified as securities premium. The utilisation of the securities premium will be in accordance with the provisions of the Companies Act, 2013.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning and end of the year	17,196.36	16,984.51
Less: Utilisation of securities premium pursuant to Scheme of Arrangement (refer note 47)	(17,105.30)	-
Add: Reversal of stamp duty provision*	-	211.85
Less: Transfer of securities premium from stock outstanding reserve	219.37	-
Balance as at the end of the year	310.43	17,196.36

*During the FY 2019-20, the Company had entered into a Composite Scheme of Arrangement and Amalgamation ("the Scheme AA") with Thomas Cook (India) Limited ("TCIL"), Travel Corporation (India) Limited, TC Travel and Services Limited, TC Forex Services Limited and SOTC Travel Management Private Limited and their respective shareholders and creditors, wherein TCIL had demerged its Human Resource Services business (including investment in shares of Quess Corp Limited) into the Company on a going concern basis. The Company had created provision for stamp duty pursuant to the demerger under Scheme AA for INR 337.01 million out of which INR 125.16 million was paid by the Company and balance amount was under dispute for which order was passed in favour of the Company and the same was reversed during the previous year from securities premium.

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for the year ended 31 March 2025

19.2 Share option outstanding account

The stock option outstanding account is used to recognise the grant date fair value of option issued to employees under employee stock option scheme.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	961.61	685.35
Add: Capitalisation of ESOP expenses of a subsidiary	-	16.05
Less: Transfer on account of Scheme of Arrangement (refer note 47)	(644.75)	-
Add: Grants issued during the year	73.95	260.21
Add: Transfer of securities premium from stock outstanding reserve	(219.37)	-
Balance as at the end of the year	171.44	961.61

19.3 Foreign currency translation reserve

This relates to the exchange difference arising from the translation of financial statements of foreign operations with functional currency other than INR.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	823.21	842.33
Less: Transfer on account of Scheme of Arrangement (refer note 47)	(278.83)	-
Add: Translation difference recognised during the year	18.64	(19.12)
Balance as at the end of the year	563.02	823.21

19.4 Capital reserve

Represents surplus arising due to prior common control business combinations. The surplus is not eligible for distribution to shareholders under the provisions of Companies Act, 2013.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	19.65	(3.33)
Add: Conversion of associate company to subsidiary	-	22.98
Add: Transfer on account of Scheme of Arrangement (refer note 47)	73.48	-
Balance as at the end of the year	93.13	19.65

19.5 Other comprehensive loss (excluding foreign currency translation reserve)

Remeasurement of the net defined benefit liability/(asset) comprises actuarial gain and losses and return on plan assets (excluding interest income).

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	(427.44)	(210.55)
Less: Transfer on account of Scheme of Arrangement (refer note 47)	58.83	-
Add: Translation difference recognised during the year	(96.99)	(216.89)
Balance as at the end of the year	(465.60)	(427.44)

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

19.6 Capital redemption reserve

The Group had issued 12.33% cumulative redeemable preference shares having face value of ₹ 10.00 each and redeemable at ₹ 12.00 each. As per the provisions of the Companies Act, 2013, the Group is required to create a capital redemption reserve ("CRR") equivalent to the nominal value of shares redeemed out of the profits of the Group. Such reserve can be created out of the free reserves of the Group. Accordingly, the Group had created CRR out of the retained earnings of earlier years and an amount of ₹ 150.00 million had been transferred from retained earnings to CRR during the year ended March 31, 2018. As per the provisions of the Companies Act, 2013, such CRR can be used for issuing fully paid up bonus shares.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	150.00	150.00
Balance as at the end of the year	150.00	150.00

19.7 General reserve

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	21.56	21.56
Balance as at the end of the year	21.56	21.56

19.8 Retained Earnings

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	7,759.75	5,735.35
Add: Transfer on account of Scheme of Arrangement (refer note 47)	1,782.65	-
Add: Profit for the year	458.02	2,778.55
Less: Change in non controlling interest stake	-	(160.24)
Less: Dividends (refer note 50)	(1,485.11)	(593.91)
Balance as at the end of the year	8,515.31	7,759.75

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

20 Non-controlling interests

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-controlling interests	11.36	1,656.09
	11.36	1,656.09

The following table discloses the movement in non controlling interest for the year ended March 31, 2025

:

Entities	Non controlling stake	Profit/ (Loss) for the year	Other com- prehensive income for the year	Opening balance as at April 1, 2024	Transfer on account of Scheme of Arrangement (refer note 47)	Profit/ (loss) allocation for the year	Other comprehen- sive income allocation for the year	Closing balance as at March 31, 2025
Agensi Pekerjaan Monster Malaysia SDN. BHD.*	51.00%	-	-	(8.50)	8.50	-	-	-
Allsec Technologies Limited	26.61%	-	-	764.43	(764.43)	-	-	-
Terrier Security Services (India) Private Limited*	51.95%	-	-	144.93	(144.93)	-	-	-
Monster.com (India) Private Limited	16.88%	-	-	744.82	(744.82)	-	-	-
Quess Recruit, Inc*	25.00%	3.47	0.32	10.41	-	0.87	0.08	11.36
Total				1,656.09	(1,645.68)	0.87	0.08	11.36

*Consolidated based on control over Board.

21 Non-current borrowings*

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Term loans [refer note 21.1(a) and 21.2]	-	86.73
Vehicle loan [refer note 21.1(b) and 21.3]	-	24.40
Total borrowing	-	111.13
Less: Current maturities of long-term borrowings (refer note 23)	-	(93.55)
	-	17.58

*Information about the Group's exposure to interest rate and liquidity risk is included in note 38.

Terms and repayment schedule

21.1 Terms and condition of outstanding borrowings are as follows:

(Amount in ₹ millions)

Particulars	Currency	Coupon/ Interest rate	Year of maturity	Carrying amount as at March 31, 2025	Carrying amount as at March 31, 2024
(a) Secured term loan	CAD	CDOR + 2.50%	2025	-	86.73
(b) Vehicle loan	INR	6.75% to 9.65%	2028	-	24.40
Total borrowings				-	111.13

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

21.2 Term loan

During the year ended March 31, 2020, MFXchange Holdings, Inc. entered into Term loan and working capital facilities agreement with ICICI bank Canada for re-financing the original credit facility arrangement with ICICI Bank Canada entered on 15 October 2015. The loan is repayable in quarterly instalments starting from 31 January 2020. The loan is secured by way of pledging of shares of certain North America subsidiaries.

21.3 Vehicle loans are repayable in equal monthly instalments over a period of 3-5 years from the date of availing respective loan. The same is secured by hypothecation of the vehicles financed. Rate of interest is in the range of 6.60% to 9.15% p.a. and number of instalments pending for payments are ranging between 4 - 60 instalments.

22 Non-current provisions

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Provision for gratuity (refer note 45)	2,340.93	3,364.48
Less: Liabilities associated with asset held for sale	-	(2.89)
	2,340.93	3,361.59

23 Current borrowings

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Current maturities of long-term borrowings	-	93.55
Loans from bank repayable on demand		
<i>Secured</i>		
Cash credit and overdraft facilities	-	227.96
Working capital loan (refer note 23.1)	120.63	2,306.13
<i>Unsecured</i>		
Working capital loan	-	300.00
Commercial papers	-	750.00
Loan from non-controlling shareholder of a subsidiary	-	0.14
	120.63	3,677.78

Information about the Group's exposure to interest rate and liquidity risk is included in note 38.

23.1 Details of working capital loan:

(Amount in ₹ millions)

Entity	Amount (in INR million)	Term
Quess Corp Limited	120.63	The Company has taken working capital loan from banks having interest rate ranging as on March 31, 2025 from 7.65% p.a to 10.60% p.a. (March 31, 2024: 6.72% p.a to 10.34% p.a.). These facilities are repayable on demand and are secured primarily by way of pari passu first charge on the entire current assets of the Company on both present and future and collateral by way of pari passu first charge on the entire movable assets of the Company (excluding charge on vehicles/equipments purchased /to be purchased under lease agreements/ hire purchase agreements) both present and future.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

24 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
<i>Undisputed</i>		
Total outstanding to related parties (refer note 44)	3.21	-
Total outstanding dues to others	583.10	1,184.03
Less: Liabilities associated with asset held for sale	-	(8.45)
	586.31	1,175.58

The Group's exposure to currency and liquidity risk related to trade payables is disclosed in note 38.

24(i) Trade payables ageing schedule as on March 31, 2025 and March 31, 2024:

(Amount in ₹ millions)

Particulars	Outstanding for the following periods from the transaction date				
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	Total
<i>Undisputed Trade Payables</i>					
- As at March 31, 2025	462.36	64.26	14.63	45.06	586.31
- As at March 31, 2024	1,082.40	24.42	38.47	30.29	1,175.58

25 Other current financial liabilities

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued and not due	21.81	6.81
Capital creditors	3.51	50.36
Unclaimed dividend	12.05	11.01
Consideration payable	-	3.00
<i>Other Payables</i>		
Accrued salaries and benefits	7,335.61	10,382.26
Provision for bonus and incentive	238.78	652.67
Provision for expenses*	1,185.32	2,589.08
Non-controlling interests put option	-	40.35
Uniform deposits	17.22	10.27
Less: Liabilities associated with asset held for sale	-	(14.62)
	8,814.30	13,731.19

The Group's exposure to currency and liquidity risk related to other current financial liabilities is disclosed in note 38.

*Includes provision for service tax accruals for Conneqt Business Solutions Limited (the erstwhile wholly owned subsidiary of the Company) for FY 2011-12 to 2016-17 of Nil (March 31, 2024: ₹ 443.33 million) (refer note 7).

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

26 Current tax liabilities (net)

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for tax (net of advance tax) [refer note 8]	158.38	204.99
	158.38	204.99

27 Current provisions

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Provision for compensated absences (refer note 45)	62.47	192.47
Other provisions		
Provision for disputed claims (refer note 27.1, 27.2, 27.3 and 27.4)	-	135.93
Provision for warranty (refer note 27.5)	-	5.64
	62.47	334.04

The disclosures of provisions movement as required under Ind AS 37 are as follows for year ended March 31, 2024:

(Amount in ₹ millions)

Particulars	Years pertaining to	Amount demanded	As at April 1, 2023	Provided during the year	Utilised during the year	As at March 31, 2024	Amount paid till date	Contingent liability*
Provident Fund (refer note 27.1)**	April 2008 to February 2012	42.89	17.97	-	-	17.97	10.72	24.92
Provident Fund (refer note 41.2)**	September 2015 to August 2022	86.91	-	-	-	-	-	86.91
Provident Fund (refer note 41.2)**	April 2018 to December 2022	28.75	-	-	-	-	-	28.75
Service tax (refer note 27.2)**	October 2007 to March 2016	154.02	117.96	-	-	117.96	11.55	36.06
Service tax (refer note 27.3)**	FY 2013-14 FY 2014-15	3.91	-	-	-	-	0.29	3.91
Service tax (refer note 27.4)**	April 2009 to September 2011	3.11	-	-	-	-	3.11	3.11
Service tax (refer note 7 and 25)**	FY 2011-12 to FY 2016-17	443.33	443.33	-	-	443.33	33.26	-
GST	FY 2017-18 to FY 2020-21	15.36	-	-	-	-	7.38	15.36
Total		778.28	579.26	-	-	579.26	66.31	199.02

*excludes amount paid till date.

**Transferred to Resultant entities pursuant to Scheme of Arrangement (refer note 47).

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

27.1 The demand pertains to non contribution of Provident fund, Pension fund, Deposit Linked Insurance Fund and administration charges in accordance with the definition of basic wages as contained in Section 2(b) of Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The Company, based on an expert's opinion, is of the view that a part of the claim of the department is without foundation, while some part is still under debate and accordingly, provision is recorded based on the management estimate. The Company has appealed against the ruling which is pending in Employees' Provident Fund Appellate Tribunal, New Delhi. This case is transferred pursuant to Scheme of Arrangement (refer note 47).

27.2 The demands pertains to Aravon Services Private Limited ("ASPL") which was merged with Quess Corp Limited w.e.f April 1, 2019. The amounts provided represents the best estimate of likely outflow of resources relating to this matter. This case is transferred pursuant to Scheme of Arrangement (refer note 47).

27.3 The demands pertains to Avon Facility Management Services Limited ("Avon") which was merged with Quess Corp Limited w.e.f 1 January 2014. The demand pertains to non-payment of services tax on training services provided under Government of India initiative, the Company has not created any provision considering that Avon is a registered vocational training provider associated with the National Council for Vocational Training and service tax is not applicable on rendering of vocational education and training course. This case is transferred pursuant to Scheme of Arrangement (refer note 47).

27.4 The demands pertains to Hofincons Infotech & Industrial Services Private Limited which was merged with Quess Corp Limited w.e.f 1 July 2014. The Company deposited the total demand under dispute. This case is transferred pursuant to Scheme of Arrangement (refer note 47).

27.5 There is no movement in provision for warranty during the year hence disclosures of provisions movement is not required under the provisions of Ind AS 37.

Provision for warranty is on account of warranties given on products sold by the Company. The amount of provision is based on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence. The timing and amount of cash flows that will arise from these matters will be determined at the time of receipt of claims.

28 Other current liabilities

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Unearned revenue	116.45	787.43
Advance received from customers	19.34	197.06
Balances payable to government authorities	4,025.04	4,687.21
Security deposits	6.33	18.22
	4,167.16	5,689.92

29 Revenue from operations

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Sale of services		
General staffing	1,29,945.88	1,17,463.90
Professional staffing	8,254.45	7,415.37
Overseas business	11,421.66	12,010.43
Digital platforms	50.00	61.20
	1,49,671.99	1,36,950.90

Notes to the Consolidated Financial Statements

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(i) Disaggregation of revenue

The above break up presents disaggregated revenues from contracts with customers by each of the business segments. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

(ii) Trade receivables, unearned revenue and advance from customers

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. Invoicing in excess of earnings are classified as unearned revenue.

Trade receivables and unbilled revenues are presented net of impairment in the Balance Sheet.

The following table provides information about receivables, unbilled revenue and unearned revenue from contracts with customers.

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables		
- Billed	8,497.76	15,388.29
- Unbilled	6,796.75	12,333.00
Unearned revenue	116.45	787.43
Advance from customer	19.34	197.06

The following table discloses the movement in unbilled revenue balances for the year ended March 31, 2025 and March 31, 2024:

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	12,333.00	12,032.64
Less: Transfer on account of Scheme of Arrangement (refer note 47)	(4,229.58)	-
Add: Revenue recognised during the year	4,953.00	40,796.75
Less: Invoiced during the year and therefore recognised as trade receivables - billed	(5,582.80)	(39,658.51)
Less: Expected credit loss allowance recorded during the year	(752.29)	(668.25)
Less: Unbilled revenue reversed on sale of subsidiary	-	(138.84)
Add: Reversal of provision for writing off Unbilled revenue	-	(19.04)
Add: Other adjustments	52.08	-
Add: Translation exchange difference	23.34	(11.75)
Balance as at the end of the year	6,796.75	12,333.00

Notes to the Consolidated Financial Statements

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The following table discloses the movement in unearned revenue balances for the year ended March 31, 2025 and March 31, 2024

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	787.43	921.52
Less: Revenue recognised during the year	(153.42)	(1,667.91)
Less: Transfer on account of Scheme of Arrangement (refer note 47)	(629.86)	
Add: Invoiced during the period	108.50	1,693.12
Less : Unearned revenue reversed on sale of subsidiary	-	(157.44)
Add: Translation exchange difference	3.80	(1.86)
Balance as at the end of the year	116.45	787.43

(iii) Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the value of remaining performance obligations for:

- (i) contracts with an original expected duration of one year or less and
- (ii) contracts for which the Group recognises revenue at the amount to which it has the right to invoice for services performed (typically those contracts where invoicing is on time and material basis).

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2025, other than those meeting the exclusion criteria mentioned above, is ₹ Nil (March 31, 2024: ₹ 12.35 million).

30 Other income

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
(a) Interest income		
Interest income under the effective interest rate method on:		
Deposits with banks	23.07	35.55
Amortised cost adjustments for financial instruments	2.72	18.37
Interest on tax refunds received	180.70	75.61
(b) Other non-operating income		
Foreign exchange gain	-	9.26
Dividend income on other investments	-	0.06
Rent from letting out properties	-	0.55
Miscellaneous income	28.90	9.09
Profit on sale of investment	0.80	-
	236.19	148.49

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for the year ended 31 March 2025

31 Cost of material and stores and spare parts consumed

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Inventory at the beginning of the year	71.28	281.57
Less: Transfer on account of Scheme of Arrangement (refer note 47)	(70.52)	-
Add: Purchases	1.92	2,653.74
Less: Inventory at the end of the year	-	(71.28)
Cost of materials and stores and spare parts consumed	2.68	2,864.03

32 Employee benefits expenses

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Salaries and wages	1,30,891.47	1,15,965.16
Contribution to provident and other funds	8,996.85	8,080.81
Expenses related to post-employment defined benefit plan (refer note 45)	421.54	428.20
Staff welfare expenses	162.42	617.91
Expense on employee stock option scheme (refer note 46 and 36)	41.12	91.69
	1,40,513.40	1,25,183.77

33 Finance costs

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Interest expense on financial liabilities at amortised cost	141.08	333.99
Interest cost on defined benefit plan (refer note 45)	151.74	122.26
Interest expense on lease liabilities	87.92	90.21
Other borrowing costs	5.24	25.12
	385.98	571.58

34 Depreciation and amortisation expense

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Depreciation of property, plant and equipment [refer note 3(a)]	110.17	155.19
Depreciation of right-of-use assets [refer note 3(b)]	269.89	380.19
Amortisation of intangible assets (refer note 5)	32.04	45.14
	412.10	580.52

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35 Other expenses

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Sub-contractor charges	3,158.46	3,011.94
Recruitment and training expenses	528.99	310.47
Rent	43.85	97.37
Power and fuel	55.16	69.71
Repairs and maintenance		
- buildings	112.77	101.47
- plant and machinery	40.95	95.65
- others	116.60	121.31
Legal and professional fees	330.81	347.33
Rates and taxes	53.74	91.37
Printing and stationery	38.02	45.46
Stores and tools consumed	61.94	109.93
Travelling and conveyance	239.78	235.65
Communication expenses	69.50	80.12
Loss allowance on financial assets, net [refer note 38(i)]	(64.39)	643.98
Equipment hire charges	44.70	57.44
Insurance	538.15	461.51
Database access charges	52.68	44.28
Bank charges	8.85	21.86
Bad debts written off	641.76	178.00
Business promotion and advertisement expenses	319.73	335.57
Loss on sale of fixed assets, net	1.08	0.74
Foreign exchange loss, net	14.44	-
Expenditure on corporate social responsibility	53.18	34.34
Miscellaneous expenses	71.95	64.22
	6,532.70	6,559.72

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for the year ended 31 March 2025

36 Exceptional items

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Continuing operations		
Impairment, expected credit loss allowance / (reversal) of impairment on:		
- Goodwill and other Intangible assets (refer note 36.1)	259.28	26.20
- Trade receivables (billed and unbilled) and Security deposits (refer note 36.2)	1,186.77	242.24
Amalgamation related expense (refer note 36.4)	(30.60)	58.00
Gain on sale of subsidiary (refer note 36.5)	-	(387.50)
Others		
- Demerger related expense (refer note 36.3)	14.03	70.92
- Esop incentive (refer note 36.3)	32.82	-
- Cash incentive (refer note 36.3)	32.13	-
- Stamp duty on Scheme of Arrangement (refer note 36.3)	148.92	-
	1,643.35	9.86

36.1 i) During the year ended March 31, 2025, the Group reassessed the recoverable value with carrying value of Stellarslog Technologies Private Limited and Quess International Services Private Limited, and recognised goodwill impairment of ₹ 63.18 million and ₹ 196.10 million respectively.

ii) During the previous year ended March 31, 2024, the Company reassessed the recoverable value with carrying value of Stellarslog Technologies Private Limited ("SLPL"), and recognised goodwill impairment of ₹ 15.87 million, disclosed as exceptional item.

iii) During the previous year ended March 31, 2024, the Company assessed recoverable value of goodwill pertaining to certain cash generating units which resulted in impairment of ₹ 10.33 million which is disclosed under exceptional item.

36.2 During the year ended March 31, 2025, the Company recorded additional expected credit loss allowances on trade receivables and security deposits amounting to ₹ 1,186.77 million in view of position taken by the Management and Board of Directors to discontinue certain non-core projects.

During the previous year ended March 31, 2024, the Group recorded additional expected credit loss allowances amounting to ₹ 242.24 million relating to certain government projects in its subsidiaries pursuant to a decision to discontinue these projects after management and Board review pursuant to the scheme of demerger.

36.3 The Company incurred certain demerger expense for professional services, stamp duty and certain employee benefits expense aggregating to ₹ 227.90 million and ₹ 70.92 million respectively for the year ended March 31, 2025 and year ended March 31, 2024 towards Scheme of Arrangement as explained in note 47.

36.4 During the year ended March 31, 2024, The Board of Directors of the Company, at its meeting held on 7 July 2021 approved the Scheme of Amalgamation ("Scheme AAA") among Quess Corp Limited ("Transferee Company) with three of its wholly owned subsidiaries namely MFX Infotech Private Limited and Greenpiece Landscape India Private Limited and Conneqt Business Solutions Limited together known as ("Transferor Companies"). The Company incurred stamp duty of ₹ 58 million pursuant to amalgamation.

During the year ended March 31, 2025 the Company has reversed excess provision of ₹ 30.60 million related to stamp duty on merger.

36.5 During the previous year ended March 31, 2024, the Company sold its equity stake in Qdigi Services Limited (Qdigi) to Onsite Electro Services Limited (Onsite) for a consideration of ₹ 744.55 million resulting in a gain of ₹ 387.50 million which is disclosed as an exceptional item. The gain is net of transaction cost of ₹ 27.95 million.

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for the year ended 31 March 2025

37 Financial instruments - fair value and risk management

Financial instruments by category

(Amount in ₹ millions)

Particulars	Note	March 31, 2025			March 31, 2024		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets:							
Non-current investments*	6	-	-	-	-	366.57	-
Loans	15	-	-	13.18	-	-	8.65
Current investments**	11	-	-	-	562.79	-	-
Trade receivables	12	-	-	15,294.51	-	-	27,721.29
"Cash and cash equivalents including other bank balances"	13 and 14	-	-	2,669.41	-	-	5,452.64
Other financial assets	7 and 16	-	-	847.34	-	-	2,124.78
Total financial assets		-	-	18,824.44	562.79	366.57	35,307.36
Financial Liabilities:							
Lease liabilities	3 (c)	-	-	1,008.23	-	-	4,685.78
Borrowings	21 and 23	-	-	120.63	-	-	3,695.36
Trade payables	24	-	-	586.31	-	-	1,175.58
Other financial liabilities**	25	-	-	8,814.30	40.35	-	13,690.84
Total financial liabilities		-	-	10,529.47	40.35	-	23,247.56

*classified as FVTOCI upon initial designation

**mandatorily classified as FVTPL on initial recognition

Accounting classification and fair value

The following table shows the carrying amount and fair value of financial assets and financial liabilities:

Fair value hierarchy

The section explains the judgment and estimates made in determining the fair values of the financial instruments that are:

- recognised and measured at fair value
- measured at amortised cost and for which fair values are disclosed in the consolidated financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the Ind AS.

For the year ended March 31, 2025, there are no Financial assets/ liabilities measured at fair value.

Particulars	Note	Carrying amount	Fair value		
		March 31, 2024	Level 1	Level 2	Level 3
Financial assets measured at fair value					
Non-current investments	6	366.57	-	-	366.57
Advance for purchase of shares					
Current investments	11	562.79	562.79	-	-
Total		929.36	562.79	-	366.57
Financial liabilities not measured at fair value					
Other financial liabilities	25	40.35	-	-	40.35
Total		40.35	-	-	40.35

There have been no transfer between levels during the period.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Fair value hierarchy

Level 1: This hierarchy includes financial instruments measured using quoted prices. This includes investment in equity, preference shares, mutual funds and non-convertible debentures that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Fair valuation method

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

A Financial Assets:

- 1) The Group has not disclosed the fair values for loans, trade receivables, cash and cash equivalents including other bank balances, unbilled revenue and other financial assets because their carrying amounts are a reasonable approximation of their fair value.
- 2) Current investments: The fair values of investments in mutual fund units disclosed as current investments is based on the net asset value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at the reporting date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

B Financial Liabilities:

- 1) **Borrowings:** Significant portion of non-current borrowings carries floating rate of interest, the fair value of these is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the underlying credit risk of the Companies in the Group since the date of inception of the loans. Balance portion of Non-Current borrowing is insignificant at group level hence not fair valued. The current borrowings which includes cash credit and overdraft facilities, working capital loan, bill discounting facilities, loan from related parties and loan from others are classified and subsequently measured in the consolidated financial statements at amortised cost. Considering that the interest rate on the loan is reset on a monthly/quarterly basis, the carrying amount of the loan would be a reasonable approximation of its fair value.
- 2) **Trade payables and other financial liabilities:** Fair values of trade payables and other financial liabilities are measured at balance sheet value, as most of them are settled within a short period and so their fair values are assumed to be almost equal to the carrying values.
- 3) **Contingent consideration:** The fair value of contingent consideration is determined by using a discount rate that reflects the likely amount to be paid out over the years as earn out which has been calculated using pre-tax cash flow projections based on financial budgets approved by management covering a five-year period.
- 4) **Financial liability:** The fair value of financial liability has been determined by discounting consideration payable on commitment to sell. The probability of the estimate within the range can be reasonably assessed and are used in the management's estimates of fair value of the put option.

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for the year ended 31 March 2025

Reconciliation of level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for level 3 fair values:

(Amount in ₹ millions)

Particulars	Fair value through other comprehensive income	Fair value through profit and loss
	Other non-current investments (unquoted)	Non-controlling interests put option*
Balance as at March 31, 2023	16.55	20.66
Settlement	-	(60.52)
Net change in fair value recognised in statement of profit and loss (refer note 33)	-	80.21
Investment made during the year	350.02	-
Balance as at March 31, 2024	366.57	40.35
Transferred due to Scheme of Arrangement (refer note 47)	(366.57)	(40.35)
Balance as at March 31, 2025	-	-

*Consideration payable with respect to Non-controlling interests put option is reclassified to "other current financial liabilities" as it is repayable on demand.

38 Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

Risk management framework

The Board of Directors of Quess Corp Limited has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Company's audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables (both billed and unbilled) from customers, loans and other financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. The carrying amount of financial asset represents the maximum credit exposure.

Credit risk on cash and cash equivalents and other bank balances and bank deposits is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. Other financial assets represent security deposits given to suppliers, lessors and others. Credit risk associated with such deposits is relatively low. Loans are given to subsidiaries and associates and are tested for impairment where there is an indicator.

Notes to the Consolidated Financial Statements

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Trade receivables (including unbilled)

Trade receivables (including unbilled) are typically unsecured and are derived from revenue from customers primarily located in India.

The Company has established a credit policy under which each customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered.

Expected credit loss assessment for customers are as follows:

The Company uses an allowance matrix to measure the expected credit loss of trade receivable "billed and unbilled". The Company's customers are bifurcated into two groups - Government and Non-Government customers. For Non-Government customers, the Company derives the loss rates based on historical credit loss experience, which is adjusted for forward looking information over the expected collection period. Exposure to customers is diversified and there is no single customer contributing more than 10% of trade receivable billed and unbilled. For government customers, given the insignificant credit risk, provision is recorded to reflect allowances for time value based on historical pattern of collections. Further, specific provision is recorded for customer specific disputes.

The movement in the allowance for impairment in respect of trade receivables (billed and unbilled) is as follows:

Particulars	(Amount in ₹ millions)	
	For the year ended	
	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	3,782.31	2,704.46
Add: Impairment loss recognised under expected credit loss model	577.37	1,089.39
Add: Impairment loss recognised and disclosed under exceptional items	1,147.16	305.30
Less : Adjustment due to Scheme of Arrangement	(1,456.04)	-
Less: Bad debts written off	(641.76)	(266.99)
Add: Closing provision of subsidiary sold during the year	-	(52.45)
Less: Translation exchange differences	-	2.60
Balance as at the end of the year	3,409.04	3,782.31

ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Management monitors rolling forecast of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group's objective is to maintain a balance between cash outflow and inflow. Usually, the excess of funds is invested in fixed deposits and other financial instruments. This is generally carried out in accordance with practice and limits set by the Group. The limits vary to take into account the liquidity of the market in which the Group operates.

Financing arrangement

The Group maintains the line of credit as explained in note 23:

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2025 and March 31, 2024. The amounts are gross and undiscounted contractual cash flows and include contractual interest payments and exclude netting arrangements.

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for the year ended 31 March 2025

As at March 31, 2025

(Amount in ₹ millions)

Particulars	Note	Contractual cash flows				
		Carrying amount	0-1 years	1-2 years	2-5 years	5 years and above
Borrowings	23	120.63	120.63	-	-	-
Trade payables	24	586.31	586.31	-	-	-
Lease liabilities	3 (c)	1,008.23	277.74	228.72	502.86	337.41
Other financial liabilities	25	7,806.07	7,806.07	-	-	-

As at March 31, 2024

(Amount in ₹ millions)

Particulars	Note	Contractual cash flows				
		Carrying amount	0-1 years	1-2 years	2-5 years	5 years and above
Borrowings*	21 and 23	3,695.36	3,677.78	6.13	11.45	-
Trade payables	24	1,175.58	1,175.58	-	-	-
Lease liabilities	3 (c)	4,685.78	1,788.68	1,538.87	1,959.47	907.22
Other financial liabilities	25	40.35	40.35	-	-	-

*Current maturities of long-term borrowings are included under borrowings and excluded from other financial liabilities

The Group has a strong focus on liquidity and maintains a robust cash position to ensure adequate cover for responding to potential short-term market dislocation. Cash generated through operating activities remains the primary source for liquidity along with undrawn borrowing facilities and levels of cash and cash equivalents.

As disclosed in note 21 and note 23, the Group have secured bank loans that contains loan covenants. A future breach of covenants may require the Group to repay the loans earlier than indicated in the above table. Except for these financial liabilities, it is not expected that cash flows included in maturity analysis could occur significantly earlier.

iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a) Currency risk

The functional currency of Company and its domestic subsidiaries are Indian Rupees (INR). The functional currency of the overseas subsidiaries are its respective local currencies. The Group is not significantly exposed to currency risk and therefore disclosures required under "Ind AS 107 - Financial Instruments: Disclosures" have not been given.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's borrowing comprises of vehicle loans, working capital loans, finance lease obligations, loan from related parties and debentures which carries fixed rate of interest, which do not expose it to interest rate risk. The borrowings also includes cash credit, bill discounting and term loan facilities and loans from related parties which carries variable rate of interest.

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for the year ended 31 March 2025

(a) **Interest rate risk exposure**

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

(Amount in ₹ millions)

Particulars	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings	120.63	616.28

(b) **Sensitivity**

(Amount in ₹ millions)

Particulars	Profit and loss		Equity, net of tax	
	1% increase	1% decrease	1% increase	1% decrease
March 31, 2025				
Variable rate borrowings	(1.21)	1.21	(0.90)	0.90
March 31, 2024				
Variable rate borrowings	(6.16)	6.16	(4.61)	4.61

The sensitivity analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

c) **Price risk**

(a) **Price risk exposure**

The Group's exposure to price risk arises from investments held by the Group in the mutual fund units and classified as fair value through profit or loss in the consolidated balance sheet. To manage its price risk arising from investments in mutual fund units, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group. The majority of the Group's mutual fund investments are publicly traded and are listed on the recognised stock exchanges. The exposure of the Group's mutual fund investments to security price changes at the end of the reporting period are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Investments in mutual fund units	-	562.79

(b) **Sensitivity**

(Amount in ₹ millions)

Particulars	Impact on profit after tax	
	1% increase	1% decrease
March 31, 2025	-	-
March 31, 2024	5.63	(5.63)

The sensitivity analysis is prepared assuming the amount of mutual funds outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting price risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

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39 Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group monitors the return on capital as well as the level of dividends on its equity shares. The Group's objective when managing capital is to maintain an optimal structure so as to maximise shareholders value.

The Group monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as aggregate of borrowings less cash and cash equivalents.

The Group's policy is to keep the ratio below 2. The Group's adjusted net debt to equity ratio is as follows:

(Amount in ₹ millions)		
Particulars	As at March 31, 2025	As at March 31, 2024
Gross debt	1,128.86	8,381.14
Less: Cash and cash equivalents	2,491.18	5,201.25
Adjusted net debt	(1,362.32)	3,179.89
Total equity	10,848.51	27,989.93
Net debt to equity ratio	-	0.11

40 Capital commitments

(Amount in ₹ millions)		
Particulars	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	15.26	71.80
	15.26	71.80

41 Contingent liabilities

(Amount in ₹ millions)		
Particulars	As at March 31, 2025	As at March 31, 2024
Bonus [refer note 41.1]	325.88	325.88
Provident fund [refer note 41.2 and 27.1]	-	140.58
Direct and indirect tax matters [refer note 41.3 and 41.4]	6,680.20	2,417.05
Other claims [refer note 41.5 and 41.6]	18.95	91.32

- 41.1** Contingent liability of ₹ 325.88 million pertains to retrospective application effective April 1, 2014 for amendments in the Payment of Bonus Act (Amendment Act, 2015) enacted on 31 December 2015. As per the amendment, the eligibility criteria of salary or wages has been increased from ₹ 10,000 per month to ₹ 21,000 per month [Section 2(13)] and the ceiling for computation of such salary or wages has been increased from ₹ 3,500 per month to ₹ 7,000 per month or the minimum wage for the scheduled employment, as fixed by the appropriate government, whichever is higher.

During fiscal 2015, the Company obtained a legal opinion from an external lawyer and was advised to take a position that the stay granted by the two High Courts of India on the retrospective application of the amendment would have a persuasive effect even outside the boundaries of the relevant states and accordingly no provision is required. There have been no updates during fiscal year 2024 and 2025.

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for the year ended 31 March 2025

41.2 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 ₹ 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 Company 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 27 October 2025. The Company has taken external independent legal advice as per which the EPFO's order is prima facie erroneous and unsustainable in law and therefore will not be sustained on ultimate resolution.

41.3 Income Tax Matters:

The Company had received assessment orders in the current and preceding periods for fiscal 2017 to 2022 in which primarily deduction under section 80JJAA of the Income Tax Act ('IT Act') and depreciation on goodwill has been disallowed.

The Income Tax department disallowed the claim under section 80JJAA of the IT Act on the grounds of non-existence of employer – employee relationship in respect of associate employees of the Company. Additionally, the Income Tax Department also disputed the interpretations adopted by the Company for computing the deduction under section 80JJAA by disallowing claims for:

- additional employees whose emoluments exceed ₹25,000 in a month but the average emoluments for these additional employees does not exceed ₹25,000 in a month during the service period;
- additional employees who have served more than 240 days in a year but are not an employee on March 31 of the respective financial year for which the claim is availed; and
- employees for whom which the employer's contribution of provident fund for any part of the year is paid by the Government under Employee Pension Scheme (EPS) but the entire employers contribution is not reimbursed by the Government during the year.

For fiscal 2018 to 2021, the Company has filed an appeal before the Income Tax Appellate Tribunal against the assessment orders. The Company has filed an appeal before CIT(A) against the assessment order passed for fiscal 2017 and additionally, filed objections against the draft assessment order for fiscal 2022 with the Dispute Resolution Panel. The Company believes that the tax treatment availed by the Company for deductions under 80JJAA and depreciation on goodwill are valid and will be sustained on ultimate resolution supported by external opinions from legal counsel and other tax experts.

In January 2024, National Financial Reporting Authority ('NFRA'), in an Order relating to certification for fiscal 2019 to 2021 by an external Chartered Accountant pertaining to claims under 80JJAA made by the Company, has made certain observations on the applicability of certain conditions in the Income Tax Act and related reports submitted to the Income Tax Authority in respect of these deductions. This order was subsequently stayed by the Hon'ble Delhi High Court. As specified above, the Company continues to believe that its claim under 80JJAA is valid and intends to vigorously contest its position and interpretative stance of these sections on merits and based on external third-party assessments of the claim made, believes that the deduction under 80JJAA will be sustained upon ultimate resolution by the Income Tax Authority.

Pending resolution of these Income Tax disputes, the Company has assessed ₹ 2,963.84 million as contingent liabilities towards demands including interest in the order for these fiscal years.

The Company continues to maintain its stand on the manner of claiming the 80JJAA deduction and accordingly has claimed 80JJAA deduction (reduced from taxable income) of ₹ 2,032.45 million for year ended March 31, 2025. For fiscal 2023 and 2024, the Company had also claimed deduction under 80JJAA amounting to ₹ 9,229.15 million for which assessment is yet to be completed. The Company believes that such deduction, including its quantum, has been validly and consistently claimed, in conformity with its interpretation of the statute.

41.4 During the year ended March 31, 2025, the Commissioner of Central Goods and Services Tax (CGST) passed orders imposing a penalty of ₹ 3,716.36 million relating to the supply of services to certain customers for the financial years 2017–18 to 2022–23. These penalties relate to show cause-cum-demand notices raised by the Directorate General of GST Intelligence (DGGI) on account of disputed input tax credit availed by the customers in respect of certain services provided to those customers.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

The Company has filed an appeal before the GST Appellate Authority challenging the aforesaid orders. Based on the management's assessment, as supported by external legal opinion, the Company believes that the penalty is not sustainable and intends to vigorously contest the aforesaid matter. Accordingly, the demand has been disclosed as a contingent liability in the Consolidated financial statements.

41.5 Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities. The Group is contesting the demand and the Management believes that its position will likely be upheld. The Management believes that the outcome of these proceedings will not have material adverse effect on the Group's financial position and results of operations.

41.6 The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its consolidated financial statements. The Group does not expect outcome of these proceedings to have a material adverse effect on its financial position.

42 Earnings per share

(Amount in ₹ million except number of shares and per share data)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
i) For Continuing operations		
Nominal value of equity shares (INR per share)	10.00	10.00
Profit after tax for the purpose of earnings per share (INR in million)	458.02	1,376.50
Weighted average number of shares used in computing basic earnings per share	14,86,20,544	14,83,88,879
Basic earnings per share (INR)	3.08	9.28
Weighted average number of shares used in computing diluted earnings per share	14,91,83,949	14,93,14,718
Diluted earnings per share (INR)	3.07	9.22
Effect of dilutive common equivalent shares - share options outstanding	5,63,405	9,25,839
ii) For Discontinued operations		
Nominal value of equity shares (INR per share)	-	10.00
Profit after tax for the purpose of earnings per share (INR in million)	-	1,402.05
Weighted average number of shares used in computing basic earnings per share	-	14,83,88,879
Basic earnings per share (INR)	-	9.45
Weighted average number of shares used in computing diluted earnings per share	-	14,93,14,718
Diluted earnings per share (INR)	-	9.39
Effect of dilutive common equivalent shares - share options outstanding	-	9,25,839
iii) For Continuing and Discontinued operations		
Basic earnings per share (INR)	3.08	18.72
Diluted earnings per share (INR)	3.07	18.61

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Computation of weighted average number of shares

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Number of equity shares outstanding at beginning of the year	14,85,09,384	14,81,12,507
Add: Weighted average number of equity shares issued during the year	1,11,160	2,76,372
Weighted average number of shares outstanding at the end of year for computing basic earnings per share	14,86,20,544	14,83,88,879
Add: Impact of potentially dilutive equity shares	5,63,405	9,25,839
Weighted average number of shares outstanding at the end of year for computing diluted earnings per share	14,91,83,949	14,93,14,718

43 Segment reporting

The Executive Director and Group Chief Executive Officer has been identified as the Chief Operating Decision Maker ("CODM") as defined by Ind AS 108, Operating Segments. The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by service offerings. Accordingly, segment information has been presented for service offerings.

Operating segment

The Group's business is concentrated in various service offerings like staffing services, executive search, contingency recruitment, IT staffing, talent and acquisition and manpower management. Accordingly primary segment information is presented on the following service offerings:

Reportable segment

General Staffing	It provides tailor-made solutions for diverse staffing requirements and expert recruitment solutions.
Professional staffing	It provides comprehensive IT staffing solutions across industry verticals.
Overseas business	It provides staffing and recruitment solutions to clients across Asia Pacific and Middle east region.
Digital Platforms	It provides customized staffing services, expert talent acquisition, search and recruitment, payroll compliance to manpower management.

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. The Group has a corporate centre, which provides various accounting and administrative support function. Segment information for this activity has been aggregated under "Unallocated". Revenue identifiable to business segments have been disclosed under the respective business segment. Segment costs include employee benefit expense, cost of material consumed, recruitment and training expenses, stores and tools consumed, sub-contractor charges and operating expenses that can be allocated on a reasonable basis to respective segments. Assets and liabilities in relation to segments are categorized based on items that are individually identifiable to that segment. Certain assets and liabilities are not specifically allocable to individual segments as these are used interchangeably. The Group therefore believes that it is not practicable to provide segment disclosures relating to such assets and liabilities and accordingly these are separately disclosed as 'Unallocated'.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

A Operating segment information for the year ended March 31, 2025 is as follows:

(Amount in ₹ millions)

Particulars	General staffing	Professional staffing	Overseas business	Digital platforms	Unallocated	Total
Segment revenue	1,29,945.88	8,254.45	11,421.66	50.00	-	1,49,671.99
Segment result	1,936.24	772.18	634.31	(54.85)	-	3,287.88
Other income	-	-	-	-	236.19	236.19
Depreciation and amortisation expense	-	-	-	-	(412.10)	(412.10)
Finance costs	-	-	-	-	(385.98)	(385.98)
Unallocated corporate expenses	-	-	-	-	(664.67)	(664.67)
Exceptional items	-	-	-	-	(1,643.35)	(1,643.35)
Share of profit of equity accounted investees (net of income tax)	-	-	-	-	-	-
Profit /(loss) before tax	1,936.24	772.18	634.31	(54.85)	(2,869.91)	417.97
Tax credit	-	-	-	-	40.92	40.92
Profit/(loss) after tax	1,936.24	772.18	634.31	(54.85)	(2,828.99)	458.89
Segment assets	14,110.21	2,494.68	4,047.10	73.82	7,392.47	28,118.28
Segment liabilities	12,543.66	3,018.69	1,307.16	34.15	354.75	17,258.41
Capital expenditure	16.34	7.56	5.34	0.13	6.88	36.25

Operating segment information for the year ended March 31, 2024 is as follows:

(Amount in ₹ millions)

Particulars	General Staffing	Professional staffing	Overseas business	Digital Platforms	Unallocated*	Total
Segment revenue	1,17,463.90	7,415.37	12,010.43	61.20	-	1,36,950.90
Segment result	1,847.13	545.18	641.64	(148.61)	-	2,885.34
Other income	-	-	-	-	148.49	148.49
Depreciation and amortisation expense	-	-	-	-	(580.52)	(580.52)
Finance costs	-	-	-	-	(571.58)	(571.58)
Unallocated corporate expenses	-	-	-	-	(541.96)	(541.96)
Exceptional items	-	-	-	-	(9.86)	(9.86)
Share of profit of equity accounted investees (net of income tax)	-	-	-	-	(0.69)	(0.69)
Profit /(loss) before tax	1,847.13	545.18	641.64	(148.61)	(1,556.12)	1,329.22
Tax credit	-	-	-	-	24.86	24.86
Profit/(loss) after tax for Continuing operations	1,847.13	545.18	641.64	(148.61)	(1,531.26)	1,354.08
Profit/(loss) after tax for discontinued operations	-	-	-	-	-	1,449.95
Profit for the year	-	-	-	-	-	2,804.03
Segment assets	15,059.31	2,070.39	4,181.05	161.62	41,078.06	62,550.43
Segment liabilities	13,535.59	958.04	1,294.68	58.54	17,057.56	32,904.41
Capital expenditure	15.57	8.35	7.57	68.48	1,171.67	1,271.64

*Unallocated segment assets, segment liabilities and capital expenditure includes balances of discontinued operations.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

B Geographic information

The geographical information analyses the Group's revenue and non-current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographical location of customers and segment assets which have been based on the geographical location of the assets.

(Amount in ₹ millions)

Geographic information	Revenue		Non-current assets**	
	For the year ended		As at	
	March 31, 2025	March 31, 2024*	March 31, 2025	March 31, 2024
India	1,38,251.74	1,73,274.36	7,083.59	22,231.90
Other countries:				
- Singapore	7,172.32	8,584.39	5.29	37.26
- Canada	-	3,337.15	-	141.73
- United States of America	-	2,359.64	-	220.92
- Rest of the world	4,247.93	3,445.79	43.35	363.21
Total	1,49,671.99	1,91,001.33	7,132.23	22,995.02

*includes revenue from discontinued operation amounting to ₹ 54,050.43 million.

**Non-current assets exclude financial instruments and deferred tax assets.

The Group has disclosed the investments in equity accounted investees as the geographic information of non-current assets because they are regularly provided to the CODM.

C Major customer

None of the customers of the Group has revenue which is more than 10.00 % of the Group's total revenue.

44 Related party disclosures

(i) Name of related parties and description of relationship:

- Entities having significant influence*	Fairfax Financial Holdings Limited
	Fairbridge Capital (Mauritius) Limited
	FFHL Group Ltd.
	Fairfax (Barbados) International Corp.
	Isaac Enterprises LLP (formerly known as "Isaac Enterprises Private limited")
*As per SEBI Regulations, promoters and promoter groups are considered to be persons acting in concert. Further as per SEBI Regulations "Persons acting in concert" are considered to exercise joint control over the Company.	
- Subsidiaries, associates and joint venture	Refer note 44 (ii)
- Entities having common directors	Go Digit Infoworks Service Private Limited
	Go Digit General Insurance Limited
	Fairbridge Capital Private Limited
	National Commodities Management Services Limited (formerly known as National Collateral Management Services Limited)

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Entity controlled by promoters and promoters group

Careworks foundation

Iris Realty LLP

Isaac Healthcare Services LLP

Fairbridge Capital Private Limited

Thomas Cook (India) Limited

Net Resources Investments Private Limited

HWIC Asia Fund Class A Shares

Isaac Enterprises LLP

BDC Digiphot Imaging Solutions Private Limited

TC Tours Limited

Sterling Holiday Resorts Limited

Travel Corporation (India) Limited

SOTC Travel Private Limited

Trimax Smart Infraprojects Private Limited*

Terrier Security Services (India) Private Limited*

Brainhunter Systems Limited*

Mindwire Systems Limited*

MFExchange Holdings, Inc.*

MFExchange US, Inc.*

Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")*

Alldigi Tech Inc, USA (formerly known as "Allsectech Inc. USA")*

Alldigitech Manila Inc. Philippines ((formerly known as "Allsectech Manila, Inc.")*)

Heptagon Technologies Private Limited*

Quess Corp (USA) Inc.*

Quess GTS Canada Holding Inc.*

Vedang Cellular Services Private Limited*

Monster.com (India) Private Limited*

Monster.com.SG PTE Limited*

Monster.com HK Limited*

Agensi Pekerjaan Monster Malaysia Sdn. Bhd*

Digitide Solutions Limited (w.e.f 10 February 2024)*

Bluspring Enterprises Limited (w.e.f 11 February 2024)*

*These entities ceases to be Subsidiaries w.e.f 0April 1, 2024 pursuant to Scheme of Arrangement.

- Charitable Trust for CSR activities

Quess Foundation

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for the year ended 31 March 2025

Key executive management personnel

Ajit Isaac	Non-Executive Chairman (w.e.f. April 1, 2022)
Guruprasad Srinivasan	Executive Director and Group Chief Executive Officer (w.e.f. 11 February 2022)
Kamal Pal Hoda	Group Chief Financial Officer (till March 31, 2025)
Sushanth Pai	Chief Financial Officer (w.e.f. 0April 1, 2025)
Kundan K. Lal	Company Secretary and Compliance officer

(ii) List of subsidiaries (including step-subsiidiaries), associates and joint venture

Name of the entity	Note	Nature of relation	Country of domicile	Holdings as at	
				March 31, 2025	March 31, 2024
Quess (Philippines) Corp.		Subsidiary	Philippines	100.00%	100.00%
Quesscorp Holdings Pte. Ltd.		Subsidiary	Singapore	100.00%	100.00%
Quess Corp Vietnam LLC		Subsidiary	Vietnam	100.00%	100.00%
Quessglobal (Malaysia) SDN. BHD.	1	Subsidiary	Malaysia	100.00%	100.00%
Quess Corp Lanka (Private) Limited	1	Subsidiary	Sri Lanka	100.00%	100.00%
Quesscorp Singapore Pte Limited (formerly known as "Comtel Solutions Pte. Limited")	1	Subsidiary	Singapore	100.00%	100.00%
Excelus Learning Solutions Private Limited		Subsidiary	India	100.00%	100.00%
Quess International Services Private Limited (formerly known as Golden Star Facilities and Services Private Limited)		Subsidiary	India	100.00%	100.00%
Quess Selection & Services Pte Limited (formerly known as "Comtelpro Pte. Ltd.")	1	Subsidiary	Singapore	100.00%	100.00%
Quess Malaysia Digital Sdn Bhd (formerly known as Comtelink Sdn. Bhd.)		Subsidiary	Malaysia	100.00%	100.00%
Quesscorp Management Consultancies	1	Subsidiary	Dubai, UAE	100.00%	100.00%
Quesscorp Manpower Supply Services LLC	1	Subsidiary	Dubai, UAE	100.00%	100.00%
Qdigi Services Limited	Refer Note 36.5	Subsidiary	India	-	-
Quess East Bengal FC Private Limited	2	Subsidiary	India	100.00%	100.00%
Billion Careers Private Limited		Subsidiary	India	100.00%	100.00%
Stellarslog Technovation Private Limited	3	Subsidiary	India	100.00%	100.00%
Quess Services Limited	6	Subsidiary	Bangladesh	-	-
Quess Corp NA LLC (w.e.f 17 May 2022)		Subsidiary	North America	100.00%	100.00%
Quess Recruit, Inc.	4	Subsidiary	Philippines	75.00%	25.00%
Agency Pekerjaan Quess Recruit SDN. BHD.	5	Subsidiary	Malaysia	100.00%	49.00%
Himmer Industrial Services (M) SDN. BHD.	7	Joint venture	Malaysia	-	-

1. Wholly owned subsidiaries of Quesscorp Holdings Pte. Ltd.

2. On 28 July 2020, Quess Corp Limited acquired additional 30.00% stake in East Bengal FC Private Limited, increasing its equity stake to 100.00%. The Company is under liquidation w.e.f 2 September 2020

3. During the year ended March 31, 2024, Quess Corp Limited acquired balance 46.09% stake in Stellarslog Technovation Private Limited, increasing its equity stake to 100%.

4. During the year ended March 31, 2024, declaration of trust and undertaking is executed between QUPC and other two shareholders of QREC, holding 50% of the stake in QREC, that these shareholder hold the shares in Company in trust for QUPC who is actual and beneficial owner thereof. Therefore, majority control (75%)of the Company is with QUPC which is wholly owned subsidiary of the Group. Hence, QREC is considered as subsidiary from 1 January 2024.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

5. During the year ended March 31, 2024, Quessglobal (Malaysia) SDN. BHD (QUMB) acquired an additional 51% equity interest in Agency Pekerjaan Quess Recruit SDN. BHD. (APKR) which was previously held by QUMB directors out of funds/loans granted by QUMB) by way of trust arrangement and APKR has become subsidiary of the QUMB.

6. Quess Services Limited is dissolved w.e.f 20 March 2024.

7. During the year ended March 31, 2024, the Companies Commission of Malaysia has dissolved the entity w.e.f. 4 March 2024.

(iii) Related party transactions during the year

(Amount in ₹ millions)

Nature of transaction and relationship	Name of related party	For the year ended	
		March 31, 2025	March 31, 2024
Revenue from operations			
Entities having common directors	Go Digit General Insurance Limited	10.82	7.80
	National Collateral Management Services Limited	-	30.26
Entity controlled by promoters and promoter group	Careworks foundation	2.00	8.79
	Thomas Cook (India) Limited	38.75	53.51
	TC Tours Limited	38.75	34.75
	Sotc Travel Private Limited	9.14	8.78
	Net Resources Investments Private Limited	-	1.10
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	0.35	-
	Trimax Smart Infraprojects Private Limited	2.79	-
	Vedang Cellular Services Private Limited	0.01	-
	Digitide Solutions Limited	128.73	-
	Bluspring Enterprises Limited	41.62	-
Other expenses			
Entities having common directors	Go Digit General Insurance Limited	15.95	7.25
	Quess Foundation		12
'Entity controlled by promoters and promoter group	Net Resources Investments Private Limited		43.11
	Terrier Security Services (India) Private Limited		-
	Monster.com (India) Private Limited	0.74	0
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	25.13	0
	MFXchange Holdings, Inc.	1.79	0

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

(iv) Balance receivable from and payable to related parties as at the balance sheet date

(Amount in ₹ millions)

Nature of transaction and relationship	Name of related party	For the year ended	
		March 31, 2025	March 31, 2024
Trade receivables - billed (gross of loss allowance)			
Entities having common directors	Go Digit Infoworks Service Private Limited	-	0.35
	Go Digit General Insurance Limited	(1.56)	-
'Entity controlled by promoters and promoter group	Careworks foundation	112.53	119.66
	Thomas Cook (India) Limited	68.40	76.63
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	0.42	-
	Vedang Cellular Services Private Limited	0.07	-
	Digitide Solutions Limited	11.76	
	TC Tours Limited	68.40	76.63
	Sterling Holiday Resorts Limited	112.53	119.66
Trade payables			
Entity controlled by promoters and promoter group	Thomas Cook (India) Limited	0.37	-
	Monster.com (India) Private Limited	0.14	-
	Monster.com.SG PTE Limited	3.00	-
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	0.11	
	Terrier Security Services (India) Private Limited	-	-
	MFXchange Holdings, Inc.	(0.40)	-
Unbilled revenue			
'Entity controlled by promoters and promoter group	Net Resources Investments Private Limited	-	0.10
	Careworks foundation	-	0.08
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	0.25	
Other assets (non-current and current)			
Entities having common directors	Go Digit General Insurance Limited	12.43	2.16
	Go Digit Infoworks Service Private Limited	-	0.18
'Entity controlled by promoters and promoter group	Thomas Cook (India) Limited	0.49	1.19
	Sterling Holiday Resorts Limited	-	-
Charitable Trust for CSR Activities	Quess Foundation	36.98	-
Other current financial liabilities			
Entity controlled by promoters and promoter group	Thomas Cook (India) Limited	0.01	-
	Alldigi Tech Limited (formerly known as "Allsec Technologies Limited")	0.06	-

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

(v) Compensation of key managerial personnel*

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Salaries and other employee benefits to whole-time directors and executive officers	106.11	81.08
	106.11	81.08

*Managerial remuneration does not include cost of employee benefits such as gratuity, compensated absences and provision for these are based on an actuarial valuation carried out for the Company as a whole.

Transactions between the Remaining Undertakings of Qess Corp Limited, Demerged Undertakings 1 (Digitide Solutions Limited) and 2 (Bluspring Enterprises Limited), which were transferred pursuant to the demerger, have not been disclosed as related party transactions, as these transactions occurred within the same legal entity prior to the effective date of the business combination.

45 Assets and liabilities relating to employee benefits

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Net defined benefit liability, gratuity plan	2,340.93	3,364.48
Liability for compensated absences	62.47	192.47
Total employee benefit liability	2,403.40	3,556.95
Current (refer note 27)	62.47	192.47
Non-current (refer note 22)	2,340.93	3,364.48
	2,403.40	3,556.95

For details about employee benefit expenses, see note 32.

The Group has a defined benefit gratuity plan in India (Plan A), governed by the Payment of Gratuity Act, 1972. Plan A entitles an employee, who has rendered at least five years of continuous services, to gratuity at the rate of 15 days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

These defined benefit plans expose the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

A Funding

The Group's gratuity scheme for core employees is administered through a trust with the Life Insurance Corporation of India, ICICI Prudential Life Insurance and SBI Life. The funding requirements are based on the gratuity funds actuarial measurement framework set out in the funding policies of the plan. The funding is based on a separate actuarial valuation for funding purpose for which assumptions are same as set out below. Employees do not contribute to the plan. The Group has determined that, in accordance with the terms and conditions of gratuity plan, and in accordance with statutory requirements (including minimum funding requirements) of the plan, the present value of refund or reduction in future contributions is not lower than the balance of the total fair value of the plan assets less the total present value of obligations.

The Group expects to pay ₹ 516.42 million contributions to its defined benefit plans in FY 2025-26.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

B Reconciliation of net defined benefit liability/ asset

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability/ asset and its components:

Particulars	(Amount in ₹ millions)	
	As at	
	March 31, 2025	March 31, 2024
Reconciliation of present value of defined benefit obligation		
Obligation at the beginning of the year	3,645.68	3,045.24
Transfer of assets through Scheme of Arrangement (Refer note 47)	(1,388.54)	-
Disposals	(17.31)	(38.98)
Current service cost	421.54	618.65
Interest cost	155.63	215.05
Past service cost	-	1.90
Benefit settled	(520.29)	(467.01)
Actuarial (gains)/ losses recognised in other comprehensive income		
- Changes in experience adjustments	109.68	303.98
- Changes in demographic assumptions	3.67	(1.13)
- Changes in financial assumptions	18.04	12.18
Exchange Fluctuation adjustments	2.53	(44.89)
Transfer In	-	36.68
Transfer Out	-	(35.99)
Obligation at the end of the year	2,430.63	3,645.68
Reconciliation of present value of plan assets		
Plan assets at the beginning of the year, at fair value	281.20	301.84
Additions through business combination	(217.94)	-
Interest income on plan assets	3.89	21.84
Remeasurement - actuarial gain/(loss)	(0.58)	(1.50)
Return on plan assets recognised in other comprehensive income	(0.78)	(5.26)
Contributions	539.81	408.01
Benefits settled	(515.90)	(443.73)
Plan assets as at the end of the year, at fair value	89.70	281.20
Net defined benefit liability	2,340.93	3,364.48

C Information on funded and non-funded net defined benefit liability

Particulars	(Amount in ₹ millions)	
	For the year ended	
	March 31, 2025	March 31, 2024
Funded	89.70	281.20
Non-funded	2,251.23	3,083.28
Total net defined benefit liability	2,340.93	3,364.48

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

D i) Expense recognised in profit or loss

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Current service cost	421.54	618.65
Interest cost	155.63	215.05
Past service cost	-	1.90
Interest income	(3.89)	(21.84)
Net gratuity cost	573.28	813.76

*Out of the total expenses for the year 2023-24 ₹ 550.46 million pertains to Continuing operations and ₹ 263.30 million pertains to Discontinued operations.

ii) Remeasurement loss recognised in other comprehensive income

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Remeasurement of the net defined benefit liability	131.38	311.46
Remeasurement of the net defined benefit asset	1.36	6.77
	132.74	318.23

*Out of the total expenses for the year 2023-24 ₹ 99.74 million pertains to Continuing operations and ₹ 218.49 million pertains to Discontinued operations.

E Plan assets

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Funds managed by insurer	89.70	281.20
	89.70	281.20

F Defined benefit obligation - Actuarial Assumptions

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Discount rate	6.45 % to 7.05 %	7.1% - 7.45%
Future salary growth	4 % to 7.5 %	1.00% - 10.00%
Attrition rate	10 % to 80 %	1.00% - 90.00%
Average duration of defined benefit obligation (in years)	1 to 8 years	1 to 15.57 years

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

G Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, the defined benefit obligation would be as shown below:

Core employees

(Amount in ₹ millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	131.22	138.39	306.86	350.43
Future salary growth (1% movement)	138.04	131.47	347.72	306.81
Attrition rate (1% - 50% movement)	133.07	136.42	263.42	279.12

Associate employees

(Amount in ₹ millions)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	2,174.83	2,229.70	2,803.95	2,910.95
Future salary growth (1% movement)	2,229.55	2,174.46	2,910.93	2,802.66
Attrition rate (10% - 50% movement)	2,132.59	2,279.15	2,781.81	2,950.10

The Company has changed its accounting policy for presentation of net interest cost on defined benefit obligation from employee benefits expense to finance cost as this results in providing reliable and more relevant information about the financial performance of the Company. Pursuant to change in the accounting policy, the Company has reclassified the prior period figures. The impact on employee benefits expense and finance cost for the periods presented is as under:

(Amount in ₹ millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Decrease in Employee benefits expense	151.74	122.26
Increase in Finance cost	(151.74)	(122.26)
Net impact on consolidated financial statements and Basic/ Diluted EPS	-	-

46 Share-based payments

A Description of share based payment arrangement

At March 31, 2025, the Company has the following share-based payment arrangements:

Share option plans (equity settled)

Quess Corp Limited Employee Stock Option Scheme 2015 ("Scheme 2015")

The Board of Directors in its meeting held on 22 December 2015 approved the 'Quess Corp Limited Employee Stock Option Scheme 2015' ('Scheme 2015'), under which stock options are granted to specified employees of the Company. The Scheme 2015 provides for the issue of not more than 475,000 options (1,900,000 bonus adjusted options) with an exercise price of ₹ 10.00 each that would eventually convert into equity shares of ₹ 10.00 each. The options vest over a period of three years and are exercisable over a period of three years from the vesting date of each tranche. As at March 31, 2025, the Company has Nil (March 31, 2024: 2,321) exercisable options outstanding. During the year, Scheme 2015 stands closed.

Quess Stock Option Plan 2020 ("Scheme 2020")

The Board of Directors in its meeting held on March 31, 2020 approved the Quess Stock Ownership Plan – 2020 ("QSOP 2020"), under which stock options are granted to specific employees of the Company and its subsidiaries. The maximum number of shares under QSOP 2020 shall not exceed 41,16,072 equity shares. The stock options granted under QSOP 2020 shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee). These instruments will be equity settled and will generally vest between a minimum of 1 to maximum of 6 years from the grant date. As at March 31, 2025, the Company has 12,301 (March 31, 2024: 100,782) exercisable options outstanding.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Monster ESOP Plan 2021 ("Scheme 2021")

The Board of Directors in its meeting held on December 22, 2021 approved the Monster.com (India) Private Limited - Employee Stock Option Plan 2021 (hereafter referred as "Monster ESOP Plan 2021"), under which stock options are granted to specific employees of the Company and its subsidiaries. The maximum number of shares under Monster ESOP Plan 2021 shall not exceed 75,400 equity shares. The stock options granted under Monster ESOP Plan 2021 shall vest based on the designation, period of service, performance linked parameters. The options granted to employee's vest in a graded manner and may be exercised by the employees within a specified period as per terms and conditions of the Scheme. This plan is a share-based payment arrangement in the nature of "Share Option Plan (equity settled)" and will generally vest between a minimum of 1 to maximum of 4 years from the grant date. As at March 31, 2024, the Company has no exercisable options outstanding. The Scheme 2021 is transferred pursuant to Scheme of Arrangement.

B Measurement of fair values

Scheme 2015

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are not disclosed since no ESOP's under this scheme was granted during the year.

No options have expired during the previous year.

Scheme 2020

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	March 31, 2025	March 31, 2024
Weighted average share price at grant date (INR)	766.55	453.26
Exercise price (INR)	10.00	10.00
Risk free rate of interest	4.98% - 7.37%	5.27% - 6.31%
Expected volatility	30.00% -39.00%	28.00% -38.00%
Expected dividend	-	-
Expected life of the option	4 - 9 years	4 - 9 years
Weighted average fair value at grant date (INR)	772.48	461.61

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

No options have expired during the current year and previous year.

Scheme 2021

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	March 31, 2025	March 31, 2024
Weighted average share price at grant date (INR)	-	20,450
Exercise price (INR)	-	2.00
Risk free rate of interest	-	4.69% - 5.79%
Expected volatility	-	37% - 41%
Expected dividend	-	-
Expected life of the option	-	1 - 4 years
Weighted average fair value at grant date (INR)	-	20,450

*Employee Stock Option Scheme 2021 is transferred to Bluspring Enterprises Limited pursuant to the Scheme of Arrangement. Refer note 43 for details.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

No options have expired during the current year and previous year.

C Reconciliation of outstanding share options

The number and weighted average exercise prices of share options under the share option plans were as follows:

Scheme 2015

(Share price in INR)

Particulars	For the year ended			
	March 31, 2025		March 31, 2024	
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
Balance as at the beginning of the year	2,321	10.00	27,841	10.00
Less: Exercised during the year	-	-	(25,520)	10.00
Less: Lapsed/forfeited during the year	(2,321)	-	-	-
Balance as at the end of the year	-	10.00	2,321	10.00
Options vested and exercisable as at the end of the year	-		2,321	

The options outstanding as at March 31, 2025 have an exercise price of Nil (March 31, 2024: ₹ 10.00) and a weighted average remaining contractual life of nil years (March 31, 2024: nil years).

Details of Grant date of options issued under ESOP scheme 2015 scheme:

Grant date	Exercise price (₹)	Number of options outstanding as at	
		March 31, 2025	March 31, 2024
18 August 2017	10.00	-	2,321

Scheme 2020

(Share price in INR)

Particulars	For the year ended			
	March 31, 2025		March 31, 2024	
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
Balance as at the beginning of the year	14,37,587	10.00	15,97,114	10.00
Less: Transfer due to Scheme of Arrangement	(7,51,082)	-	-	-
Add: Granted during the year	4,615	10.00	4,70,229	10.00
Less: Exercised during the year*	(2,04,926)	10.00	(2,54,376)	10.00
Less: Lapsed/forfeited during the year	(87,600)	10.00	(3,75,380)	10.00
Balance as at the end of the year	3,98,594	10.00	14,37,587	10.00
Options vested and exercisable as at the end of the year	12,301		1,00,782	

*Out of the total shares transferred pursuant to Scheme of Arrangement 2,35,103 shares are exercised before the effective date. Accordingly, included in the shares issued during the year (refer note 18.1). Further, out of the shares exercised during the year 30,872 shares are pending to be allotted as of March 31, 2025.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

The options outstanding as at March 31, 2025 have an exercise price of ₹ 10.00 (March 31, 2024: ₹ 10.00) and a weighted average remaining contractual life of 4.66 years (March 31, 2024: 4.74 years).

Subsequent to year end, on April 21, 2025 pursuant to the Scheme of Arrangement additional 3,13,037 RSUs were granted towards adjustments for reduction in intrinsic value of the Company to the eligible employees of the Company who had options outstanding as at March 31, 2025.

Details of Grant date of options issued under ESOP 2020 scheme:

Particulars	Exercise price (₹)	Number of options Outstanding as at	
		March 31, 2025	March 31, 2024
May 11, 2020	10.00	1,33,630	5,26,700
July 24, 2020	10.00	6,389	11,590
June 01, 2021	10.00	21,574	1,33,346
February 10, 2022	10.00	-	81,215
June 15, 2022	10.00	4,196	39,207
October 14, 2022	10.00	60,856	1,77,739
February 03, 2023	10.00	17,077	75,184
October 05, 2023	10.00	30,753	2,34,638
February 16, 2024	10.00	-	1,57,968
Thursday, May 9, 2024	10.00	9,605	-
Wednesday, September 25, 2024	10.00	50,111	-
Wednesday, February 5, 2025	10.00	19,179	-
Monday, February 24, 2025	10.00	66,772	-
Monday, March 17, 2025	10.00	51,174	-
		4,71,316	14,37,587

Scheme 2021

Particulars	For the year ended			
	March 31, 2025		March 31, 2024	
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
Balance as at the beginning of the year	56,816	20,450	50,240	20,450
Less: Transfer due to Scheme of Arrangement (refer note 47)	(56,816)	(20,450)	-	-
Add: Granted during the year	-	-	11,306	20,450
Less: Exercised during the year	-	-	-	-
Less: Lapsed/forfeited during the year	-	-	(4,730)	20,450
Balance as at the end of the year	-	-	56,816	20,450
Options vested and exercisable as at the end of the year	-	-	-	-

The options outstanding as at March 31, 2024 have an exercise price of ₹ 2 and a weighted average remaining contractual life of 1.875 years.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Details of Grant date of options issued under Scheme 2021:

Grant date	Exercise price (₹)	Number of options outstanding as at	
		March 31, 2025	March 31, 2024
December 22, 2021	10.00	-	56,816

D Expense recognised in consolidated statement of profit and loss

For details on the employee benefits expense, refer note 32.

47 Composite Scheme of Arrangement between Quess Corp Limited ("Demerged Company"/"the Company"), Digitide Solutions Limited ("Resulting Company 1") and Bluspring Enterprises Limited ("Resulting Company 2") and their respective shareholders and creditors(referred as "Scheme of Arrangement"):

The Parent Company received a certified true copy of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") order dated March 17, 2025, approving the Scheme of Arrangement between Quess Corp Limited ("Demerged Company"), Digitide Solutions Limited ("Resulting Company 1"), Bluspring Enterprises Limited ("Resulting Company 2"), and their respective shareholders and creditors ("Scheme of Arrangement"/"the Scheme"), with an appointed date of April 1, 2024. The certified true copy of the NCLT order was filed with the Registrar of Companies on March 31, 2025 (the "Effective Date").

Pursuant to the Scheme of Arrangement, both Resulting Company 1 and Resulting Company 2 ceased to be subsidiaries of the Parent Company. Notwithstanding this, the promoters and promoter group of the Parent Company continues to exercise joint control over the Parent Company, Resulting Company 1 and its subsidiaries, and Resulting Company 2 and its subsidiaries.

In accordance with the Scheme, till the Effective Date, the Parent Company carried out the activities of Demerged Undertaking 1 and Demerged Undertaking 2 in trust. Upon the Scheme becoming effective and from the Appointed Date, the Parent Company reduced the carrying value of all the assets, liabilities and reserves pertaining to the Demerged Undertaking 1 (Including its subsidiaries) and Demerged Undertaking 2 (Including its Subsidiaries) as appearing in the books of account of the Parent Company, being transferred to and vested in the Resulting Company 1 and Resulting Company 2, from the respective book value of assets and liabilities of the Parent Company and has been accounted for in accordance with the stipulations of Ind AS 105 – "Non-current assets held for sale and discontinued operations". Common expenses incurred by Demerged Company were apportioned to the Company based on reasonable basis.

The difference, being excess of carrying value of assets over the carrying value of liabilities of the "Demerged Undertaking 1 and "Demerged Undertaking 2" is adjusted against securities premium account in accordance with the approved Scheme of Arrangement.

The corresponding numbers in the Consolidated Statement of profit and loss for the previous year have been presented as discontinued operations.

i) Summary of assets and liabilities transferred as of April 1, 2024:

(Amount in ₹ millions)

Particulars	Bluspring Enterprises Limited	Digitide Solutions Limited	Total
Assets			
Non-current assets			
Property, plant and equipment	156.55	1,625.09	1,781.64
Right-of-use assets	529.33	2,997.46	3,526.79
Capital work-in-progress	-	26.07	26.07
Goodwill	5,348.57	2,121.70	7,470.27

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

(Amount in ₹ millions)

Particulars	Bluspring Enterprises Limited	Digitide Solutions Limited	Total
Other intangible assets	287.58	288.73	576.31
Intangible assets under development	278.92	20.58	299.50
Investments	351.07	578.29	929.36
Deferred tax assets (net)	-	410.58	410.58
Income tax assets (net)	430.58	189.81	620.39
Inventories	70.52	-	70.52
Trade receivables	6,487.39	5,233.12	11,720.51
Cash and cash equivalents	1,671.82	1,692.98	3,364.80
Bank balances other than cash and cash equivalents above	121.54	24.06	145.60
Loans	0.23	0.47	0.70
Other financial assets	366.55	833.58	1,200.13
Other current assets	467.28	785.08	1,252.36
Total assets (A)	16,567.93	16,827.60	33,395.53
Liabilities			
Borrowings	1,084.80	1,251.64	2,336.44
Lease liabilities	584.68	3,324.36	3,909.04
Deferred tax liabilities (net)	99.81	-	99.81
Trade payables	432.86	453.33	886.19
Other financial liabilities	2,763.78	2,653.18	5,416.96
Current tax liabilities (net)	-	14.26	14.26
Provisions	1,015.72	433.23	1,448.95
Other current liabilities	979.43	544.85	1,524.28
Total liabilities (B)	6,961.08	8,674.85	15,635.93
Excess of assets over liabilities (C)= (A)-(B)	9,606.85	8,152.75	17,759.60
Other reserves arising out of consolidation (D)	(1,175.40)	(460.73)	(1,636.13)
NCL arising out of consolidation (E)	879.57	766.11	1,645.68
ESOP reserve on account of demerger (F)	527.72	117.03	644.75
Adjusted against securities premium (G)=(C)-(D)-(E)-(F)	9,374.96	7,730.34	17,105.30

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

ii) Profit from Discontinued Operations for the year ended March 31, 2024:

(Amount in ₹ millions)

Particulars	Bluspring Enterprises Limited	Digitide Solutions Limited	Total
Total Income (A)	27,192.92	27,031.09	54,224.01
Revenue	27,147.53	26,915.18	54,062.71
Other income	45.39	115.91	161.30
Expenses (B)	27,515.28	24,824.06	52,339.34
Cost of material and stores and spare parts consumed	1,898.52	9.42	1,907.94
Employee benefits expense	21,263.87	18,929.12	40,192.99
Finance costs	388.22	403.92	792.14
Depreciation and amortisation expense	387.82	1,863.61	2,251.43
Other expenses	3,576.85	3,617.99	7,194.84
Profit before exceptional items and income tax (C)=(A)-(B)	(322.36)	2,207.03	1,884.67
Exceptional items (D)	63.06	198.67	261.73
Taxes (E)	(22.87)	195.86	172.99
Profit after tax from discontinued operations (F)=(C)-(D)-(E)	(362.55)	1,812.50	1,449.95
Other comprehensive income/(loss) (G)	(82.27)	(75.97)	(158.24)
Total comprehensive income/(loss) (H)=(F)-(G)	(444.82)	1,736.53	1,291.71

iii) Cash flows from Discontinued Operations for the year ended March 31, 2024:

(Amount in ₹ millions)

Particulars	Bluspring Enterprises Limited	Digitide Solutions Limited	Total
Net cash inflows/ (outflows) from operating activities	(496.98)	2,552.57	2,055.59
Net cash inflows / (outflows) from investing activities	829.93	(563.27)	266.66
Net cash inflows / (outflows) from financing activities	1,005.15	(1,913.80)	(908.65)

Further, Resulting Company 1 and Resulting Company 2 have pursuant to the Scheme, allotted 148,918,541 Equity Shares of ₹ 10 each, to the shareholders of the Company (as on the Record Date i.e., 15 April 2025) in 1:1 ratio (1 share of ₹ 10 each has been issued by Resulting Company 1 and Resulting Company 2 respectively for every 1 share of ₹ 10 each held in the Company).

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

48 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements

Name of entity	(Amount in ₹ millions)					
	Net assets as at March 31, 2025	Share in profit or loss for the period from 01 April 1, 2024 to March 31, 2025	Share in other comprehensive income for the period from 01 April 1, 2024 to March 31, 2025	Share in total comprehensive income for the period from 01 April 1, 2024 to March 31, 2025	As percentage of consolidated total comprehensive income	Amount
Parent						
Quest Corp Limited	69.74%	As percentage of consolidated net assets	As percentage of consolidated profit or loss	As percentage of consolidated other comprehensive income	As percentage of consolidated total comprehensive income	Amount
	9,298.65	57.06%	1,201.26	538.40%	52.61%	1,097.51
Subsidiaries - Indian						
Quest International Services Private Limited	2.03%	-2.47%	(52.00)	-1.30%	-2.48%	(51.75)
Excelus Learning Solutions Private Limited	-1.04%	-0.62%	(13.09)	-3.06%	-0.60%	(12.50)
Quest Services Limited	-0.01%	0.00%	-	-0.57%	0.01%	0.12
Quest East Bengal FC Private Limited	-0.02%	-0.02%	(0.38)	0.00%	-0.02%	(0.38)
Stellarslogs Technovation Private Limited	-0.23%	-0.45%	(9.51)	0.00%	-0.46%	(9.50)
Billion Careers Private Limited	-1.80%	-3.03%	(63.89)	4.36%	-3.10%	(64.73)
Subsidiaries - Foreign						
Quest (Philippines) Corp.	0.73%	0.88%	18.60	14.53%	0.76%	15.80
Questcorp Holdings Pte. Limited	21.33%	33.35%	702.16	-67.77%	34.29%	715.21
Questglobal (Malaysia) Sdn. Bhd.	1.50%	0.27%	5.71	-88.22%	1.09%	22.71
Questcorp Singapore Pte Limited	4.20%	12.58%	264.78	-187.08%	14.42%	300.83
Quest Malaysia Digital Sdn Bhd	0.17%	0.00%	0.10	-10.12%	0.10%	2.05
Quest Selection & Services Pte Limited (formerly known as Comtelpro Pte. Ltd.)	-0.67%	0.40%	8.45	15.46%	0.26%	5.47
Quest Corp Vietnam LLC	-0.07%	0.02%	0.38	-1.71%	0.03%	0.70

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Name of entity	(Amount in ₹ millions)									
	Net assets as at March 31, 2025		Share in profit or loss for the period from 01 April 1, 2024 to March 31, 2025		Share in other comprehensive income for the period from 01 April 1, 2024 to March 31, 2025		Share in total comprehensive income for the period from 01 April 1, 2024 to March 31, 2025		Amount	Share in total comprehensive income
	As percentage of consolidated net assets	Amount	As percentage of consolidated profit or loss	Amount	As percentage of consolidated other comprehensive income	Amount	As percentage of consolidated total comprehensive income	Amount		
Quesscorp Manpower Supply Services LLC	4.02%	536.16	2.72%	57.25	-62.32%	12.01	3.32%	69.27		
Quesscorp Management Consultancies	-0.71%	(94.87)	-0.13%	(2.84)	12.14%	(2.34)	-0.25%	(5.18)		
Quesscorp NA LLC	-0.03%	(4.27)	-0.85%	(17.83)	0.62%	(0.12)	-0.86%	(17.95)		
Quesscorp Solutions Pte. Ltd	0.01%	1.03	-0.01%	(0.25)	0.00%	-	-0.01%	(0.25)		
Quesscorp Consulting Pte. Ltd	0.00%	-	0.00%		0.00%		0.00%	-		
Quess Recruit Inc.,	0.34%	44.88	0.16%	3.46	-1.66%	0.32	0.18%	3.78		
Quess Corp Lanka (Private) Limited	0.50%	67.13	0.37%	7.87	-59.52%	11.47	0.93%	19.34		
Agency Pekerjaan Quess Recruit Sdn. Bhd	0.02%	2.94	-0.24%	(4.98)	-2.18%	0.42	-0.22%	(4.56)		
Subtotal	100.00%	13,333.99	100.00%	2,105.25	100.00%	(19.27)	100.00%	2,085.99		
Adjustment arising out of consolidation		(2,485.48)		(1,646.44)		(59.16)		(1,705.61)		
Non-controlling interests in subsidiaries		11.36		0.08		0.08		0.16		
Total		10,859.87		458.89		(78.35)		380.54		

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

49 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its subsidiaries (incorporated in India) to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company or its subsidiary (Ultimate Beneficiaries). The Company or its subsidiaries or associates or joint ventures (incorporated in India) has not received any fund from any party(s) (Funding Party) with the understanding that the Company or its subsidiary shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company or its subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

50 The Board of Directors at their meeting held on 29 January 2025 declared interim dividend of ₹ 4.00 per equity share (face value of ₹ 10.00 each) for the financial year 2024-25 aggregating to ₹ 593.66 million and the same was paid on 7 February 2025. The Board of Directors at their meeting held on 9 May 2024 recommended a final dividend of ₹ 6.00 per equity share (face value of ₹ 10.00 each) for the financial year 2023-24 aggregating to ₹ 891.45 million.

The Board of Directors at their meeting held on 2 February 2024 declared interim dividend of ₹ 4.00 per equity share (face value of ₹ 10.00 each) for the financial year 2023-24 aggregating to ₹ 593.91 million.

The Board of Directors at their meeting held on 19 May 2025 recommended a final dividend of ₹ 6.00 per equity share (face value of ₹ 10.00 each) for the financial year 2024-25 aggregating to ₹ 893.69 million subject to approval of members in the Annual General Meeting.

51 The Company evaluated subsequent events through 19 June 2025, which is the date on which the consolidated financial statements are approved by the Board of Directors. Based on this evaluation, the Company is not aware of any other event or transaction that would require recognition or disclosure in the Consolidated financial statements.

52 (i) As per the MCA notification dated August 05, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, Companies are required to maintain back-up of the 'books of account and other relevant books and papers' ('books of account') in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create backup of accounts on servers physically located in India on a daily basis.

The books of account of the Company and its subsidiaries incorporated in India are maintained in electronic mode on servers physically located in India and are readily accessible in India at all times. The Company and its subsidiaries incorporated in India are maintaining backup of books of account on a daily basis, except for one application where the Company has maintained the backup on weekly basis.

(ii) The Company and its subsidiaries incorporated in India have used accounting softwares for maintaining its books of account, which has a feature for recording an audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that:

- In respect of one accounting software used by the Company, audit trail feature was not enabled at certain table and database level to log any direct data changes.
- In respect of one accounting software used by one subsidiary company, audit trail feature was not enabled at database level to log any direct data changes.
- In respect of one accounting software used by Parent, for maintaining books of accounts in respect of payroll processes, audit trail feature was not enabled.
- The Parent has used two other accounting softwares, which is operated by a third-party software provider, for maintaining the books of account relating to financial reporting process and payroll process. There is no reporting on audit trail requirement at the database level in the System and Organisation Controls (SOC 1) Type 2 Report.

Further, except for the instances noted above, wherein audit trail feature was not enabled, there were no instances where audit trail feature was being tampered with in respect of the accounting softwares for which the audit trail feature was operating.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Company as per the statutory requirements for record retention.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

53 Other Disclosure

53.1 The Company has not been declared wilful defaulter by any bank or financial institution or Other lender.

53.2 The Company has complied with requirement of number of layers of companies.

54 Previous year Assets and Liabilities are not comparable due to Scheme of Arrangement (refer note 47).

As per our report of even date attached.

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No.: 117366W/W-100018

Gurvinder Singh
Partner
Membership No.: 110128

Place: Bengaluru
Date: 19 June 2025

for and on behalf of the Board of Directors of
Quess Corp Limited

Ajit Isaac
Chairman
DIN: 00087168

Sushanth Pai
Chief Financial Officer

Place: Bengaluru
Date: 19 June 2025

Guruprasad Srinivasan
Executive Director
and Group Chief Executive Officer
DIN: 07596207

Kundan K. Lal
Company Secretary
Membership No.: F8393

Place: Bengaluru
Date: 19 June 2025

Annexure to the Board's Report - Form AOC-1

Statement containing salient features of the financial statement of subsidiaries

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Part A: Subsidiaries

Sl. No.	Name of the subsidiary	Date of acquisition/ incorporation	Reporting currency	Closing exchange rate	Financial period ended	Issued & subscribed share capital	Reserves	Total assets	Total liabilities	Invest-ments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	% of holding
(Amount in ₹ millions)															
1	Quess (Philippines) Corp.	14.05.2013	PHP	1.4924	31.03.2025	12.27	85.12	183.93	86.54	0.31	387.55	24.84	(6.24)	18.60	100.00%
2	Quesscorp Holdings Pte Ltd.	16.06.2015	SGD	63.7100	31.03.2025	2,227.86	616.58	3,005.57	161.13	2,803.61	325.18	702.16	-	702.16	100.00%
3	Quessglobal (Malaysia) Sdn. Bhd. ^{1&2}	12.08.2015	MYR	19.2625	31.03.2025	1762	182.15	308.74	108.97	4.21	965.29	8.67	(2.96)	5.71	100.00%
4	Excelus Learning Solutions Private Limited	09.01.2017	INR	NA	31.03.2025	0.10	(541.28)	78.22	216.89	-	70.05	(13.09)	-	(13.09)	100.00%
5	Quess International Services Private Limited	01.12.2016	INR	NA	31.03.2025	10.00	260.60	321.98	51.38	-	312.65	(60.70)	8.69	(52.00)	100.00%
6	Quesscorp Singapore Pte Ltd ¹	14.02.2017	SGD	63.7100	31.03.2025	23.57	535.86	1,308.25	748.82	0.23	6,786.99	305.96	(41.18)	264.78	100.00%
7	Quess Corp Lanka (Private) Limited ¹	26.04.2016	LKR	0.2889	31.03.2025	5.53	6160	158.54	91.42	-	592.55	17.21	(9.34)	7.87	100.00%
8	Quess Malaysia Digital Sdn. Bhd	14.11.2017	MYR	19.2625	31.03.2025	15.61	733	22.94	0.00	-	-	0.10	-	0.10	100.00%
9	Quess Selection and Services Pte Ltd ¹	10.10.2017	SGD	63.7100	31.03.2025	9.64	(99.05)	108.00	197.42	-	392.31	10.18	(1.73)	8.45	100.00%
10	Quess Corp Vietnam LLC	26.03.2018	VND	0.0033	31.03.2025	13.00	(22.72)	28.68	38.40	-	107.27	0.38	-	0.38	100.00%
11	Quesscorp Management Consultancies ¹	19.12.2018	AED	23.2700	31.03.2025	3.82	(9.49)	8.41	103.28	5.44	2.48	(2.84)	-	(2.84)	100.00%
12	Quesscorp Manpower Supply Services LLC ¹	31.01.2019	AED	23.2700	31.03.2025	-	536.16	825.92	289.76	-	2,151.37	76.23	(18.98)	57.25	100.00%
13	Qdigi Services Limited ³	11.04.2018	INR	NA	31.03.2025	53.50	269.03	1,293.88	971.36	-	-	-	-	-	100.00%
14	Quess Services Limited ⁴	25.06.2019	BDT	0.7046	31.03.2025	3.49	(4.95)	1.53	2.99	-	-	-	-	-	100.00%
15	Billion Careers Private Limited	26.11.2021	INR	NA	31.03.2025	60.10	(299.81)	91.73	331.44	-	124.81	(63.89)	-	(63.89)	100.00%
16	Quess East Bengal FC Private Limited ⁵	13.07.2018	INR	NA	31.03.2025	14.79	110.60	41.25	44.44	-	-	(0.38)	-	(0.38)	100.00%
17	Stellarslog Technovation Private Limited ⁶	29.01.2021	INR	NA	31.03.2025	38.34	101.63	10.57	40.62	-	8.41	(9.51)	-	(9.51)	100.00%
18	Quess Corp NA LLC	17.05.2022	USD	85.4750	31.03.2025	237.57	(241.84)	5.91	1019	-	38.43	(17.82)	(0.01)	(17.83)	100.00%
19	Agensi Pekarjaan Quess Recruit Sdn. Bhd. ⁷	23.01.2018	MYR	19.2625	31.03.2025	4.21	(1.27)	6.41	3.47	-	1.87	(3.74)	(1.25)	(4.98)	100.00%
20	Quess Recruit, Inc. ⁸	01.01.2018	PHP	1.4924	31.03.2025	1.34	43.54	43.41	(1.46)	-	16.69	4.54	(1.08)	3.47	75.00%

Sl. No.	Name of the subsidiary	Date of acquisition/ incorporation	Reporting currency	Closing exchange rate	Financial period ended	Issued & subscribed share capital	Reserves	Total assets	Total liabilities	Investments	Turnover	(Amount in ₹ millions)		
												Profit before taxation	Provision for taxation	Profit after taxation
21	Quesscorp Solutions Pte Ltd.	11.10.2024	SGD	63.7100	31.03.2025	0.65	(0.06)	44.01	43.42	-	17.24	(0.05)	-	(0.05)
22	Quesscorp Consulting Pte Ltd.	15.10.2024	SGD	63.7100	31.03.2025	0.65	(0.21)	38.92	38.48	-	0.03	(0.20)	-	(0.20)

1. Wholly owned subsidiaries of Quesscorp Holdings Pte. Ltd.
2. Quessglobal (Malaysia) SDN. BHD. indirectly holds remaining 51% equity interest in Agency Pekerjaan Quess Recruit SDN. BHD. (APKR) by way of a trust arrangement making it a subsidiary as per INDAS.
3. On March 31, 2024, Quess Corp Limited sold 100% stake in Qdigi Services Limited. The disinvestment process was completed and Qdigi ceased to be a subsidiary of the Company w.e.f April 01, 2024
4. Quess Services Limited is dissolved w.e.f 20 March 2024.
5. Quess East Bengal FC Private Limited is under liquidation
6. On 6 November 2023, Quess Corp Limited acquired an additional stake of 46.09% in Stellarslog Technovation Private Limited thereby increasing its stake to 100% and making it a wholly owned subsidiary.
7. On November 15, 2023, Quess Corp Limited acquired 4.5% stake in Vedang Cellular Services Private Limited thereby increasing its shareholding to 96.97%.
8. A declaration of trust and undertaking is executed between Quess (Philippines) Corp and the other two shareholders of Quess Recruit Inc., holding 50% of the stake in Quess Recruit Inc., that these shareholders hold the shares in Company in trust for Quess (Philippines) Corp who is actual and beneficial owner thereof. Therefore, majority control (75%) of the Company is with Quess (Philippines) Corp making it a subsidiary.

Notes:

1. Total assets include investments
2. Investments exclude investments in Subsidiaries
3. Reserves and surplus include other comprehensive income and securities premium and instruments entirely equity in nature.



Quess Corp Limited

Quess Tower, Sky Walk Avenue,
32/4, Hosur Road, Roopena Agrahara,
Bommanahalli, Bangalore South,
Karnataka, India, 560068
Toll Free: 1800-572-3333
Email: help@quesscorp.com

**QESS CORP LIMITED**

CIN: L74140KA2007PLC043909

Reg. Office: Qess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara,
Bommanahalli, Bengaluru– 560068, Karnataka, India

Tel: +91 080-49345666; Email: investor@quesscorp.com

Website: www.quesscorp.com

Dear Members,

Invitation to attend the 18th Annual General Meeting on Friday, August 29, 2025, at 03:30 P.M. (IST)

You are cordially invited to attend the 18th (eighteenth) Annual General Meeting (AGM) of Qess Corp Limited (the Company) scheduled to be held on Friday, August 29, 2025, at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. The Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

The following outlines the essential particulars of the meeting for your attention:

Sl. No	Particulars	Details
1	Link for participating in the AGM through VC/OAVM and remote e-voting	www.evotingindia.com
2	Helpline number/ e-mail address for VC participation and e-voting	E-mail: helpdesk.evoting@cdslindia.com Tel: 1800 21 09911
3	Cut-off date for Remote e-voting	Friday, August 22, 2025
4	Remote e-voting commencement date	Tuesday, August 26, 2025 at 09:00 A.M. (IST)
5	Remote e-voting end date	Thursday, August 28, 2025 at 05:00 P.M (IST)
6	Speaker Registration for AGM	Kindly send a request for speaker registration at agm2025@quesscorp.com on or before Friday, August 22, 2025
7	Record date for the final dividend for FY 2024-25	Friday, August 08, 2025
8	Company contact details	E-mail: investor@quesscorp.com Tel: +91 080-49345666

**By Order of the Board of Directors of
Qess Corp Limited**

Sd/-

Kundan K Lal

Senior Vice President and Company Secretary
Membership No. FCS 8393

Notice

Notice is hereby given that the **18th (eighteenth) Annual General Meeting ('AGM')** of the **Members of Quess Corp Limited ('Company')** will be held on **Friday, August 29, 2025 at 03:30 P.M. (IST)** through **Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')** to transact the following businesses

ORDINARY BUSINESS

Item No. 1: To receive, consider, and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2: To receive, consider, and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 3: To appoint Mr. Guruprasad Srinivasan (DIN: 07596207) as Director, liable to retire by rotation, and being eligible, offers himself for re-appointment

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Guruprasad Srinivasan (DIN: 07596207), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company.

Item No. 4: To confirm the payment of the interim dividend of ₹ 4/- per equity share and to declare a final dividend of ₹ 6/- per equity share for the Financial Year ended March 31, 2025

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT an interim dividend of ₹ 4/- per equity share of face value ₹ 10/- each, for the Financial Year 2024-25, which was approved by the Board of Directors in their meeting held on January 29, 2025, and already paid to members, be and is hereby noted and confirmed;

RESOLVED FURTHER THAT a final dividend of ₹ 6/- per equity share of face value ₹ 10/- each as recommended by the Board of Directors for the Financial Year ended March 31, 2025, be and are hereby approved."

SPECIAL BUSINESS

Item No. 5: To re-appoint Mr. Kalpathi Ratna Girish (DIN: 07178890) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kalpathi Ratna Girish (DIN: 07178890), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to August 30, 2025, and is eligible for being re-appointed as an Independent Director and in respect of whom a notice in writing pursuant to Section 160 of the Act, has been received in the prescribed manner, be and is hereby re-appointed as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years effective August 31, 2025 to August 30, 2030 (both days inclusive);

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Kalpathi Ratna Girish, as a Non-Executive Independent Director of the Company."

Item No. 6: To appoint Ms. Sudha Suresh (DIN: 06480567) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Sudha Suresh (DIN: 06480567), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from June 19, 2025 and who holds office till the conclusion of this 18th Annual General Meeting (AGM) in terms of Section 161 of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025 till June 18, 2030 (both days inclusive);

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for the appointment of Ms. Sudha Suresh as a Non-Executive Independent Director of the Company.”

Item No. 7: To appoint Mr. Devarajan Samu (DIN: 00878956) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Devarajan Samu (DIN: 00878956), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from June 19, 2025 and who holds office till the conclusion of this 18th Annual General Meeting (AGM) in terms of Section 161 of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025 till June 18, 2030 (both days inclusive);

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for the continuation of Mr. Devarajan Samu, beyond October 31, 2029, as an Independent Director of the Company on account of his attaining the age of 75 (seventy-five) years on the said date up to June 18, 2030;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for the appointment of Mr. Devarajan Samu as a Non-Executive Independent Director of the Company.”

Item No. 8: To appoint Dr. Vivek Mansingh (DIN: 06903079) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Vivek Mansingh (DIN: 06480567), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from June 19, 2025 and who holds office till the conclusion of this 18th Annual General Meeting (AGM) in terms of Section 161 of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025 till June 18, 2030 (both days inclusive);

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for the appointment of Dr. Vivek Mansingh as a Non-Executive Independent Director of the Company.”

Item No. 9: To approve the commission payable to the Independent Directors of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013

('the Act'), and the Rules made thereunder, read with Schedule V of the Act, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the payment of remuneration by way of commission or otherwise of ₹ 10,00,000 (Rupees Ten Lakhs only) to each Independent Director, by way of an annual payment, a sum not exceeding 1% per annum of the net profits of the Company as commission calculated in accordance with the provisions of Section 198 of the Act, and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, to be paid to and distributed amongst the Independent Directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors, in respect of the net profits of the Company for each of the 3 (three) financial years commencing from Financial Year 2025-26;

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the commission or remuneration may be paid to the Independent Directors in accordance with Section 197 of the Act read with Section II of Part II of Schedule V of the Act, and other applicable provisions, if any;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things and

execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Item No. 10: To appoint the Secretarial Auditor of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Parameshwar G Bhat, Company Secretary (Membership No. F8860, C.P. No. 11004, Peer Review Certificate No. I2012KR932900) as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the Financial Year 2025-26 to the Financial Year 2029-30, to conduct Secretarial Audit of the Company, on such annual remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as shall be fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

**By Order of the Board of Directors of
Quess Corp Limited**

Sd/-

Kundan K Lal

Senior Vice President and Company Secretary
Membership No. FCS 8393

Place: Bengaluru
Date : June 19, 2025

Notes

1. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General Circular nos. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being General Circular no. 09/2024 dated September 19, 2024, ('MCA Circulars') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities Exchange Board of India ('SEBI Circular'), permitted to conduct of Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the Members at the AGM and prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars and the SEBI Circular, applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 18th AGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the meeting shall be Quess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru – 560068, Karnataka, India.

However, in pursuance of Sections 112 and 113 of the Act, representatives of the members, such as the President of India or the Governor of a State or a body corporate, can attend the AGM through VC/OAVM and cast their votes through e-voting.

The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith, and the same will also be available at the website of the Company at www.quessecorp.com.
2. **Proxies:** Since the 18th AGM of the Company is being held pursuant to the MCA and the SEBI circulars through VC/OAVM, where physical attendance of Members has been dispensed with, accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for this AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/Corporate Members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send a duly certified copy of the Board Resolution/Authority Letter etc., authorizing their representative to attend the AGM through VC / OAVM and vote through remote e-voting on their behalf, to the Scrutinizer at e-mail ID parameshwar@vjkt.in with a copy marked to helpdesk.evoting@cdslindia.com and agm2025@quessecorp.com, pursuant to the provisions of Section 113 of the Companies Act, 2013.
4. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to Special Businesses to be transacted at the meeting, which are considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
5. Only bona fide members of the Company whose names appear on the Register of Members will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address, mobile number, and e-mail IDs, etc., to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars.
7. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address, mobile number, and email IDs etc. to our RTA i.e. MUFG Intime India Private Limited (Unit: Quess Corp Limited), C-101, 247 Park, L B S Marg, Vikhroli (W), Mumbai – 400083, Maharashtra, India or the Secretarial Department of the Company. Relevant forms for making relevant requests are available at the Company's website at www.quessecorp.com.
8. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, Nomination details and KYC details (i.e., Contact details, bank account details, Specimen signature etc.) by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the SEBI Master Circular dated June 23, 2025. Relevant details and forms prescribed by SEBI in this regard are made available under investors section on the website of the Company at www.quessecorp.com. Further, the complete contact details of the RTA, MUFG Intime India Private Limited is also available on the website of the Company.
9. In compliance with SEBI Master Circular dated June 23, 2025, the Company has disseminated the requirements to be complied with by holders of physical securities on its website www.quessecorp.com. The Company has also directly intimated its security holders about folios which are incomplete with regard to details required under

para 19.1 of the Master Circular. The RTA of the Company has also submitted a report to SEBI on the steps taken towards sensitizing its security holders regarding mandatory furnishing of PAN, KYC, and nomination details as detailed in para 19.1 of the master circular.

10. Pursuant to Section 101 and Section 136 of the Act, read with the Companies (Management and Administration Rules) 2014, and Regulation 36 of the SEBI Listing Regulations, the Company shall serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail IDs either with the Company and/or with the Depository Participants.

Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report shall also be sent to those shareholder(s) who have not so registered.

11. Members may note that the Notice of the AGM and Annual Report 2024-25 will also be available on the website of the Company at www.queesscorp.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com.
12. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed to the Notice.
13. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), and in terms of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide the facility of remote e-voting to all the Members as per applicable Regulations relating to e-voting. The complete instructions on the e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting, but will not be entitled to cast their vote again at the meeting.
14. The Company has fixed Friday, August 22, 2025, as the cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 (three) days commencing from Tuesday, August 26, 2025, at 09:00 A.M. (IST) to Thursday, August 28, 2025, at 05:00 P.M. (IST) (both days inclusive). A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

15. The Company has fixed Friday, August 08, 2025, as the Record Date for determining the names of Members eligible for a dividend on equity shares for the Financial Year ended on March 31, 2025, if declared at the AGM.
16. The dividend on equity shares as recommended by the Board, if declared at this AGM, will be paid will be paid (subject to the deduction of tax at source, as applicable) on or after 6th (sixth) day of AGM, through various modes, to those Members whose names appear on the Company's Register of Members as on Friday, August 08, 2025.
17. **Inspection by Members:** All documents referred to in the accompanying Notice and the Explanatory Statement are available electronically for inspection without any fees by the Members from the date of circulation of this Notice up to the date of the AGM. The said documents are also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspection may send their request through an email at agm2025@queesscorp.com up to the date of the AGM.
18. Information required under Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director(s) seeking appointment / re-appointment at the AGM is furnished as an annexure to this Notice. The Director(s) have furnished consent/declarations for their appointment/ reappointment as required under the Act and rules made thereunder, as well as the SEBI Listing Regulations.
19. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their email IDs so far with their depository participants are requested to register their email ID for receiving all the communications, including Annual Report, Notices, etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.
20. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making the requisite changes. In case of joint holders attending the AGM, the

Member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.

21. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.
22. Members seeking any information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company at agm2025@quesscorp.com on or before August 22, 2025. The same will be replied by the Company suitably.
23. The Board of Directors at their meeting held on January 29, 2025, had recommended an interim dividend of ₹ 4/- per equity during the financial year ended March 31, 2025, having a face value of ₹ 10/- each per equity share.
24. As per the SEBI Listing Regulations and pursuant to the SEBI circular dated April 20, 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the interim dividend, which was declared on January 29, 2025, was paid through electronic mode, where the bank account details of the members were available. Where dividend was paid through electronic mode, intimations regarding such remittance were sent separately to the members. In case the dividend could not be paid through electronic mode, payment was made through a demand draft, incorporating the bank account details of such members, wherever available.
25. Members are requested to note that, if dividend amounts are not encashed for a period of 7 (seven) consecutive years from the date of transfer to the Unpaid Dividend Account of the Company, then such unclaimed/unpaid dividend amount shall be liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, all shares in respect of which the dividend amount has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to the IEPF Authority. In view of this, members are requested to claim their dividends from the Company within the stipulated timeline.
26. **Dividend related information:**
Members may note that the Board, at its meeting held on May 19, 2025, has recommended a final dividend of ₹ 6/- per equity share for the Financial Year ended March 31, 2025. The record date for the purpose of the final dividend is Friday, August 08, 2025. The final dividend,

once approved by the members at the ensuing AGM, will be paid (subject to the deduction of tax at source, as applicable) on or after the 6th (sixth) day of the AGM, through various modes.

Members may note that the Income-tax Act, 1961 ('IT Act') as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 01, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

- (a) **For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having a valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN/ valid PAN	20% or as notified by the GOI

*As per the Finance Act, 2021, Section 206AB has been inserted effective July 01, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the Finance Act, 2021.

*As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during Financial Year 2025-26 does not exceed ₹ 10,000, and also in cases where members provide Form 15G/Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

- (b) **For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT

Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the Government of India (GOI) on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

**As per the Finance Act, 2021, Section 206AB has been inserted effective July 01, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such

non-resident does not have a permanent establishment in India.

The documents have to be uploaded on the portal <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> of the RTA on or before Friday, August 08, 2025. Alternatively, physical documents may be sent to RTA at the following address:

MUFG Intime India Private Limited,
 (Formerly Link Intime India Private Limited)
 Unit: Quess Corp Limited
 C-101, 247 Park, L B S Marg,
 Vikhroli (W), Mumbai – 400083, Maharashtra, India
 Email: rnt.helpdesk@in.mpms.mufig.com
 Tel: +91 810 811 6767; Fax: +91 022 49186060;
 Website: www.in.mpms.mufig.com

27. Members holding shares in the demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to MUFG Intime India Private Limited (Unit: Quess Corp Limited), C-101, 247 Park, L B S Marg, Vikhroli (W), Mumbai – 400083, Maharashtra, India or by sending a request on e-mail at agm2025@quesscorp.com or contact MUFG at rnt.helpdesk@in.mpms.mufig.com. Relevant forms (Form No. ISR-1) is available on the Company's website at www.quesscorp.com, to enable Members to make such requests.

28. Members may please note that the SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.quesscorp.com and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited, at www.in.mpms.mufig.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members may note that as per Master Circular dated June 23, 2025 issued by the SEBI, read with any other amendments therein, Members who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from April 01, 2024. Accordingly, final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by the SEBI in this regard, available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf (FAQ Nos. 47 to 52). Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email ID. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly completed and signed by the registered holder(s) so that the folios can be KYC updated. ISR Forms can be accessed from our website at www.queesscorp.com.

29. The SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, after exhausting the option to resolve their grievances with the RTA/ Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>), and the same can also be accessed through the Company's website at www.queesscorp.com.

30. In this Notice and Annexure(s) thereto, the terms "Shareholders" and "Members" are used interchangeably.
31. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.

Instructions for E-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013, ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 18th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 18th AGM will be provided by CDSL, on all resolutions set forth in this Notice, to the Members holding shares as on Friday, August 22, 2025, being the cut-off date fixed to determine eligible Members to participate in the remote e-voting process.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories/depository participants.

The Members can join the 18th AGM through VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 (one-thousand) members on a first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first-come first-served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

The remote e-voting shall remain open for a period of 3 (three) days commencing from Tuesday, August 26, 2025, at 09:00 A.M. (IST) to Thursday, August 28, 2025, at 05:00 P.M. (IST) (both days inclusive). A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period as mentioned above or e-voting during the

AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. A person, whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting through remote e-voting. Any person who is not a member as on the cut-off date and receives this notice shall treat the same for information purposes only.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in the e-voting process.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 18th AGM has been uploaded on the website of the Company at www.quesscorp.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

The Board of Directors has appointed Mr. Parameshwar G Bhat (Membership No. F8860, C.P. No. 11004), Company Secretary in Practice, Bengaluru, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting), count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within stipulated timelines from the conclusion of the voting to the Chairperson of the Company or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.

The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website www.queesscorp.com and on the website of MUFG at www.in.mpms.mufg.com immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson.

The instructions for e-voting are given below.

Instructions for the shareholders to vote electronically

Step 1: Access through Depositories e-voting system in case of individual shareholders holding shares in Demat mode.

Pursuant to aforesaid SEBI Circular, the Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on the registration option. 4) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered mobile & email ID as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress, and also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code, and generate OTP. Enter the OTP received on your registered email ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022-2499 7000

Step 2: Access through the CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (1) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on the "Shareholders" module.
 - (iii) Now enter your User ID
 - a. For CDSL: 16-digit beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.
 - (iv) Next, enter the Image Verification as displayed and click on Login.
 - (v) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - (vi) If you are a first-time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact the Company/RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

- (2) After entering these details appropriately, click on the "SUBMIT" tab.
- (3) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (4) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (5) Click on the EVSN for Quess Corp Limited on which you chose to vote.
- (6) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (7) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (8) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (9) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (10) You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
 - (11) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (12) There is also an optional provision to upload BR/POA if any are uploaded, which will be made available to the scrutinizer for verification.
 - (13) Additional facility for Non-Individual Shareholders and Custodians for remote e-voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; agm2025@quesscorp.com (designated e-mail address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- Instructions for shareholders/members to attend the Annual General Meeting through VC/OAVM & e-voting during the meeting are as under:**
1. The procedure for attending the meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 4. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for a better experience.
 5. Further, the shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through a Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. **Speaker Registration:** Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before Friday, August 22, 2025, mentioning their name, demat account number/folio number, e-mail ID, and mobile number at agm2025@quesscorp.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before Friday, August 22, 2025, mentioning their name, demat account number/folio number, e-mail ID, and mobile number at agm2025@quesscorp.com. These queries will be replied to by the Company suitably by e-mail.
 8. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the remote e-voting system available during the AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose e-mail/mobile numbers are not registered with the Company/ Depositories:

- a. **For Physical shareholders:** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to the Company/ RTA e-mail ID.
- b. **For Demat shareholders:** Please update your email ID & mobile number with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your e-mail ID & mobile number with your respective Depository Participant (DP), which is mandatory while e-Voting & joining virtual meetings through Depository.
- d. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call toll-free no. 1800 21 09911.

General guidelines for shareholders:

- (i) During the voting period, members can login to e-voting platform any number of times till they have voted on all the resolutions for a particular “Event”.
- (ii) Shareholders holding multiple folios/Demat account shall choose the voting process separately for each of the folios/Demat account.
- (iii) In case the shareholders have any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ('FAQs') and e-Voting manual available on the CDSL website.

**By Order of the Board of Directors of
Quess Corp Limited**

Sd/-

Kundan K Lal

Senior Vice President and Company Secretary
Membership No. FCS 8393

Place: Bengaluru
Date : June 19, 2025

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5: To re-appoint Mr. Kalpathi Ratna Girish (DIN: 07178890) as an Independent Director of the Company

Mr. Kalpathi Ratna Girish (DIN: 07178890) was appointed as an Independent Director of the Company by the Board of Directors at its meeting held on August 31, 2020, which was further approved by the shareholders at the 13th Annual General Meeting (AGM) of the Company held on September 29, 2020, to hold his office for a term of 5 (five) consecutive years. The first term of his appointment of 5 (five) consecutive years shall end on August 30, 2025.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Girish, for his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience, and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of 5 (five) consecutive years.

Mr. Girish possesses the required skills, knowledge, and experience as identified by the Board in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Service Business Management, Technology-led Transformation, and Finance & Risk Management Professional, and his induction on the Quesst Board will immensely benefit the Company. Further, Mr. Girish possesses the integrity, expertise, and experience for appointment as an Independent Director and is a person of high integrity and repute.

Based on the recommendation of the NRC, the Board recommended the re-appointment of Mr. Girish as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years, effective August 31, 2025, to August 30, 2030 (both days inclusive).

Mr. Girish is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Girish as per the provisions of the Act and the SEBI Listing Regulations, including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Girish has also confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties. Further, Mr. Girish is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. She is also registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Mr. Girish fulfils the conditions for his appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations, and is independent of the management.

Mr. Girish shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, as approved by the Members of the Company and the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of the draft letter of re-appointment of Mr. Girish, setting out the terms and conditions of his re-appointment, is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Girish including his profile and specific areas of expertise are given in this AGM Notice as "Annexure 1". Save and except Mr. Girish and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6: To appoint Ms. Sudha Suresh (DIN: 06480567) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, had appointed Ms. Sudha Suresh (DIN: 06480567) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. June 19, 2025.

Pursuant to the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Ms. Sudha holds the office as an Additional Director till the date of the ensuing 18th Annual General Meeting (AGM) to be held on August 29, 2025.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, also recommended the appointment of Ms. Sudha as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years

effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

Ms. Sudha is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Ms. Sudha as per the provisions of the Act and the SEBI Listing Regulations, including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Sudha has also confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, Ms. Sudha is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. She is also registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Ms. Sudha fulfils the conditions for her appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations, and is independent of the management.

Ms. Sudha possesses the required skills, knowledge, and experience as identified by the Board in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, Finance and Risk Management Professional and Environmental, Sustainability and Governance, and her induction on the Qess Board will immensely benefit the Company.

Considering her expertise and knowledge, the Board considers that the appointment of Ms. Sudha as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Ms. Sudha as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive).

The Company has also received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Ms. Sudha as an Independent Director of the Company.

Ms. Sudha shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, as approved by the Members of the Company and the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 6 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of the draft letter of appointment of Ms. Sudha, setting out the terms and conditions of her appointment, is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Sudha including her profile and specific areas of expertise are given in this AGM Notice as 'Annexure 1'. Save and except Ms. Sudha and her relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7: To appoint Mr. Devarajan Samu (DIN: 00878956) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, had appointed Mr. Devarajan Samu (DIN: 00878956) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. June 19, 2025.

Pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with the above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Devarajan holds the office as an Additional Director till the date of the ensuing 18th Annual General Meeting (AGM) to be held on August 29, 2025.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, also recommended the appointment of Mr. Devarajan as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

Mr. Devarajan is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Devarajan as per the provisions of the Act and the SEBI Listing Regulations, including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act

and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Devarajan has also confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Mr. Devarajan is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. He is also registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Mr. Devarajan fulfils the conditions for his appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations, and is independent of the management.

Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years, unless a special resolution is passed to that effect. Therefore, the Board recommends continuation of Mr. Devarajan as an Independent Director beyond October 31, 2029, on account of him attaining the age of 75 (seventy-five) years during the term of his appointment for 5 (five) consecutive years effective June 19, 2025, till June 18, 2030.

Mr. Devarajan possesses the required skills, knowledge, and experience as identified by the Board in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, and Technology-led Transformation, and his induction on the Quesst Board will immensely benefit the Company.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Devarajan as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Devarajan as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive).

The Company has also received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Devarajan as an Independent Director of the Company.

Mr. Devarajan shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, as approved by the Members of the Company and the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of the draft letter of appointment of Mr. Devarajan, setting out the terms and conditions of his appointment, is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Devarajan including his profile and specific areas of expertise are given in this AGM Notice as 'Annexure 1'. Save and except Mr. Devarajan and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 8: To appoint Dr. Vivek Mansingh (DIN: 06903079) as a Director and as an Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, had appointed Dr. Vivek Mansingh (DIN: 06903079) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. June 19, 2025.

Pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with the above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Dr. Vivek holds the office as an Additional Director till the date of the ensuing 18th Annual General Meeting (AGM) to be held on August 29, 2025.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, also recommended the appointment of Dr. Vivek as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

Dr. Vivek is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Dr. Vivek as per the provisions of the Act and the SEBI Listing Regulations, including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and

Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Vivek has also confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Dr. Vivek is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Further, Dr. Vivek is also registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA), for lifetime.

In the opinion of the Board, Dr. Vivek fulfils the conditions for his appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations, and is independent of the management.

Dr. Vivek possesses the required skills, knowledge, and experience as identified by the Board in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, and Technology-led Transformation, and his induction on the Quess Board will immensely benefit the Company.

Considering his expertise and knowledge, the Board considers that the appointment of Dr. Vivek as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Dr. Vivek as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive).

The Company has also received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Dr. Vivek as an Independent Director of the Company.

Dr. Vivek shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, as approved by the Members of the Company and the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 8 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of the draft letter of appointment of Dr. Vivek, setting out the terms and conditions of his appointment, is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI),

requisite particulars of Dr. Vivek including his profile and specific areas of expertise are given in this AGM Notice as 'Annexure 1'. Save and except Dr. Vivek and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 9: To approve the commission payable to the Independent Directors of the Company

Pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors shall recommend all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors and shall require approval of shareholders in a general meeting. Further, Pursuant to the provisions of Section 197 read with Section 149 of the Companies Act, 2013, Independent & Non-Executive Directors are entitled to receive up to 1% of the Net profits of the Company as Commission. In the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the commission may be paid to Independent & Non-Executive Directors in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Section II of Part II of Schedule V of the Companies Act, 2013, and other applicable provisions, if any.

The Members of the Company at the 16th AGM held on September 26, 2023, had approved the payment of Commission to the Independent Directors of the Company of ₹ 7,50,000 (Rupees Seven Lakhs and Fifty Thousand only) for a period of 3 (three) years with effect from April 01, 2023, within the limit of 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, by way of annual payment, in addition to the sitting fees for attending the meetings of the Board of Directors or committees thereof and reimbursement of expenses.

With the introduction of the Companies Act, 2013, and the amendments in the Securities and Exchange Board of India Regulations, the role of the Independent Directors to maintain oversight has gone up. These changes have enhanced the Corporate Governance requirements, particularly Board Governance and Management, requiring greater time commitments, attention, and a higher level of oversight of the Independent Directors. The Company's Independent Directors are leading professionals with a high level of expertise and rich experience in functional areas such as business strategy, financial governance, and corporate governance, among others. The Company's Independent Directors have been shaping and steering the long-term strategy and making invaluable contributions towards Quess's Corporate Strategy, monitoring of risk management, and compliance.

Considering the above, the Board at its meeting held on May 19, 2025, has approved and recommended to the Members, to increase the amount of said Commission from ₹ 7,50,000

(Rupees Seven Lakhs and Fifty Thousand only) to ₹ 10,00,000 (Rupees Ten Lakhs only) for a period of 3 (three) years w.e.f. April 01, 2025, not exceeding 1% of the net profit of the Company, subject to the approval of the Shareholders at the ensuing Annual General Meeting.

Accordingly, the Board recommends the resolution as set out at Item No. 9 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

Details required under Section II of Part II of Schedule V of the Companies Act, 2013, are provided as 'Annexure 2' to the Notice.

Except the Independent Directors, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 10: To appoint the Secretarial Auditor of the Company

In accordance with the provisions of Section 204 of the Companies Act, 2013, read with the rules framed thereunder, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. On the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

The Audit Committee and the Board of Directors, at their respective meetings held on June 19, 2025, have approved and recommended the appointment of Mr. Parameshwar G Bhat, a Peer Reviewed Company Secretary in Practice (Membership No. F8860, C.P. No. 11004, Peer Review Certificate No. I2012KR932900) as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

Mr. Bhat is a Peer Reviewed Company Secretary in Practice based in Bengaluru. Academically, he holds multiple academic and professional qualifications, including a B.Com., LLB, LLM, MBA, and is a Fellow Member of the Institute of Company Secretaries of India (FCS). He provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits, and Compliance Audits for various reputed companies.

Mr. Bhat has given his consent to act as Secretarial Auditors of the Company and confirmed that his appointment, if approved, would be within the prescribed limits and that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and the SEBI Listing Regulations.

The proposed remuneration to be paid to Mr. Bhat for secretarial audit services for the Financial Year ending March 31, 2026, is ₹ 2.50 Lakhs (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes and out-of-pocket expenses. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of the Audit Committee. There is no material change in the fees payable to Mr. Parameshwar G Bhat from that paid to the previous Secretarial Auditor. Besides the secretarial audit services, the Company may also obtain certifications from Mr. Bhat under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

Accordingly, the Board recommends the resolution as set out at Item No. 10 of this 18th AGM Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board of Directors of
Quess Corp Limited**

Sd/-

Kundan K Lal

Senior Vice President and Company Secretary
Membership No. FCS 8393

Place: Bengaluru
Date : June 19, 2025

Annexure 1

ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 18TH AGM.

**(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial
Standard - 2 on General Meetings issued by ICSI)**

Brief Profile of Guruprasad Srinivasan



Mr. Guruprasad Srinivasan is the Executive Director and Group CEO of the Company. A founding member, he was the fourth employee of the Company. He has more than 26 years of industry experience, including leadership roles at GE Health, Hewitt Associates and People One Consulting. Over the years at Quess, he has built the Work Force Management Platform to be an industry leading one, set up the Shared Services Centre, integrated the Asset Management Business, and has been part of the team that takes key decisions at the corporate level. A natural leader, he has keen interest in photography and restoring Vintage vehicles.

He is a Stanford Ignite Graduate from the Stanford University Graduate School of Business, in addition to having a Master's in Business Administration.

Brief Profile of Kalpathi Ratna Girish



Mr. Kalpathi Ratna Girish is a fellow member of the Institute of Chartered Accountants of India and a graduate from Karnataka State Law University. He is also an associate member of the Australian Taxation Institute and holds a Post Graduate Diploma in Taxation practice from M S University, Baroda. He has spent 18 years at KPMG and was its Partner and Head of Tax for South India and National leader for tax dispute resolution practice. He has also been associated with tax advisory firms Baker Tilly DHC and LeapRidge. He now operates his CA proprietary firm KR Girish and Associates. He has been rated as one of the top tax professionals in the country consistently for the last 4 years by International Tax Review UK. He was the past president of the Bangalore Chamber of Industry and Commerce (BCIC) during 2009-10 and continues to be the Chairman of the Finance Committee of the Chamber. He has been invited to the Academic Board of the Chartered Institute of Taxation, London, and continues to serve there.

Over a span of 37 years, Mr. Girish has lent his considerable expertise to corporates in financial analysis and reporting, international taxation, including that related to M&As, internal controls, and business strategy. He also holds the flag in the areas of technology adoption for ERP and regulatory frameworks. Mr. Girish is much sought by corporates for his views on their business plans and for a second opinion on their strategic initiatives. He often advises corporates on the right capital allocation policy, keeping tax consequences and shareholder interests in mind. He has been involved with many large technology companies, particularly those with services as a major revenue stream. In today's world, where the importance of ESG cannot be overemphasised, he has provided critical inputs to corporates keen to address these global concerns.

Brief Profile of Sudha Suresh



Ms. Sudha Suresh is a qualified Chartered Accountant and Company Secretary from the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, respectively. She is also an ICWA Graduate from the Institute of Cost & Work Accountants of India.

She is a finance professional with a rich experience of more than two decades in private and public companies and a decade as a Practicing Chartered Accountant. She is the founding partner of S. Rao & Associates, Chartered Accountants, Bangalore. She is also the founder of Mani Capital. She was the Managing Director and CEO (2017-2018) and Chief Financial Officer (2008-2017) of Ujjivan Financial Services Limited. Prior to this, she served as the CFO/Finance Head for many companies.

She is currently serving as an Independent Director on the Boards of Ujjivan Small Finance Bank and Royal Sundaram General Insurance Co. Limited.

Brief Profile of Devarajan Samu



Mr. Devarajan Samu founded Transmation Consulting to provide Technology companies a platform to accelerate and transform their business strategies; to optimize operational efficiency and fuel expansion & growth. The Strategic Management firm also helps taking Technology Companies to the next level through a business transformation process and CXO mentoring.

Currently, he is an Independent Director on the Board of Tata Play Limited, Prime Focus Limited and Prime Focus Technologies Ltd. He also holds a Directorship position on the Board of DNEG India – the largest VFX company in the world. He is also on the Investment Committee Board of the Karnataka Semiconductor Venture Fund.

He has also served as a Director on the Board of Neilsoft Technologies and as a Chairman on the Board of ADC Communications Limited, a publicly listed company. He was a member of the Board of Trinity Mobility whose majority holdings are with Honeywell.

He was the past CEO and Managing Director of Cisco Systems in India. He managed Cisco's largest R&D Centre established outside the USA and built a successful offshore development program at Cisco, including cost-effective development centres. Prior to joining Cisco, he was the Managing Director of Tata Elxsi. He was one of the youngest Directors in the Tata Board. During his tenure, he played a pivotal role in making it one of the successful Tech companies of the Tata group.

He is the past President of the Manufacturers Association for Information Technology (MAIT) and was a Charter Member of TiE. He was also a member of the IT Hardware task force and IT Vision Task Force set up by the Chief Minister of Karnataka.

He holds B.Tech degree from the Indian Institute of Technology, Kharagpur.

Brief Profile of Vivek Mansingh



Dr. Vivek Mansingh is a distinguished engineer and accomplished entrepreneur with a rich academic and professional background. He graduated as a Gold Medallist engineer from NIT Allahabad, earned his PhD from Queen's University, Kingston, Canada, and completed an Executive Business Management Program at Stanford University.

He has been listed in the "National Who's Who of the United States" in the year 2000. He has also received India's highest Chanakya Innovative Leadership Award in 2012 from Public Relations Council of India and IT Man of the Year 2016 from Enterprise Connect, USA.

Previously, he has also served as the President - Collaboration & Communications Group at Cisco, Chairman at AxisCades Technologies Limited, Head at Dell R&D, Managing Director at Ishoni Networks (Acquired by Philips) and, Portal Software (Acquired by Oracle), in India. He also held the management positions in the top technology organizations, HP and Fujitsu in Silicon Valley, USA. He is also the founder of ATTI (Aavid) in USA. Dr. Mansingh is currently the General Partner of Your Nest VC Fund.

Other details:

Name of the Director	Mr. Guruprasad Srinivasan (DIN: 07596207)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Ms. Sudha Suresh (DIN: 06480567)	Mr. Devarajan Samu (DIN: 00878956)	Dr. Vivek Mansingh (DIN: 06903079)
Date of Birth & age	July 16, 1976 (49 Years)	January 24, 1958 (67 Years)	December 21, 1963 (61 Years)	October 31, 1954 (70 Years)	April 03, 1956 (69 Years)
Date of Appointment	February 10, 2022 (Retiring by rotation at the AGM)	August 31, 2020	June 19, 2025	June 19, 2025	June 19, 2025
Nature of his/her expertise in specific functional areas	- Corporate strategy & Capital allocation - Corporate and Board Governance - Global Business Management - Service Business Management - Technology-led Transformation - Finance & Risk Management Professional - Environment, Sustainability, and Governance	- Corporate strategy & Capital allocation - Corporate and Board Governance - Service Business Management - Technology-led Transformation - Finance & Risk Management Professional	- Corporate strategy & Capital allocation - Corporate and Board Governance - Global Business Management - Service Business Management - Finance & Risk Management Professional - Environment, Sustainability, and Governance	- Corporate strategy & Capital allocation - Corporate and Board Governance - Global Business Management - Service Business Management - Technology-led Transformation	- Corporate strategy & Capital allocation - Corporate and Board Governance - Global Business Management - Service Business Management - Technology-led Transformation
Qualification	Mr. Guruprasad is a Stanford Ignite Graduate from the Stanford University Graduate School of Business, in addition to having a Master's in Business Administration.	Mr. Girish is a fellow member of the Institute of Chartered Accountants of India and a graduate from Karnataka State Law University. He is also an associate member of the Australian Taxation Institute and holds a Post Graduate Diploma in Taxation practice from M S University, Baroda.	Ms. Sudha is a qualified Chartered Accountant and Company Secretary from the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, respectively. She is also an ICWA Graduate from the Institute of Cost & Work Accountants of India.	Mr. Devarajan holds B.Tech degree from the Indian Institute of Technology, Kharagpur.	Dr. Vivek is a distinguished engineer and accomplished entrepreneur with a rich academic and professional background. He graduated as a Gold Medallist engineer from NIT Allahabad, earned his PhD from Queen's University, Kingston, Canada, and completed an Executive Business Management Program at Stanford University.
Relationship with other Directors, Managers and KMPs	Nil	Nil	Nil	Nil	Nil
Directorship held in other listed entities	Nil	Pelatro Limited	Ujjivan Small Finance Bank Limited	Prime Focus Limited	Nil

Name of the Director	Mr. Guruprasad Srinivasan (DIN: 07596207)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Ms. Sudha Suresh (DIN: 06480567)	Mr. Devarajan Samu (DIN: 00878956)	Dr. Vivek Mansingh (DIN: 06903079)
Membership of Committees of the Board in other listed entities	Nil	Pelatro Limited • Audit Committee (Chairman) • Stakeholders Relationship Committee (Chairman) • Nomination and Remuneration Committee (Member)	Ujjivan Small Finance Bank Limited • Audit Committee (Chairperson) • Stakeholders Relationship Committee (Member) • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Member)	Prime Focus Limited • Audit Committee (Chairman) • Nomination and Remuneration Committee (Chairman) • Stakeholders Relationship Committee (Chairman) • ESOP Compensation Committee (Chairman)	Nil
Listed entities from which he/she has resigned in the past 3 (three) years	Alldigi Tech Limited	Nil	Nil	ADC India Communications Limited	Nil
Number of meetings of the Board attended during the year 2024-25 [Out of 5 (five) held]	5 (five)	5 (five)	Not Applicable	Not Applicable	Not Applicable
Terms and conditions of Appointment or Reappointment	Mr. Guruprasad is retiring by rotation at this AGM and is being appointed as a Director	Mr. Girish is being appointed as an Independent Director for the second term of 5 (five) consecutive years, effective August 31, 2025, to August 30, 2030 (both days inclusive), not liable to retire by rotation.	Ms. Sudha is being appointed as an Independent Director, for a term of 5 (five) consecutive years, effective June 19, 2025, till June 18, 2030 (both days inclusive), not liable to retire by rotation.	Mr. Devarajan is being appointed as an Independent Director, for a term of 5 (five) consecutive years, effective June 19, 2025, till June 18, 2030 (both days inclusive), not liable to retire by rotation.	Dr. Vivek is being appointed as an Independent Director, for a term of 5 (five) consecutive years, effective June 19, 2025, till June 18, 2030 (both days inclusive), not liable to retire by rotation.
Remuneration last drawn [FY 2024-25]	₹ 53.48 million	₹ 1.23 million (sitting fees and commission)	Not Applicable	Not Applicable	Not Applicable
Remuneration sought to be paid	Entitled to sitting fees, commission, and remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time.				
Shareholding in Qess Corp Limited	2,10,628 equity shares	Nil	Nil	Nil	Nil
Shareholding as a beneficial owner	Nil	Nil	Nil	Nil	Nil

Name of the Director	Mr. Guruprasad Srinivasan (DIN: 07596207)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Ms. Sudha Suresh (DIN: 06480567)	Mr. Devarajan Samu (DIN: 00878956)	Dr. Vivek Mansingh (DIN: 06903079)
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	-	Refer Explanatory Statement w.r.t. Item no. 5 and the skills and expertise as specified above in this table	Refer Explanatory Statement w.r.t. Item no. 6 and the skills and expertise as specified above in this table	Refer Explanatory Statement w.r.t. Item no. 7 and the skills and expertise as specified above in this table	Refer Explanatory Statement w.r.t. Item no. 8 and the skills and expertise as specified above in this table

Annexure 2

Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information:

Particulars	Details																														
Nature of industry	Quess Corp Limited is a pure-play Workforce Management company with the following business segments: (i) General Staffing, (ii) Professional Staffing, (iii) Overseas Business, and (iv) Digital Platforms.																														
Date or expected date of commencement of commercial production	The Company was incorporated on September 19, 2007, and commenced business from that date																														
In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable																														
Financial performance based on the given indicators	Standalone Financial Performance (₹ in million) <table><tr><th>Particulars</th><th>FY 2023-24</th><th>FY 2024-25</th></tr><tr><td>Revenue from operations and Other income</td><td>121,651.74</td><td>139,178.79</td></tr><tr><td>Total expenses</td><td>119,721.03</td><td>136,576.81</td></tr><tr><td>Profit /loss before tax (continuing operations)</td><td>1,828.87</td><td>1,056.62</td></tr><tr><td>Profit/loss after tax (continuing operations)</td><td>2,033.18</td><td>1,201.25</td></tr></table>Consolidate Financial Performance (₹ in million) <table><tr><th>Particulars</th><th>FY 2023-24</th><th>FY 2024-25</th></tr><tr><td>Revenue from operations and Other income</td><td>137,099.39</td><td>149,908.18</td></tr><tr><td>Total expenses</td><td>135,759.62</td><td>147,846.86</td></tr><tr><td>Profit /loss before tax (continuing operations)</td><td>1,329.22</td><td>417.97</td></tr><tr><td>Profit/loss after tax (continuing operations)</td><td>1,354.08</td><td>4,58.89</td></tr></table>	Particulars	FY 2023-24	FY 2024-25	Revenue from operations and Other income	121,651.74	139,178.79	Total expenses	119,721.03	136,576.81	Profit /loss before tax (continuing operations)	1,828.87	1,056.62	Profit/loss after tax (continuing operations)	2,033.18	1,201.25	Particulars	FY 2023-24	FY 2024-25	Revenue from operations and Other income	137,099.39	149,908.18	Total expenses	135,759.62	147,846.86	Profit /loss before tax (continuing operations)	1,329.22	417.97	Profit/loss after tax (continuing operations)	1,354.08	4,58.89
Particulars	FY 2023-24	FY 2024-25																													
Revenue from operations and Other income	121,651.74	139,178.79																													
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Profit /loss before tax (continuing operations)	1,329.22	417.97																													
Profit/loss after tax (continuing operations)	1,354.08	4,58.89																													
Foreign investments or collaborations, if any	The Company does not have any foreign collaborations. Fairbridge Capital Mauritius Limited, a foreign promoter of the Company, holds 34.15% equity shares of the Company as on March 31, 2025.																														

II. Information about the Directors:

Particulars	Sanjay Anandaram (DIN: 00579785)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Ms. Sudha Suresh* (DIN: 06480567)	Mr. Devarajan Samu* (DIN: 00878956)	Dr. Vivek Mansingh* (DIN: 06903079)
Background details	Mr. Sanjay Anandaram holds a Bachelor degree in Electrical Engineering from Kolkata's Jadavpur University and a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru.	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1
Past remuneration	Apart from the sitting fees for attending the Board and Committee Meetings of the Company, a commission of ₹ 7,50,000 was paid for the Financial Year 2024-25.	Apart from the sitting fees for attending the Board and Committee Meetings of the Company, a commission of ₹ 7,50,000 was paid for the Financial Year 2024-25.	Not Applicable	Not Applicable	Not Applicable
Recognition or awards	Sanjay has spent over 30 years as a corporate executive, investor, early-stage venture capitalist, teacher, and advisor to funds and entrepreneurs. He has significant experience in M&As and funding startups. Sanjay has written extensively in online and offline publications, including The Wall Street Journal and The Financial Express. He often shares his knowledge with students and corporate executives from various countries on innovation and entrepreneurship and has been a visiting faculty at Singapore campus of France's INSEAD business school. He is a mentor and board member of Sattva, a leading impact consulting firm including ESG.	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1

Job profile and his suitability	The Board and the Company will benefit from his experience and expertise in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, Technology-led transformation, Finance and Risk Management Professional and Environmental, Sustainability and Governance.	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1
Remuneration proposed	Payment of remuneration to the Independent Directors by way of commission of ₹ 10,00,000 (Rupees Ten Lakhs only) for a period of 3 (three) years w.e.f. April 01, 2025, not exceeding 1% of the net profit of the Company, in accordance with the applicable provisions of the Companies Act, 2013. In the event of any loss, absence, or inadequacy of the profits of the Company in any financial year, remuneration in the form of commission may be paid to Independent Directors in terms of Section II of Part II of Schedule V of the Companies Act, 2013.			
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the profile of the Directors, their responsibilities, and the area of their expertise, the remuneration is in line with remuneration drawn for similar positions in Companies of similar scale and size.			
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Save and except, receipt of commission and sitting fees, there are no other pecuniary relationships or transactions of Non-Executive Independent Directors with the Company.			

* Appointed w.e.f. June 19, 2025

III. Other Information

Particulars	Details
Reasons for loss or inadequate profits	
Steps taken or proposed to be taken for improvement	The Company intends to pay commission up to 1% of net profits only. However, minimum remuneration in the event of inadequate profits is being proposed as an abundant caution.
Expected increase in productivity and profits in measurable terms	

IV. Disclosures

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013, are disclosed in the Corporate Governance report to the extent applicable.

Annexure to the Board's Report for the Financial Year 2024-25

Information as per Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. Top 10 (ten) employees in terms of remuneration drawn during the year

Sl. No.	Employee Name	Designation	Qualification	Age (in years)	Experience (in years)	Remuneration (Rs. In Crores)	Date of commencement of employment	Previous employment & designation	% of equity shares held in the Company as on 31.03.2025
1	Guruprasad Srinivasan	Executive Director & Chief Executive Officer	MBA	48	28	5.44	27-Oct-07	GM - Operations PSD at Adecco	0.14
2	Kamal Pal Hoda	Executive Director & CEO	CA	43	22	4.16	29-Aug-22	CFO Mines HZL at Vendanta Group	0.01
3	Ruchi Ahluwalia	Group Chief People Officer (CPO)	MBA	47	23	2.64	01-Mar-21	Director - HR & CSR at Scania	0.01
4	Lohit Bhatia	President - Workforce Management	PGDBM	50	28	2.31	05-Jan-11	Center Head at Laurent and Benon Management	0.04
5	Suraj Prasad	Chief Financial Officer	CA	48	23	1.94	05-Jul-23	CFO & Head – Facilities & Procurement at AXA Go	0.01
6	Nitin Dave	Chief Executive Officer	PGDBM	51	24	1.51	15-Apr-21	Managing Director at Tenon	0.01
7	Kushal Maheshwari	Senior Vice President & Head - Treasury and Investor Relations	MBA	42	18	1.28	12-Jun-23	Head of Investor Relations & Treasury at Indai Mart	0.00
8	Bharat Agarwal	Vice President - Tax	CA	41	18	1.28	23-Aug-22	Tax Lead at AB Mauri	0.00
9	Tej Hans Raj Singh	Business Head - Digital Platform	MBA	47	23	1.27	15-Nov-07	Manager - Payroll at Pierian	0.00
10	Kapil Joshi	CEO - Ques IT Staffing, Recruitment & Search	BE	46	18	1.26	17-Aug-15	DGM National Head at Adecco	0.01

II. Employees drawing a remuneration of Rs. 1.02 Crores or above per annum and posted in India

Sl. No.	Employee Name	Designation	Qualification	Age (in years)	Experience (in years)	Remuneration (Rs. In Crores)	Date of commencement of employment	Previous employment designation	% of equity shares held in the Company as on 31.03.2025
1	Ramneek Teng	Chief Executive Officer	PGDBM	49	18	1.18	24-Aug-23	Vice President at Indigird	0.00
2	Ishaan Sarkar	Chief Business Officer - Food Services	B Arts	49	26	1.11	02-Nov-23	Vice President at RMZ Corp	0.00
3	Kundan Kumar Lal	Senior Vice President & Company Secretary	CS	53	20	1.10	15-Mar-19	Head of Legal & CS at Sonata Software	0.01
4	Deepaka Tulupule	Chief Financial Officer - WFM Platform	CA	47	20	1.03	01-Sep-22	Dir Actng at XL Health	0.00

Note: Apart from above 4 employees, name of the employees which has been mentioned in Table I above, have received remuneration of Rs. 1.02 Crores or above per annum. Hence, the details of the same have not been covered in this table.

III. Employed for the part of the year with an average salary above Rs. 8.5 lakhs per month

Sl. No.	Employee Name	Designation	Qualification	Age (in years)	Experience (in years)	Remuneration (Rs. In Crores)	Date of commencement of employment	Previous employment designation
1	Munish Kumar	CEO - FMSS (Facility Management and Security Services)	PGDIT	50	21	0.85	16-Aug-21	CEO Group Sales at First Meridian
2	Vijay Sivaram	Chief Executive Officer - IT Staffing, Recruitment & Search	PGDBM	45	20	0.79	19-Oct-07	Manager at Adecco

Note:

1. Remuneration shown above includes Salary, Allowances, Bonus (based on receipt), ESOP cost, Company's contribution to the provident fund and other perquisites valued as per the income Tax Rules, 1962, and Gratuity.
2. Nature of employment in all cases is contractual. The other terms and conditions are as per company's rules.
3. None of the employee is a relative of any Director or Manager of the Company.

For and on behalf of the Board of Directors of Qness Corp Limited

Sd/-
Ajit Isaac
Chairman
DIN: 00087168

Date: June 19, 2025
Place: Bengaluru