

October 25, 2018

The General Manager – Listing Dept.
Department of Corporate Services,
BSE Limited,
Floor 25, PJ Towers, Dalal Street,
Mumbai-400001.

The Vice President - Listing Dept.
National Stock Exchange of India Limited,
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051

Scrip Code: 539978

Scrip Symbol: QUESS

Dear Sir/Madam,

Sub: Outcome of the Board Meeting.

We wish to inform you that the Board of Directors of the Company at its meeting held today i.e., October 25, 2018 approved the following:

- 1) Unaudited (standalone and consolidated) financial results of the Company (subjected to limited review by the Statutory Auditors) for the quarter and half year ended September 30, 2018. Copy enclosed as Annexure 1.
- 2) The merger of the four Wholly Owned Subsidiaries i.e., Aravon Services Private Limited, CentreQ Business Services Private Limited, Coachieve Solutions Private Limited and Master Staffing Solutions Private Limited into Quess Corp Limited. The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with Circular CIR/CFD/CMD/4/2015 dated 9th September 2015 is enclosed as Annexure 2.
- 3) Press Release dated October 25, 2018 is enclosed as Annexure 3.

The meeting started at 3.30 pm and concluded at 7.00 pm.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
for Quess Corp Limited



Rajesh Kumar Modi
Vice President- Legal & Company Secretary

Encls: a/a

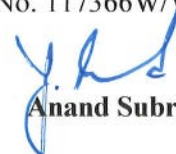
**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM
FINANCIAL RESULTS**
**TO THE BOARD OF DIRECTORS OF
QUESS CORP LIMITED**

1. We have reviewed the Financial Results of **QUESS CORP LIMITED** ("the Company"), for the quarter and half year ended September 30, 2018, included in the statement of Standalone Unaudited Financial Results of Quess Corp Limited ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (Ind AS 34), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or the financial results for the quarter and half year ended 30 September, 2018 contain any material misstatement.

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


Anand Subramanian
 Partner
 (Membership No. 110815)

Bengaluru, October 25, 2018

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

Part I: Statement of unaudited standalone financial results for the quarter and half year ended ended 30 September 2018

(INR in lakhs except per share data)

Sl. No.	Particulars	Standalone					
		Quarter ended			Half year ended		Year ended
		30 September 2018	30 June 2018	30 September 2017	30 September 2018	30 September 2017	31 March 2018
		(Unaudited)	(Unaudited)	(Unaudited) (Restated)*	(Unaudited)	(Unaudited) (Restated)*	(Audited)
1	Income						
	a) Revenue from operations	1,35,420.66	1,29,769.28	1,03,170.15	2,65,189.94	1,98,076.59	4,41,080.79
	b) Other income	996.78	1,079.24	1,689.42	2,076.02	2,089.00	4,630.25
	Total income (a + b)	1,36,417.44	1,30,848.52	1,04,859.57	2,67,265.96	2,00,165.59	4,45,711.04
2	Expenses						
	a) Cost of material and stores and spare parts consumed	3,395.20	2,930.70	2,777.82	6,325.90	5,204.29	12,305.84
	b) Employee benefit expense	1,10,063.08	1,04,805.56	86,710.58	2,14,868.64	1,65,816.44	3,64,302.10
	c) Finance costs	1,557.86	1,397.71	1,088.57	2,955.57	2,309.42	4,620.79
	d) Depreciation and amortisation expense	1,123.35	1,110.69	828.19	2,234.04	1,624.22	3,531.44
	e) Other expenses	14,845.74	15,213.60	8,101.13	30,059.34	15,919.75	40,548.52
	Total expenses (a + b + c + d + e)	1,30,985.23	1,25,458.26	99,506.29	2,56,443.49	1,90,874.12	4,25,308.69
3	Profit before exceptional items and tax (1-2)	5,432.21	5,390.26	5,353.28	10,822.47	9,291.47	20,402.35
4	Exceptional items	-	-	-	-	-	-
5	Profit before tax (3 + 4)	5,432.21	5,390.26	5,353.28	10,822.47	9,291.47	20,402.35
6	Tax expense/(credit) [refer note 7]						
	Current tax	1,084.63	1,121.71	1,091.34	2,206.34	1,894.28	4,205.15
	Income tax relating to previous year	-	-	(6,851.88)	-	(6,851.88)	(5,711.60)
	Deferred tax	(783.23)	(726.43)	(1,081.17)	(1,509.66)	(1,866.74)	(4,017.59)
	Total tax expense/(credit)	301.40	395.28	(6,841.71)	696.68	(6,824.34)	(5,524.04)
7	Profit for the period (5 - 6)	5,130.81	4,994.98	12,194.99	10,125.79	16,115.81	25,926.39
8	Other comprehensive income						
	<i>Items that will not be reclassified subsequently to profit or loss</i>						
	Remeasurement of defined benefit plans	(52.71)	(299.56)	(285.37)	(352.27)	(364.23)	(520.26)
	Income tax relating to items that will not be reclassified to profit or loss	19.42	103.67	98.76	123.09	126.05	165.82
	Other comprehensive income for the period, net of taxes	(33.29)	(195.89)	(186.61)	(229.18)	(238.18)	(354.44)
9	Total comprehensive income for the period (7 + 8)	5,097.52	4,799.09	12,008.38	9,896.61	15,877.63	25,571.95
10	Paid-up equity share capital (Face value of INR 10.00 per share)	14,608.48	14,548.42	14,548.42	14,608.48	14,548.42	14,548.42
11	Reserves i.e. Other equity						2,21,598.98
12	Earnings Per Share (EPS)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	(annualised)
	(a) Basic (INR)	3.53	3.43	8.76	6.96	11.80	18.38
	(b) Diluted (INR)	3.51	3.40	8.67	6.92	11.67	18.19

* Refer note 6 (a)

See accompanying notes to the financial results



Quess Corp Limited

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

Balance Sheet as at 30 September 2018

(INR in lakhs)

Particulars	As at 30 September 2018 (Unaudited)	As at 31 March 2018 (Audited)
A ASSETS		
1 Non-current assets		
Property, plant and equipment	5,053.52	5,273.94
Goodwill	55,346.80	55,346.80
Other intangible assets	16,624.51	17,614.36
Intangible assets under development	334.73	215.79
Financial assets		
(i) Non-current investments	67,463.78	60,151.89
(ii) Non-current loans	2,734.89	1,615.00
(iii) Other non-current financial assets	455.64	239.75
Deferred tax assets (net)	14,255.25	12,622.49
Income tax assets (net)	15,151.11	10,946.14
Other non-current assets	892.96	630.31
Total non-current assets	1,78,313.19	1,64,656.47
2 Current assets		
Inventories	717.32	651.46
Financial assets		
(i) Current investments	4,919.17	19,740.20
(ii) Trade receivables	48,140.52	53,986.06
(iii) Cash and cash equivalents	37,488.56	41,093.23
(iv) Bank balances other than cash and cash equivalents above	17,290.60	23,273.71
(v) Current loans	24,825.47	20,365.08
(vi) Unbilled revenue	47,539.62	31,888.91
(vii) Other current financial assets	2,970.14	1,866.30
Other current assets	5,488.55	1,688.65
Total current assets	1,89,379.95	1,94,553.60
Total Assets	3,67,693.14	3,59,210.07
B EQUITY AND LIABILITIES		
1 Equity		
Equity share capital	14,608.48	14,548.42
Other equity	2,31,824.96	2,21,598.98
Total equity	2,46,433.44	2,36,147.40
2 Liabilities		
Non-current liabilities		
Financial liabilities		
(i) Non-current borrowings	14,878.45	14,866.23
Non-current provisions	5,808.84	4,724.42
Total non-current liabilities	20,687.29	19,590.65
3 Current liabilities		
Financial liabilities		
(i) Current borrowings	40,015.39	57,857.40
(ii) Trade payables	10,524.27	8,822.30
(iii) Other current financial liabilities	29,194.89	25,965.40
Current provisions	319.45	339.68
Other current liabilities	20,518.41	10,487.24
Total current liabilities	1,00,572.41	1,03,472.02
Total liabilities	1,21,259.70	1,23,062.67
Total Equity and Liabilities	3,67,693.14	3,59,210.07

See accompanying notes to the financial results



Unaudited financial results for the quarter and half year ended 30 September 2018

Notes :

- The statement of unaudited standalone financial results ("the Statement") of Quess Corp Limited ("the Company") for the quarter and half year ended 30 September 2018 have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 25 October 2018. The statutory auditors, have issued an unqualified review report. Standalone financial results for the quarter ended 30 June 2018, quarter and half year ended 30 September 2017 and year ended 31 March 2018 were reviewed / audited by previous auditors.
- Pursuant to the provisions of the Listing Agreement, the Management has decided to publish unaudited consolidated financial results in the newspapers. The review report of the statutory auditors is being filed with Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") and is also available on the Company's website www.uesscorp.com.
- In accordance with Ind AS 108, Operating segments, segment information has been provided in the unaudited consolidated financial results of the Company and therefore no separate disclosure on segment information is given in these unaudited standalone financial results.
- During the previous year ended 31 March 2018, the Company had completed the Institutional Placement Programme ("IPP") and raised a total capital of INR 87,392.23 lakhs by issuing 10,924,029 equity shares of INR 10.00 each at a premium of INR 790.00 per equity share. The proceeds from IPP is INR 84,754.90 lakhs (net of estimated issue expenses).
Details of utilisation of IPP proceeds are as follows:

(INR in lakhs)

Particulars	Objects of the issue as per the prospectus	Utilised upto 30 September 2018	Unutilised amount as on 30 September 2018
Acquisitions and other strategic initiatives	62,500.00	38,648.76	23,851.24
Funding incremental working capital requirement of our Company	15,000.00	15,000.00	-
General corporate purpose	7,254.90	7,254.90	-
Total	84,754.90	60,903.66	23,851.24

Unutilised amounts of the issue have been temporarily deployed in fixed deposit with banks and invested in mutual funds which is in accordance with objects of the issue. The deployment of net proceeds is expected to be completed by 2020.

Expenses estimated by the Company amounting to INR 2,637.33 lakhs, in connection with IPP have been adjusted towards the securities premium in accordance with Section 52 of the Companies Act, 2013.

6 Acquisitions:

- During the year ended 31 March 2017, the Company had entered into definitive agreement with Manipal Integrated Services Private Limited ("MIS") dated 28 November 2016 to demerge the Facility Management Business and Catering Business (together means "Identified Business" or "Merged Business") of MIS through the Scheme of Arrangement ("the Scheme") at a consideration of INR 68,030.53 lakhs. The Board vide its meeting dated 28 November 2016 had approved the draft Scheme of Arrangement and filed the Scheme with BSE and NSE. The Company had received the approval from BSE and NSE dated 23 March 2017 and 27 March 2017 respectively.

During the year ended 31 March 2018, the Company had obtained approval from the National Company Law Tribunal ("NCLT") dated 30 November 2017, to merge Identified Business of MIS. The scheme had been filed with Registrar of Companies ("ROC") on 13 December 2017. The appointed date of the Scheme was 1 December 2016 which is the effective date of merger approved by NCLT. The NCLT order override the requirements under Ind AS 103, Business Combinations, and hence the Company has considered the date of acquisition as 1 December 2016. The Company has considered the said merger as a business acquisition from the appointed date and accordingly have restated its results for the comparative quarter including Earnings Per Share ("EPS").

The impact of merger on the Statement are as follows:

(INR in lakhs except per share data)

Particulars	For the quarter ended 30 September 2017	For the half year ended 30 September 2017
Revenue (including other income)	6,138.56	11,367.70
Total expenditure	5,554.58	10,257.67
Profit after tax	(1,222.10)	168.20
Basic Earning Per Share	(0.88)	0.12
Diluted Earnings Per Share	(0.87)	0.12

The identified business includes two subsidiaries namely Master Staffing Solutions Private Limited (100.00% owned) and Golden Star Facilities and Services Private Limited (60.00% owned). The Company has a contractual commitment to acquire the non-controlling interest in Golden Star Facilities and Services Private Limited. During the previous year ended 31 March 2018, the Company has completed the purchase price allocation and has recognised assets and liabilities of the acquired business at its fair value including intangible assets. Post allocation of purchase price, the Company has recorded goodwill of INR 55,301.60 lakhs.

- During the previous year ended 31 March 2018, the Company had entered into Share Purchase Cum Shareholder's Agreement ("SPSHA") dated 24 January 2018 and subsequent amendment agreement dated 28 March 2018 with Greenpiece Projects Private Limited, Greenpiece Landscapes India Private Limited ("GLIPL") and its Shareholders to acquire equity stake in GLIPL. As per these agreements, the Company has agreed to acquire 100.00% equity stake in GLIPL in various tranches. During the quarter ended 30 June 2018, the Company had acquired 90.00% equity stake in GLIPL at a consideration of INR 2,160.00 lakhs and thus GLIPL has become the subsidiary of the Company. The Company has a contractual commitment to acquire the non-controlling interest.



- (c) During the quarter ended 30 June 2018, the Company had acquired 100.00% equity stake in HCL Computing Products Limited ("HCPL") at an estimated consideration of INR 3,000.00 lakhs and thus HCPL has become the subsidiary of the Company. The name of HCPL has been changed to Qdigi Services Limited w.e.f. 21 February 2018.
- (d) During the half year ended 30 September 2018, the Company had entered into an agreement (amendment to the original share subscription agreement dated 19 October 2016) with Simpliance Technologies Private Limited ("STPL") to subscribe for additional 8.00% equity stake at a consideration of INR 200.00 lakhs. Accordingly, the Company's equity stake has increased to 53.00% and STPL has become the subsidiary of the Company.
- (e) During the half year ended 30 September 2018, the Company had entered into a Share Purchase Agreement ("SPA") dated 5 September 2018 with Heptagon Technologies Private Limited ("Heptagon") and its shareholders to subscribe for additional 3.00% shares for a consideration of INR 150.00 lakhs. As of 30 September 2018, the Company holds 49.00% equity stake in Heptagon.
- 7 As per the amendment in the Finance Act 2016, deduction under Section 80JJAA of Income Tax Act, 1961 was extended across all sectors subject to fulfilment of conditions as stipulated in the said Section. The amendment was first applicable for the financial year ended 31 March 2017. Since the provision was subject to a number of clarifications and interpretations, the Company had obtained an opinion from an external advisor establishing its eligibility and method to compute deduction under Section 80JJAA during the year ended 31 March 2018. Resultantly, the Company had accounted for 80JJAA deduction and the related deduction for the year ended 31 March 2017 in the previous year ended 31 March 2018.
- 8 Effective 1 April 2018, the Company had adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative effect method. The standard is applied retrospectively only to contracts that were not completed as at the date of 1 April 2018 and the comparative information is not restated in the unaudited standalone financial results. The adoption of the standard did not have any material impact to the unaudited financial results of the Company.
- 9 During the quarter ended 30 June 2018, the Company had entered into a Composite Scheme of Arrangement and Amalgamation ("the Scheme") 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 will demerge its Human Resource Services business (including investment in shares of Quess Corp Limited) into the Company on a going concern basis. The Board vide its meeting dated 23 April 2018 had approved the Scheme and filed the Scheme with BSE and NSE and is awaiting approval. As a part of consideration, the Company will issue its own shares to the shareholders of TCIL.
- 10 During the quarter ended 30 September 2018, the Company has entered into contractual arrangements to acquire controlling stakes in Quess East Bengal FC Private Limited.
- 11 On 29 August 2018, the Company has completed the sale of its 74.00% equity stake in Inticore VJP Advance Systems Private Limited.
- 12 During the half year ended 30 September 2018, the Company has reviewed and reassessed the presentation of defined benefit obligations. Consequently, an amount of INR 2,507.57 lakhs representing provision for gratuity as at 31 March 2018, earlier classified under "current provisions" has been reclassified to "non-current provisions". This change has no impact on the profit /(loss) for the reporting periods.

for and on behalf of the Board of Directors of
Quess Corp Limited



Ajit Isaac
Chairman & Managing Director
Place: Bengaluru
Date: 25 October 2018



Disclosures in compliance with regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30 September 2018.

(a) Details of Outstanding Non-Convertible Debentures:

Sl.No	Name of Series	No of debentures	Amount of Issue in INR
1	8.25% NCD's (issued on 21 January 2017)	1500.00	150,00,00,000

(b) Credit Rating :

The Credit rating in respect of the above mentioned NCD series is "AA-" by ICRA. We confirm that there is no change in the credit rating as of date.

(c) Asset coverage : 4.15 times*

(d) Debt-Equity ratio: 0.23 times**

(e)

Previous due date for payment of Interest: 20-Jan-2018

Next due date for payment of principal and interest

Particulars	Principal due date	Amount in INR	Interest due date	Amount in INR
8.25% NCD's (issued on 21 January 2017)	NIL	NIL	20-Jan-19	12,37,50,000
8.25% NCD's (issued on 21 January 2017)	NIL	NIL	20-Jan-20	12,37,50,000
8.25% NCD's (issued on 21 January 2017)	NIL	NIL	20-Jan-21	12,37,50,000
8.25% NCD's (issued on 21 January 2017)	20-Jan-22	150,00,00,000	20-Jan-22	12,37,50,000

(f) Debt service coverage ratio: 0.34 times***

(g) Interest service coverage ratio: 3.96 times****

(h) Debenture redemption reserve: INR 1,312.50 lakhs as at 30 September 2018

(i) Net worth: INR 2,46,433.44 lakhs as at 30 September 2018

(j) Net profit after tax: INR 10,125.79 lakhs as at 30 September 2018

(k) Earnings per share: Included in the results

* Asset coverage ratio = [(Total assets-Intangible assets)-(Current liabilities-short term debt)] divided by total debt.

** Debt-equity ratio = Total debt divided by Equity.

*** DSCR = [Net operating income divided by total debt service]

**** ISCR = [Profit before interest and exceptional items divided by interest expense]



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

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

1. We have reviewed the Financial Results of **QUESS CORP LIMITED** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its share of the profit / (loss) of its associates and joint venture for the quarter and half year ended September 30, 2018, included in the statement of Consolidated Unaudited Financial Results of Quess Corp Limited ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Holding Company's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the results of the entities included in Annexure A to this report.
4. Based on our review conducted as stated above and based on the consideration of the review reports of the other auditors referred to in paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing obligations and Disclosure Requirements) regulations, 2015, as modified by CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or the financial results for the quarter and half year ended 30 September, 2018 contain any material misstatement.

Y. J.



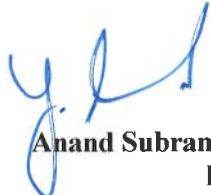
5. We did not review the interim financial information of 10 (ten) subsidiaries included in the unaudited consolidated financial results, whose interim financial information reflect total assets of Rs. 1,53,543.02 lakhs as at half year ended September 30, 2018, total revenues of Rs. 56,095.50 lakhs and Rs. 1,08,108.38 lakhs for the Quarter and half year ended September 30, 2018, respectively, and total comprehensive income of Rs. 1,776.00 lakhs and Rs. 2,622.49 lakhs for the Quarter and half year ended September 30, 2018, respectively, as considered in the unaudited consolidated financial results. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our report on the statement is not modified in respect of this matter.

6. The unaudited consolidated financial results includes the interim financial information of 24 subsidiaries which have not been reviewed or audited by their auditors, whose interim financial information reflect total assets of Rs.56,101.56 lakhs as at half year ended September 30, 2018, total revenues of Rs. 18,967.64 lakhs and Rs. 34,852.90 lakhs for the quarter and half year ended September 30, 2018, respectively, and total comprehensive loss of Rs. 218.97 lakhs and Rs. 616.75 lakhs for the quarter and half year ended September 30, 2018, respectively, as considered in the unaudited consolidated financial results. The unaudited consolidated financial results also includes the Group's share of profit after tax of Rs. 306.38 lakhs and Rs. 465.49 for the quarter and half year ended September 30, 2018, respectively, in respect of one (1) joint venture and four (4) associates, based on their interim financial information which have not been reviewed or audited by their auditors. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group.

Our report on the statement is not modified in respect of our reliance on the interim financial information certified by the Management.

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


Anand Subramanian
Partner
(Membership No. 110815)

Bengaluru, October 25, 2018

Annexure A:

Subsidiary/ Step Subsidiary-	<ol style="list-style-type: none"> 1. Aravon Services Private Limited 2. CentreQ Business Services Private Limited 3. Coachieve Solutions Private Limited 4. Conneqt Business Solutions Limited (fka: Tata Business Support Services Limited) 5. Dependo Logistics Solutions Private Limited 6. Excelus Learning Solutions Private Limited 7. Golden Star Facilities & Services Private Limited 8. Greenpiece Landscapes India Private Limited 9. Inticore VJP Advance Systems Pvt. Ltd., 10. Master Staffing Solutions Private Limited 11. MFX Infotech Private Limited 12. Monster.com (India) Private Limited 13. Qdigi Services Limited (fka: HCL Computing Products) 14. Vedang Cellular Services Private Limited 15. Brainhunter Companies LLC 16. Brainhunter Systems Ltd. 17. Comtel Solutions Pte. Limited 18. Comtelink Sdn. Bhd. 19. Comtelpro Pte. Limited 20. Ikya Business Services (Private) Limited 21. MFX Chile SpA 22. MFXchange Holdings Inc. 23. MFXchange US Inc. 24. Mindwire Systems Limited 25. Monster Malaysia SDN. BHD 26. Monster.com.HK Limited 27. Monster.com.SG PTE Limited 28. Quess Corp (USA) Inc. 29. Quess Corp Holdings Pte Ltd 30. Quess Corp Vietnam LLC (Date of Incorporation : March 26, 2018) 31. Quess Lanka (Private) Limited [(fka: Randstad Lanka (Private) Limited)] 32. Quess Philippines Corp. 33. Quessglobal Malaysia Sdn. Bhd. 34. Simpliance Technologies Private Limited
Associate-	<ol style="list-style-type: none"> 1. Heptagon Technologies Private Limited 2. Terrier Security Services (India) Private Limited 3. Trimax Smart Infraprojects Private Limited 4. Quess Recruit, Inc.
Joint venture-	<ol style="list-style-type: none"> 1. Himmer Industrial Services (M) Sdn. Bhd.

Y.1



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

Part I: Statement of unaudited consolidated financial results for the quarter and half year ended 30 September 2018 (INR in lakhs except per share data)

Sl. No.	Particulars	Consolidated					
		Quarter ended			Half year ended		Year ended
		30 September 2018	30 June 2018	30 September 2017	30 September 2018	30 September 2017	31 March 2018
		(Unaudited)	(Unaudited)	(Unaudited) Restated*	(Unaudited)	(Unaudited) Restated*	(Audited)
1	Income						
	a) Revenue from operations	209,171.14	196,835.30	139,525.31	406,006.44	269,255.78	616,726.07
	b) Other income	1,427.45	1,560.99	1,681.38	2,988.44	2,034.46	5,692.16
	Total income (a + b)	210,598.59	198,396.29	141,206.69	408,994.88	271,290.24	622,418.23
2	Expenses						
	a) Cost of material and stores and spare parts consumed	8,370.32	6,495.25	3,277.01	14,865.57	6,123.38	14,221.87
	b) Employee benefit expense	164,117.03	154,864.67	116,921.34	318,981.70	225,687.86	507,931.79
	c) Finance costs	2,818.86	2,610.24	1,566.84	5,429.10	3,263.17	7,545.39
	d) Depreciation and amortisation expense	2,907.71	2,987.06	1,439.47	5,894.77	2,795.94	7,474.01
	e) Other expenses	25,481.26	25,229.58	11,437.50	50,710.84	22,034.77	59,136.01
	Total expenses (a + b + c + d + e)	203,695.18	192,186.80	134,642.16	395,881.98	259,905.12	596,309.07
3	Profit before share of profit/ (loss) of equity accounted investees, exceptional items and tax (1 - 2)	6,903.41	6,209.49	6,564.53	13,112.90	11,385.12	26,109.16
4	Share of profit/ (loss) of equity accounted investees (net of income tax)	306.38	159.11	(23.10)	465.49	31.99	36.49
5	Profit before exceptional items and tax (3+4)	7,209.79	6,368.60	6,541.43	13,578.39	11,417.11	26,145.65
6	Exceptional items	-	-	-	-	-	-
7	Profit before tax (5+6)	7,209.79	6,368.60	6,541.43	13,578.39	11,417.11	26,145.65
8	Tax expense/ (credit) [refer note 6]						
	Current tax	1,784.93	2,253.57	1,510.67	4,038.50	2,620.19	6,260.55
	Income tax relating to previous year	-	-	(6,749.42)	-	(6,749.42)	(5,651.55)
	Deferred tax	(739.74)	(1,325.59)	(954.91)	(2,065.33)	(1,754.25)	(5,439.54)
	Total tax expense/ (credit)	1,045.19	927.98	(6,193.66)	1,973.17	(5,883.48)	(4,830.54)
9	Profit for the period (7 - 8)	6,164.60	5,440.62	12,735.09	11,605.22	17,300.59	30,976.19
10	Other comprehensive income						
	(i) Items that will not be reclassified subsequently to profit or loss						
	Remeasurement of defined benefit plans	(110.49)	(324.79)	(285.37)	(435.28)	(364.23)	(470.85)
	Income tax relating to items that will not be reclassified to profit or loss	39.61	112.49	98.76	152.10	126.05	152.46
	Share of other comprehensive income of equity accounted investees (net of income tax)	-	(34.73)	1.42	(34.73)	3.96	15.40
	(ii) Items that will be reclassified subsequently to profit or loss						
	Exchange differences in translating financial statements of foreign operations	1,078.80	250.30	149.01	1,329.10	200.91	(83.38)
	Other comprehensive income for the period, net of taxes	1,007.92	3.27	(36.18)	1,011.19	(33.31)	(386.37)
11	Total comprehensive income for the period (9 + 10)	7,172.52	5,443.89	12,698.91	12,616.41	17,267.28	30,589.82
12	Profit attributable to:						
	Owners of the Company	6,181.15	5,480.02	12,752.87	11,661.17	17,318.90	31,098.72
	Non-controlling interests	(16.55)	(39.40)	(17.78)	(55.95)	(18.31)	(122.53)
13	Other comprehensive income attributable to:						
	Owners of the Company	1,007.92	3.27	(36.18)	1,011.19	(33.31)	(386.37)
	Non-controlling interests	-	-	-	-	-	-
14	Total comprehensive income attributable to:						
	Owners of the Company	7,189.07	5,483.29	12,716.69	12,672.36	17,285.59	30,712.35
	Non-controlling interests	(16.55)	(39.40)	(17.78)	(55.95)	(18.31)	(122.53)
15	Paid-up equity share capital (Face value of INR 10.00 per share)	14,608.48	14,548.42	14,548.42	14,608.48	14,548.42	14,548.42
16	Reserves i.e. Other equity						231,527.90
17	Earning Per Share (EPS)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	(not annualised)	(annualised)
	(a) Basic (INR)	4.25	3.77	9.16	8.01	12.68	22.05
	(b) Diluted (INR)	4.22	3.73	9.06	7.97	12.54	21.82

* Refer note 5(a)

See accompanying notes to the financial results



Quess Corp Limited Registered Office: Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru 560 103; CIN No. L74140KA2007PLC043909		
Consolidated Balance Sheet as at 30 September 2018		(INR in lakhs)
Particulars	As at 30 September 2018	As at 31 March 2018
	(Unaudited)	(Audited)
A ASSETS		
1 Non-current assets		
Property, plant and equipment	23,239.92	23,249.12
Capital work in progress	113.35	18.87
Goodwill	117,764.46	109,593.33
Other intangible assets	26,670.41	30,320.77
Intangible assets under development	411.56	215.79
Investments in equity accounted investees	8,945.15	8,578.78
Financial assets		
(i) Non-current investments	297.74	297.74
(ii) Non-current loans	6,769.65	5,150.58
(iii) Other non-current financial assets	5,527.38	5,258.21
Deferred tax assets (net)	17,845.30	15,556.23
Income tax assets (net)	26,027.96	20,918.27
Other non-current assets	2,271.88	1,792.41
Total non-current assets	235,884.76	220,950.10
2 Current assets		
Inventories	2,218.65	849.45
Financial assets		
(i) Current investments	5,000.85	19,740.20
(ii) Trade receivables	90,775.09	92,067.85
(iii) Cash and cash equivalents	55,467.78	56,611.15
(iv) Bank balances other than cash and cash equivalents above	20,080.84	27,040.22
(v) Current Loans	19,814.48	17,431.63
(vi) Unbilled revenue	72,514.17	47,287.46
(vii) Other current financial assets	2,385.42	1,724.37
Other current assets	10,428.11	6,160.90
Total current assets	278,685.39	268,913.23
Total Assets	514,570.15	489,863.33
B EQUITY AND LIABILITIES		
1 Equity		
Equity share capital	14,608.48	14,548.42
Other equity	244,529.60	231,527.90
Total equity attributable to equity holders of the Company	259,138.08	246,076.32
Non-controlling interests	215.56	157.78
Total equity	259,353.64	246,234.10
2 Liabilities		
Non-current liabilities		
Financial liabilities		
(i) Non-current borrowings	23,432.42	26,860.08
(ii) Other non-current financial liabilities	20,626.07	19,569.04
Deferred income tax liabilities (net)	27.99	22.40
Non-current provisions	10,292.65	9,102.81
Total non current liabilities	54,379.13	55,554.33
3 Current liabilities		
Financial liabilities		
(i) Current borrowings	54,082.44	69,760.56
(ii) Trade payables	19,282.64	14,812.32
(iii) Other current financial liabilities	90,905.64	78,395.08
Income tax liabilities (net)	1,292.07	961.19
Current provisions	1,616.95	1,438.46
Other current liabilities	33,657.64	22,707.29
Total current liabilities	200,837.38	188,074.90
Total Equity and Liabilities	514,570.15	489,863.33

See accompanying notes to the financial results



Ques Corp Limited

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

Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Group performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments viz. People services, Technology solutions, Facility management, Industrials and Internet business. The accounting principles used in the preparation of these financial results are consistently applied to record revenue and expenditure in individual segments.

Statement of unaudited consolidated segment wise revenue, results, assets and liabilities for the quarter and half year ended 30 September 2018 (INR in lakhs)

Sl. No.	Particulars	Consolidated					
		Quarter ended			Half year ended		Year ended
		30 September 2018	30 June 2018	30 September 2017	30 September 2018	30 September 2017	31 March 2018
		(Unaudited)	(Unaudited)	(Unaudited) Restated*	(Unaudited)	(Unaudited) Restated*	(Audited)
1	Segment revenue						
	a) People services	91,288.49	86,930.58	68,329.24	178,219.07	130,266.15	287,814.10
	b) Technology solutions	70,718.52	66,376.44	38,996.27	137,094.96	77,967.70	186,806.69
	c) Facility management	31,120.88	27,885.39	24,694.55	59,006.27	47,466.72	102,725.19
	d) Industrials	12,301.67	11,957.31	7,505.25	24,258.98	13,555.21	37,041.16
	e) Internet business	3,741.58	3,685.58	-	7,427.16	-	2,338.93
	Total Income from operations	209,171.14	196,835.30	139,525.31	406,006.44	269,255.78	616,726.07
2	Segment results						
	a) People services	4,160.82	3,922.25	3,266.79	8,083.07	6,333.01	13,624.35
	b) Technology solutions	3,963.47	3,463.01	2,505.71	7,426.48	4,853.69	11,805.90
	c) Facility management	2,113.29	1,653.22	1,584.03	3,766.51	3,079.33	6,715.02
	d) Industrials	529.38	474.96	354.30	1,004.34	627.90	1,497.62
	e) Internet business	(555.24)	(589.85)	-	(1,145.09)	-	(361.90)
	Total	10,211.72	8,923.59	7,710.83	19,135.31	14,893.93	33,280.99
	Less: (i) Unallocated corporate expenses	1,916.90	1,664.85	1,260.84	3,581.75	2,280.10	5,318.60
	Less: (ii) Finance costs	2,818.86	2,610.24	1,566.84	5,429.10	3,263.17	7,545.39
	Add: (iii) Other income	1,427.45	1,560.99	1,681.38	2,988.44	2,034.46	5,692.16
	Add: (iv) Share of profit/ (loss) of equity accounted investees (net of income tax)	306.38	159.11	(23.10)	465.49	31.99	36.49
	Total profit before tax	7,209.79	6,368.60	6,541.43	13,578.39	11,417.11	26,145.65
3	Segment assets						
	a) People services	49,203.46	47,839.53	44,436.45	49,203.46	44,436.45	42,809.19
	b) Technology solutions	150,068.78	145,562.86	76,212.68	150,068.78	76,212.68	132,538.39
	c) Facility management	109,465.42	106,241.87	98,905.16	109,465.42	98,905.16	101,772.97
	d) Industrials	24,483.88	29,701.77	15,472.22	24,483.88	15,472.22	25,552.78
	e) Internet business	18,730.79	17,486.46	-	18,730.79	-	18,493.38
	f) Unallocated	162,617.82	159,444.72	143,420.98	162,617.82	143,420.98	168,696.62
	Total	514,570.15	506,277.21	378,447.49	514,570.15	378,447.49	489,863.33
4	Segment liabilities						
	a) People services	35,112.56	34,129.34	19,316.22	35,112.56	19,316.22	29,433.67
	b) Technology solutions	56,415.21	52,937.29	19,178.27	56,415.21	19,178.27	42,967.14
	c) Facility management	21,629.80	19,812.06	17,297.36	21,629.80	17,297.36	15,597.43
	d) Industrials	6,851.98	12,427.93	4,367.10	6,851.98	4,367.10	8,665.02
	e) Internet business	12,707.52	12,421.57	-	12,707.52	-	13,142.20
	f) Unallocated	122,499.44	122,685.50	85,503.43	122,499.44	85,503.43	133,823.77
	Total	255,216.51	254,413.69	145,662.38	255,216.51	145,662.38	243,629.23

* Refer note 5(a)

See accompanying notes to the financial results



Unaudited consolidated financial results for the quarter and half year ended 30 September 2018

Notes :

- 1 The statement of unaudited consolidated financials results ("the Statement") of Quess Corp Limited ("the Company") including its subsidiaries (collectively known as the "Group"), its associates and its joint venture (as mentioned in Appendix 1 to these notes) for the quarter and half year ended 30 September 2018 are prepared in accordance with Indian Accounting Standards ("IND AS") as prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 25 October 2018. The statutory auditors, have issued an unqualified review report. Consolidated financial results for the quarter ended 30 June 2018, quarter and half year ended 30 September 2017 and year ended 31 March 2018 were reviewed / audited by previous auditors.
- 3 Pursuant to the provisions of the Listing Agreement, the Management has decided to publish unaudited consolidated financial results in the newspapers. The review report of the statutory auditors is being filed with Bombay Stock Exchange ("BSE") and National Stock Exchange ("NSE") and is also available on the Company's website www.quescorp.com.
- 4 During the previous year ended 31 March 2018, the Company had completed the Institutional Placement Programme ("IPP") and raised a total capital of INR 87,392.23 lakhs by issuing 10,924,029 equity shares of INR 10.00 each at a premium of INR 790.00 per equity share. The proceeds from IPP is INR 84,754.90 lakhs (net of estimated issue expenses).

Details of utilisation of IPP proceeds are as follows:

Particulars	Objects of the issue as per the prospectus	Utilised upto 30 September 2018	(INR in lakhs)
			Unutilised amount as on 30 September 2018
Acquisitions and other strategic initiatives	62,500.00	38,648.76	23,851.24
Funding incremental working capital requirement of our Company	15,000.00	15,000.00	-
General corporate purpose	7,254.90	7,254.90	-
Total	84,754.90	60,903.66	23,851.24

Unutilised amounts of the issue have been temporarily deployed in fixed deposit with banks and invested in mutual funds which is in accordance with objects of the issue. The deployment of net proceeds is expected to be completed by 2020.

Expenses estimated by the Company amounting to INR 2,637.33 lakhs, in connection with IPP have been adjusted towards the securities premium in accordance with Section 52 of the Companies Act, 2013.

5 Acquisitions:

- a) During the year ended 31 March 2017, the Company had entered into definitive agreement with Manipal Integrated Services Private Limited ("MIS") dated 28 November 2016 to demerge the Facility Management Business and Catering Business (together means "Identified Business" or "Merged Business") of MIS through the Scheme of Arrangement ("the Scheme") at a consideration of INR 70,846.53 lakhs. The Board vide its meeting dated 28 November 2016 had approved the draft Scheme of Arrangement and filed the Scheme with BSE and NSE. The Company had received the approval from BSE and NSE dated 23 March 2017 and 27 March 2017 respectively.

During the year ended 31 March 2018, the Company had obtained approval from the National Company Law Tribunal ("NCLT") dated 30 November 2017, to merge Identified Business of MIS. The scheme had been filed with Registrar of Companies ("ROC") on 13 December 2017. The appointed date of the Scheme was 1 December 2016 which is the effective date of merger approved by NCLT. The NCLT order override the requirements under Ind AS 103, Business Combinations, and hence the Company has considered the date of acquisition as 1 December 2016. The Company has considered the said merger as a business acquisition from the appointed date and accordingly have restated its results for the comparative quarter including Earnings Per Share ("EPS").

The impact of merger on the Statement are as follows:

Particulars	(INR in lakhs except per share data)	
	For the quarter ended 30 September 2017	For the half year ended 30 September 2017
Revenue (including other income)	12,140.37	23,072.90
Total expenditure	11,369.65	21,588.72
Profit after tax	(1,103.03)	406.85
Basic Earning Per Share	(0.79)	0.30
Diluted Earnings Per Share	(0.78)	0.29

The identified business includes two subsidiaries namely Master Staffing Solutions Private Limited (100.00% owned) and Golden Star Facilities and Services Private Limited (60.00% owned). The Company has a contractual commitment to acquire the non-controlling interest in Golden Star Facilities and Services Private Limited. During the previous year ended 31 March 2018, the Company had completed the purchase price allocation and has recognised assets and liabilities of the acquired business at its fair value including intangible assets. Post allocation of purchase price, the Company has recorded goodwill of INR 60,055.07 lakhs.



- b) During the previous year ended 31 March 2018, the Company had entered into Share Purchase Cum Shareholder's Agreement ("SPSHA") dated 24 January 2018 and subsequent amendment agreement dated 28 March 2018 with Greenpiece Projects Private Limited, Greenpiece Landscapes India Private Limited ("GLIPL") and its Shareholders to acquire equity stake in GLIPL. As per these agreements, the Company has agreed to acquire 100.00% equity stake in GLIPL in various tranches. During the previous quarter ended 30 June 2018, the Company had acquired 90.00% equity stake in GLIPL at a consideration of INR 2,160.00 lakhs and thus GLIPL has become the subsidiary of the Company. The Company has a contractual commitment to acquire the non-controlling interest. The Company has opted for the measurement period exemption on purchase price allocation and based on the provisional allocation has recognised a goodwill of INR 1,892.06 lakhs.
- c) During the quarter ended 30 June 2018, the Company had acquired 100.00% equity stake in HCL Computing Products Limited ("HCPL") at an estimated consideration of INR 3,000.00 lakhs and thus HCPL has become the subsidiary of the Company. The name of HCPL has been changed to Qdigi Services Limited w.e.f. 21 February 2018.
- d) During the quarter ended 30 September 2018, the Company has entered into an agreement (amendment to the original share subscription agreement dated 19 October 2016) with Simpliance Technologies Private Limited ("STPL") to subscribe for additional 8.00% equity stake at a consideration of INR 200.00 lakhs. Accordingly, the Company's equity stake has increased to 53.00% and STPL has become the subsidiary of the Company.
- e) The Company had entered into a Share Purchase Agreement ("SPA") dated 5 September 2018 with Heptagon Technologies Private Limited ("Heptagon") and its shareholders to subscribe for additional 3.00% shares for a consideration of INR 150.00 lakhs. As of 30 September 2018, the Company holds 49.00% equity stake in Heptagon.
- 6 As per the amendment in the Finance Act 2016, deduction under Section 80JJAA of Income Tax Act, 1961 was extended across all sectors subject to fulfilment of conditions as stipulated in the said Section. The amendment was first applicable for the financial year ended 31 March 2017. Since the provision was subject to a number of clarifications and interpretations, the Company had obtained an opinion from an external advisor establishing its eligibility and method to compute deduction under Section 80JJAA during the year ended 31 March 2018. Resultantly, the Company had accounted for 80JJAA deduction and the related deduction for the year ended 31 March 2017 in the previous year ended 31 March 2018.
- 7 Effective 1 April 2018, the Group has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative effect method. The standard is applied retrospectively only to contracts that were not completed as at the date of 1 April 2018 and the comparative information is not restated in the unaudited consolidated financial results. The adoption of the standard did not have any material impact to the unaudited consolidated financial results of the Group.
- 8 During the quarter ended 30 June 2018, the Company had entered into a Composite Scheme of Arrangement and Amalgamation ("the Scheme") 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 will demerge its Human Resource Services business (including investment in shares of Quess Corp Limited) into the Company on a going concern basis. The Board vide its meeting dated 23 April 2018 had approved the Scheme and filed the Scheme with BSE and NSE and is awaiting approval. As a part of consideration, the Company will issue its own shares to the shareholders of TCIL.
- 9 During the quarter ended 30 September 2018, the Company has entered into contractual arrangements to acquire controlling stakes in Quess East Bengal FC Private Limited.
- 10 On 29 August 2018, the company has completed the sale of its 74.00% equity stake in Inticore VJP Advance Systems Private Limited.
- 11 During the half year ended 30 September 2018, the Company has reviewed and reassessed the presentation of defined benefit obligations. Consequently, an amount of INR 3,334.42 representing provision for gratuity as at 31 March 2018, earlier classified under "current provisions" has been reclassified to "non-current provisions". This change has no impact on the profit / (loss) for the reporting periods.
- 12 On 24 October 2018, the Company has completed the acquisition of residual 36.00% equity stake in Comtel Solutions Pte Ltd for a consideration of SGD 22.00 million of which SGD 19.00 million has been paid. An additional amount of SGD 5.00 million was paid by Comtel Solutions Pte Ltd to its erstwhile shareholder. The company has also completed the acquisition of residual 49.00% equity stake in Comtelpro Pte Ltd for a consideration of SGD 500,000 on the same date.

for and on behalf of the Board of Directors of
Quess Corp Limited



Ajit Isaac
Chairman & Managing Director
Place: Bengaluru
Date: 25 October 2018



Appendix - 1

Nature	Sl. No.	Entity name
Subsidiary/Step-subsubsidiary:	1	Aravon Services Private Limited
	2	Brainhunter Systems Ltd.
	3	Mindwire Systems Limited
	4	Brainhunter Companies LLC
	5	Coachieve Solutions Private Limited
	6	MFX Infotech Private Limited
	7	Quess Philippines Corp.
	8	Quess Corp (USA) Inc
	9	Quess Corp Holdings Pte Ltd
	10	Quessglobal Malaysia Sdn. Bhd.
	11	MFXchange Holdings Inc.
	12	MFXchange US Inc.
	13	Quess Lanka (Private) Limited [(fka: Randstad Lanka (Private) Limited)]
	14	Ikya Business Services (Private) Limited
	15	Inticore VJP Advance Systems Private Ltd. (refer note 10)
	16	Comtel Solutions Pte. Ltd
	17	Dependo Logistics Solutions Private Limited
	18	Excelus Learning Solutions Private Limited
	19	CentreQ Business Services Private Limited
	20	Conneqt Business Solutions Limited (fka: Tata Business Support Services Limited)
	21	Vedang Cellular Services Private Limited
	22	Master Staffing Solutions Private Limited
	23	Golden Star Facilities & Services Private Limited
	24	MFX Chile SpA
	25	Comtelpro Pte. Ltd
	26	Comtelink Sdn. Bhd.
	27	Monster.com.SG PTE Limited
	28	Monster.com.HK Limited
	29	Monster Malaysia SDN. BHD
	30	Monster.com (India) Private Limited
	31	Quess Corp Vietnam LLC
	32	Greenpiece Landscapes India Private Limited
	33	Qdigi Services Limited (fka: HCL Computing Products)
	34	Simpliance Technologies Private Limited [refer note 5(d)]
Associate:	1	Terrier Security Services (India) Private Limited
	2	Heptagon Technologies Private Limited
	3	Quess Recruit, Inc
	4	Trimax Smart Infraprojects Private Limited
Joint venture:	1	Himmer Industrial Services (M) Sdn. Bhd.




Annexure-2

Information required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, Dated September 09, 2015.

S.No.	Particulars	Details
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	i. Aravon: Turnover - Rs. 735,674,056 (as on March 31, 2018). ii. CentreQ: Turnover - Rs. 4,885,455 (as on March 31, 2018) iii. MSS: Turnover - Rs. 1,711,890,774 (as on March 31, 2018) iv. CoAchieve : Turnover - Rs. 117,384,125 (as on March 31, 2018)
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	No
3.	Area of business of the entity(ies);	i. Aravon: Engaged in rendering integrated food and facility management services to corporate customers in India ii. CentreQ: Engaged in Business Process Outsourcing services. iii. MSS: Engaged in general staffing services. Currently engaged in mobilization, training and deployment of human resources for MIS iv. CoAchieve: Engaged in rendering compliance management and background verification services.
4.	Rationale for merger	i. simple group structure with less subsidiaries will result in better optics for external stakeholders, especially shareholders. ii. risk of any holding company discount on stock price of Qess, will be substantially reduced. iii. avoiding duplication of efforts and reduction in administrative and running costs and efficient use of resources.

Qess Corp Limited

Qess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India
 Tel: +91 80 6105 6001 | connect@quesscorp.com | CIN No.L74140KA2007PLC043909

5.	In case of cash consideration – amount or otherwise share exchange ratio;	Not Applicable. As all the four transferor Companies are wholly owned subsidiaries of transferee Company, i.e. Quess Corp Limited.
6.	Brief details of change in shareholding pattern (if any) of listed entity.	Not applicable as all the transferor companies are wholly owned subsidiaries of transferee company.

Quess Corp Limited

Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India
Tel: +91 80 6105 6001 | connect@quesscorp.com | CIN No.L74140KA2007PLC043909

www.quesscorp.com

Quesse Continues to Deliver Strong Organic Growth in Q2'FY19

EBITDA up by 42% YoY & 9% QoQ

Bengaluru, India – 25th October 2018: Quesse Corp, India's leading integrated business services provider announced today its financial results for the **Second quarter (Q2'19) and Half year (H1'19)** ended 30th September 2018. The key consolidated financials for the quarter are:

Particulars (in ₹ cr)	Q2'19	Q2'18	YoY(%)	Q1'19	QoQ(%)	H1'19	H1'18	YoY(%)
Revenue	2,092	1,395	50%	1,968	6%	4,060	2,693	51%
EBITDA	112	79	42%	102	9%	214	154	39%
EBITDA Margin	5.36%	5.65%	-30 bps	5.21%	15 bps	5.28%	5.72%	-44 bps
PAT	62	127	-52%	54	13%	116	173	-33%
PAT Margin	2.95%	9.13%	-618 bps	2.76%	18 bps	2.86%	6.43%	-357 bps
Diluted EPS (in ₹)	4.22	9.06	-53%	3.73	13%	7.97	12.54	-36%
Adjusted PAT	74	65	13%	68	9%	142	117	22%
Adjusted Diluted EPS (in ₹)	5.08	4.65	9%	4.65	9%	9.76	8.45	15%

** The profit after tax for Q2 FY19 is not comparable with Q2 FY18 due to tax benefit relating to an earlier period to the tune of ₹67 cr in Q2 FY18 and also due to disproportionate impact of certain non-operating accounting charge such as Amortization of Intangible Assets and Non Controlling Interest Put Option during the same period. Accordingly, adjusted PAT and EPS figures are shown above for comparison purpose.*

Q2'FY19 – Highlights

- Revenue grew **50% YoY** to ₹2,092 cr with an **Organic growth contribution of 26%**.
- **EBITDA Margin** stood at **5.36%** as against 5.65% in Q2' FY18 YoY. However, EBITDA margin improved by **15 bps** in Q2' FY19 QoQ.
- **Profit after Tax** stood at ₹62 cr compared to ₹127 cr in Q2' FY18 period. The profit after tax for the period of Q2' FY19 is not comparable on a YoY basis due to the one-time tax benefit of ₹67 cr in Q2FY18.
- **Diluted EPS** stood at ₹4.22 compared to ₹9.06 in Q2' FY18 period. The EPS for the period of Q2' FY19 is not comparable on a YoY basis.
- **Employee headcount** as on Sept 30, 2018 was over **280,400** compared to 212,500 employees in the corresponding quarter of last year, registering a growth of **32%**.

H1'FY19 – Highlights

- Revenue grew **51%** YoY to **₹4,060 cr** from ₹2,693 in H1'FY18
- EBITDA grew **39%** YoY to **₹214 cr** from ₹154 cr in H1'FY18
- PAT stood at **₹116 cr** from ₹173 cr in H1'FY18. The profit after tax for the period of H2'FY19 is not comparable on a YoY basis due to the one-time tax benefit of ₹67 cr in H1'FY18.
- PAT Margin stood at **2.86%** in H1'FY19.
- Diluted EPS stood at **₹7.97** in H1'FY19.
- Cash flow from Operations (OCF) stood at **₹72 cr** resulting in a **34% OCF/EBITDA** conversion for the H1'FY19 period.

Strategic Update:

➤ Operations:

- Quess added a total headcount of over **11,000** across its **General Staffing** business during Q2'FY19. The General Staffing headcount has crossed **175,000** as on September 30, 2018.
- **Training & Skill Development:** Quess signed MoU for DDU-GKY projects worth ₹ 16 cr contract value. The company also opened 2 new DDU-GKY centres along with 10 PMKK centres with a cumulative training capacity of 1,500 students.
- **Monster:** The Company witnessed highest ever traffic of 10.9 mn with highest job seeker registration of 0.9 mn in a month. Cumulative active searchable resumes is up by 22% compared to last year. Search Engine Optimization (SEO) traffic is up by 16% compared to the previous year.
- **DigiCare:** Added 60 new service centres in the last six months, increased coverage from 55 towns as on the date of acquisition to 120 towns as on September 30, 2018. Added 4 new premium logos during the quarter.
- **Connegt:** Post acquisition, EBITDA has improved significantly in H1 FY19 on YoY basis and is ahead of our investment plan.

➤ Acquisitions:

- **Comtel:** Quess completed the acquisition of residual equity of 36% in Comtel Solutions Pte Limited, Singapore and 49% in ComtelPro Pte Limited, Singapore on October 24, 2018.
- **Heptagon:** Quess completed acquisition of additional 3% equity stake in Heptagon Technologies on September 05, 2018. With this transaction, Quess' stake in Heptagon technologies has now increased from 46% to 49%.

Segment Wise Performance

Particulars (in ₹ cr)	Q2'19	Q2'18	YoY (%)	Q1'19	QoQ (%)
People Services					
Revenue	913	683	34%	869	5%
EBIT	42	33	27%	39	6%
EBIT Margin	4.56%	4.78%		4.51%	
Technology Solutions					
Revenue	707	390	81%	664	7%
EBIT	40	25	58%	35	14%
EBIT Margin	5.60%	6.43%		5.22%	
Facility Management					
Revenue	311	247	26%	279	12%
EBIT	21	16	33%	17	28%
EBIT Margin	6.79%	6.41%		5.93%	
Industrials					
Revenue	123	75	64%	120	3%
EBIT	5	4	49%	5	11%
EBIT Margin	4.30%	4.72%		3.97%	
Internet Business					
Revenue	37	-		37	2%
EBIT	(6)	-		(6)	6%
EBIT Margin	-14.84%			-16.00%	

Commenting on the financial results, Chairman & MD Mr. Ajit Isaac said that, "We are pleased with our continued organic growth this year with overall Revenue growth of 50% and EBITDA of 42% YoY. Our quarter on quarter improvement in results is as per plan and sequentially, Revenue grew by 6% and EBITDA by 9%. Our staffing and facility management businesses continue to deliver industry leading performance in their respective segments. Our focus on balance sheet management and execution in each of our businesses yielded tangible results in H1FY19 with superior working capital management leading to an achievement of 34% OCF/EBITDA conversion. As we navigate through the year, our focus will continue to remain execution led balance sheet management leading to strong earnings growth towards long term value creation for our shareholders."



About Quess Corp

Quess Corp Limited (BSE: 539978, NSE: QUESS), is India's leading business services provider. At Quess, we excel in helping large and emerging companies manage their non-core activities by leveraging our integrated service offerings across industries and geographies which provides significant operational efficiencies to our clients. Quess has a team of over 280,400 employees across India, North America, South America, South East Asia and the Middle East across segments such as Industrials, Facility Management, People Services, Technology Solutions and Internet Business. Quess serves over 1,900+ clients worldwide. Established in 2007, Quess is headquartered in Bengaluru, India and has a market cap of over ₹ 12,900 cr as on Sept 30, 2018.

For further details on Quess Corp Ltd., please visit: <http://www.uesscorp.com>.

For more information, please contact:

Investor / Analyst contact:

Sangram Keshari Mallick

Investor Relations

✉ sangram.mallick@quesscorp.com

☎ +91 80 61056417

Media Contact:

Vinay Rao

Head - Marketing & Communications

✉ vinay.rao@quesscorp.com

☎ +91 80 61056018

Disclaimer: This document contains statements that constitute forward-looking statements. These statements include descriptions regarding the intent, belief or current expectations of the Company or its directors and officers with respect to the results of operations and financial condition of the Company. These statements can be recognized by the use of words such as "expects", "plans", "will", "estimates", "projects", or other words of similar meaning. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those in such forward-looking statements as a result of various factors and assumptions, which the Company believes to be reasonable in light of its operating experience in recent years. The risks and uncertainties relating to these statements include, but not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, our ability to manage our international operations, government policies, regulations, etc. The Company does not undertake any obligation to revise or update any forward looking statement that may be made from time to time by or on behalf of the Company including to reflect actual results, changes in assumptions or changes in factors affecting these statements.

