



## TEAMLEASE SERVICES LIMITED

CIN: L74140MH2000PLC124003

No. 6, 3rd Floor, Laxmi Towers, Bandra Kurla Complex, Bandra (E) Mumbai 400051, India,

Tel: 91 80 33002345 | Fax: 91 80 33243001

corporateaffairs@teamlease.com | www.teamlease.com

### 17th Annual General Meeting – July 07, 2017

June 09, 2017

**Dear Member,**

You are cordially invited to attend the 17th Annual General Meeting of the members of TeamLease Services Limited ("the Company") to be held on Friday, July 07, 2017 at 3.00 pm IST at the Hotel Kohinoor Continental, Andheri Kurla Road, Andheri East, Mumbai - 400 059.

The notice of the meeting, containing the business to be transacted is enclosed herewith. In terms of Section 108 of the Companies Act, 2013, read with the related Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 instructions for e-voting are enclosed herewith.

Very truly yours,

**Mruthunjaya Murthy**

Company Secretary

**Enclosures:**

1. Notice to the 17th Annual General Meeting (AGM)
2. Instructions for e-voting
3. Proxy Form
4. Attendance Slip

### Route Map to the venue of the AGM



# NOTICE TO THE 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting (AGM) of the members of TeamLease Services Limited (CIN L74140MH2000PLC124003) ("Company") will be held on Friday, July 07, 2017 at 3.00 pm IST at the Hotel Kohinoor Continental, Andheri Kurla Road, Andheri East, Mumbai - 400 059, Maharashtra, India, to transact the following business:

## Ordinary Business

### Item No. 1 : Adoption of financial statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ("the Board") and Auditors thereon.

### Item No. 2 : Appointment of Mr. Manish Mahendra Sabharwal as a director liable to retire by rotation

To appoint a Director in place of Mr. Manish Mahendra Sabharwal who retires by rotation and being eligible, seeks re-appointment.

**Explanation:** Under the terms of clause 58 of the Articles of Association of the Company, executive directors and non-executive directors other than independent directors are liable to retire by rotation and can seek reappointment. Mr. Manish Mahendra Sabharwal was appointed as executive chairman of the Company effective September 03, 2015 for a period of five years which was approved by the shareholders at the Annual General Meeting held on September 30, 2015. To the extent that Mr. Manish Mahendra Sabharwal is required to retire by rotation, he would need to be re-appointed as whole-time director.

Therefore, shareholders are requested to consider and, if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. Manish Mahendra Sabharwal as whole-time Director to the extent that he is required to retire by rotation.

### ITEM NO. 3 : Appointment of auditors

To consider and if thought fit to pass with or without modification the following resolution as ordinary resolution.

RESOLVED that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee and

the Board of Directors, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number 101049W/E300004) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Members of the Company to be held in 2022 subject to the ratification of their appointment by the shareholders of the Company in every subsequent Annual General Meeting to be held during the tenure of their appointment and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

**Note:** M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, will complete their term as Statutory Auditors of the Company and will hold the office till the conclusion of the ensuing Annual General Meeting. The Audit Committee and the Board of Directors recommend M/s. S R Batliboi & Associates LLP, Chartered Accountants to be appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in 2022. The Company has received the consent and declaration from S R Batliboi & Associates LLP giving their consent and stating that they are not disqualified from acting as Auditors if they are appointed by the members. The resolution is placed before the members for their approval. None of the directors or KMPs are interested or concerned in the resolution.

## Special Business

### Item No. 4

Ratification of Employee Stock Option Plan 2015 of TeamLease Services Limited

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the 'Employee Stock Option Plan 2015' ("New Scheme 2015") which was implemented from October 1, 2015, as amended from time to time, salient features and other relevant details of which are provided in the explanatory statement to the notice of extraordinary general meeting dated July 10, 2015, and a copy of the aforesaid scheme as tabled at the said meeting be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Company be and is hereby authorized to continue to grant further options under ESOP 2015 along with the existing grants not exceeding 1,28,193 exercisable into not more than 1,28,193 equity shares of face value of ₹10/- (Rupees Ten) each fully paid-up.

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issues, bonus issues, merger, or sale of divisions(s) of the Company or other similar events during the tenure of these grants the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits consequent to the above mentioned events shall be passed on the eligible grantees on vesting of their options under the New Scheme.

RESOLVED FURTHER THAT, the consent of the Company be and is hereby accorded to the Trustees of the TeamLease Employee Stock Option Plan Trust to utilize the equity shares which remain unutilized with the Trust, towards the New Scheme.

RESOLVED FURTHER THAT, the Trustees of the TeamLease Employee Stock Option Plan Trust be and are hereby authorized to determine all other terms and conditions of the functioning and operation of the Trust.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable including without

limitation, to make modifications, changes, variations, alterations or revisions in the TeamLease ESOP Scheme (New Scheme) as it may deem fit, seek requisites approvals from the appropriate authorities, appointment of consultants, advisors and other agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Bank to give effect to this resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve and bring into effect the ESOP Scheme (New) on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any modifications(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP Scheme (New) in accordance with any guidelines or regulations that may be issued, from time to time, by any appropriate authority unless such variation(s), modification(s) or alteration(s) is detrimental to the interests of the employees including but not limited to, amendments with respect to the vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP Scheme (New), without any form of further reference, confirmation, approvals or sanctions from the members of the Company, to the extent permissible by the SEBI (Share Based Employee Benefits) Regulations, 2014 and other relevant regulations in force.

## Item No. 5

**To consider and if thought fit to pass with or without modification the following resolution as Special Resolution.**

RESOLVED THAT pursuant to provisions of Regulation 12 (1) SEBI Share Based Employee Benefit Regulation 2014, and as recommended by the Nomination and Remuneration Committee in its meeting held on February 02, 2017 and as recommended by the Board of Directors in their meeting held on February 02, 2017 and subject to compliance of such regulations made there under and subject to the approval of various authorities required, if any, the consent of the members be and is hereby accorded for sanctioning the ESOP grants along with the vesting schedule to the following employees of the Company.

Fresh grants on October 01, 2016					No. of ESOPs vesting on			
E-code	Employee name	Date of grant	Vesting period	ESOPs granted	1-Oct-17	1-Oct-18	1-Oct-19	1-Oct-20
T4593	Ravi Vishwanath	1-Oct-16	2 years	9,210	4,105	5,105	-	-
00411	Sharanabasappa Shirol	1-Oct-16	2 years	3,650	1,825	1,825	-	-
00024	Rituparna Chakraborty	1-Oct-16	2 years	11,400	5,700	5,700	-	-
T4255	Sudeep Kumar Sen	1-Oct-16	3 years	1,210	403	403	404	-
T7609	Santosh Thangavelu	1-Oct-16	4 years	4,000	1,000	1,000	1,000	1,000
<b>Total</b>				<b>29,470</b>	<b>13,033</b>	<b>14,033</b>	<b>1,404</b>	<b>1,000</b>

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable including without limitation, to make modifications, changes, variations, alterations or revisions in the TeamLease ESOP Scheme (New Scheme) as it may deem fit, seek requisite approvals from the appropriate authorities, appointment of consultants, advisors and other agencies.

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issues, bonus issues, merger, or sale of divisions(s) of the Company or other similar events during the tenure of these grants the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted

under applicable laws, so as to ensure that fair and equitable benefits consequent to the above mentioned events shall be passed on to the eligible grantees on vesting of their options under the New Scheme.

RESOLVED FURTHER THAT, the consent of the Company be and it is hereby accorded to the Trustees of the TeamLease Employee Stock Option Plan Trust to utilize the equity shares which remain unutilized with the Trust, towards the New Scheme and to give effect to these resolutions.

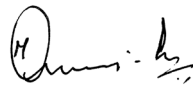
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution."

**Registered office:**

No.6, 3rd Floor, Laxmi Towers,  
Bandra Kurla Complex, Bandra ( East)  
Mumbai 400 051

May 18, 2017

By Order of the Board of Directors



**Mruthunjaya Murthy**  
Company Secretary

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of not exceeding fifty members and holding in aggregate, not more than 10% of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed in all respect, must be deposited at the Company's Registered office not less than 48 hours before commencement of the meeting (on or before July 05, 2017, 3.00 PM IST). A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / Proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books will remain closed from July 01, 2017 to July 07, 2017 (both days inclusive) for the purpose of AGM.

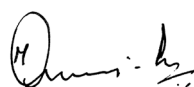
9. With a view to using natural resources responsibly, we request shareholders to update their email address with their depository participants to enable the Company to send communication electronically.
10. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has provided the facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Karvy Computershare Private Limited.. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
11. The Annual Report 2016-17, the Notice of the 17th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
12. Members may also note that the Notice of 17th AGM and the Annual Report 2016-17 of the Company is posted on the Company's website [www.teamlease.com](http://www.teamlease.com). The physical copies of the documents will also be available at the Company's registered office for inspection during the business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may please write to us at [corporateaffairs@teamlease.com](mailto:corporateaffairs@teamlease.com)
13. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration of their appointment/re-appointment as required under the Companies Act, 2013 and the Rules made thereunder.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and share Transfer Agents, Karvy Computershare Private Limited, Unit TeamLease Services Limited, Karvy Selenium Tower B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
15. All documents referred to the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days upto the date of the AGM.
16. Attendance registration :
- Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
- The Shareholder needs to furnish the printed Attendance Slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM venue.

**Registered office:**

No.6, 3rd Floor, Laxmi Towers,  
Bandra Kurla Complex, Bandra ( East)  
Mumbai 400 051

May 18, 2017

By Order of the Board of Directors



**Mruthunjaya Murthy**  
Company Secretary

## Additional information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### Mr. Manish Mahendra Sabharwal (DIN: 0969601)

Mr. Manish Mahendra Sabharwal is the Executive Chairman of the Company. Prior to co-founding the Company, he co-founded India Life, a human resource outsourcing company in 1996 that was acquired by Hewitt associates in 2002. Consequently, he was chief executive officer of Hewitt Outsourcing (Asia) based in Singapore. Manish also serves on various state and central government committees on education, employment and employability and is a columnist for Indian Express. Mr. Manish Mahendra Sabharwal is also a part time non official Director of Reserve Bank of India.

### Disclosure of relationship between directors inter se

Nil

### Listed companies (other than TeamLease Services Limited) in which Mr. Manish Mahendra Sabharwal holds directorship and committee chairmanship/membership:

#### Directorship:

- Pennar Industries Limited
- Pennar Engineered Building Systems Limited

#### Chairperson of Board Committees

Nil

#### Member of Board Committees

Audit Committee of Pennar Engineered Building Systems Limited

Nomination & Remuneration Committee of Pennar Engineered Building Systems Limited

#### Shareholding in the Company

Nil

#### Instructions for e-voting

A detailed list of instructions for e-voting is annexed to this Notice.

## Explanatory Statement as required under the provisions of Section 102 of the Companies Act, 2013

### Item No. 4

#### Ratification of TeamLease ESOP Scheme (New Scheme 2015).

As per Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [SEBI (SBEB) Regulations 2014].

The Company under the approval granted by shareholders prior to listing i.e. pursuant to the resolutions passed by the shareholders on July 10, 2015 had implemented New Employee Stock Option 2015 as per Regulation 12 of SEBI (SBEB) Regulations, 2014 and no further grants can be granted without the scheme being ratified by the members post listing. The Company intends to grant new options as recommended by Nomination and Remuneration Committee to some of the existing employees of the Company and hence this resolution is placed before the members for their approval. The salient features of the scheme is listed as under. None of the Directors or KMP's are concerned or interested in the resolution.

Disclosures relating to new Scheme 2015 as required under the SEBI (SBEB) Regulations, 2014 are as under:

Particulars	Description
Brief Description of the scheme	The purpose of the ESOP (New Scheme 2015) is to provide the employees with an additional incentive in the form of Options to receive the Equity Shares of the Company at a future date. The ESOP is aimed to reward its employees for their continuous hard work, dedication and support. The main objective of the ESOP Scheme is to recognize employees who are performing well, a certain minimum opportunity to gain from the Company's performance thereby acting as a retention tool and to attract best talent available in the market.
Total Number of options, SARs, shares or benefits, as the case may be to be granted	Stock options not exceeding 2,01,114 in number
Identification of classes of employees entitled to participate and the beneficiaries in the scheme	Present as well as future employees and Director (s) other than Independent Directors of the Company as determined by the Company or a Committee thereof.
Requirements of vesting and period of vesting	Options granted under the scheme would vest not before one year from the date of grants given
Maximum period within which the options /SARs benefit shall be vested	The Vesting of grants can extend upto five years from the date of grant of options
Exercise Price/Pricing formula	The value of price per share to be charged for the purpose of exercising the options from the employees will be at the face value of shares.
Lock-in period	Equity shares acquired pursuant to options shall have one year lock in period from the date of vesting of grants.
Exercise period and process of exercise	From the date of vesting of the options, the employees shall be entitled to exercise the options from time to time with such period as may be prescribed by Board or a Committee thereof, which period shall not exceed five years from the date of the respective grants  The options would be exercisable by the said employees by the payment of the consideration amount and submitting the requisite application form after which the shares would be allotted.  The Board or the Committee thereof, may at its discretion, do all such acts, deeds, matter and things as may be necessary /desirable to facilitate exercise of options by the employee under full cash mode or otherwise.
The appraisal process for determining the eligibility of employees for the scheme	All employees mentioned above against the point 3 (ii) of the scheme – and clause 6 (basis for determining the number of options to be granted) of the scheme.
Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The Scheme is administered through a Trust.
Acquisition of shares by the Trust	The shares have been transferred by the Promoters initially.
A statement to the effect that the company shall conform to the accounting policies specified in regulation 15	It is hereby confirmed that the Company does conform to the accounting policies specified in Regulation 15 of the SEBI (Share Based Employee Benefits) Regulations, 2015.
The method which the company shall use to value its options	The Company use intrinsic value method for accounting the cost of share based employee benefits.
In case the company opts for expensing of share based employee benefits using the intrinsic value, 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, shall be disclosed in the Director's report and the impact of this difference on profits and on earnings per share (EPS) of the company shall also be disclosed in the Director's Report	It is hereby confirmed that the details as required herein will be disclosed in the Director's Report.



## Item No. 5

### Approval for New Grants to be sanctioned under the ESOP Scheme (New Scheme 2015)

The Nomination and Remuneration Committee in their meeting held on 2 February, 2017 have recommended to the Board of Directors of the Company subject to the approval of shareholders in the Annual General Meeting for sanctioning of the new grants under New Scheme 2015, which can be vested from October, 2017 onwards. The new grants proposed to be sanctioned is restricted to 29,470 options which are presently available in the ESOP Trust. The grants have been provided to the leadership team other than Directors. As required under Regulation of SEBI (SBEB) Regulations, 2014 the approval of the members is mandatory for new grants and hence it is placed before the members of the Company for their consent. None of the Directors or KMP's other than Mr. Ravi Vishwanath, Chief Financial Officer of the Company are interested or concerned in the resolutions. Mr. Ravi Vishwanath holds 39,525 equity shares in the Company prior to this grants. As per the SEBI (SBEB) Regulation 2014, the Company has not granted to any employees of the Company or the employees of the subsidiary company the total grants aggregating to more than 1 % of the total shareholding of the Company including the present grants placed for the members approval. The list of proposed grantees and vesting schedule are as per the following table.

Fresh allotment on Oct 1, 2016					No. of ESOPs vesting on			
E-code	Employee name	Date of grant	Vesting period	ESOPs granted	1-Oct-17	1-Oct-18	1-Oct-19	1-Oct-20
T4593	Ravi Vishwanath	1-Oct-16	2 years	9,210	4,105	5,105		
00411	Sharanabasappa Shirol	1-Oct-16	2 years	3,650	1,825	1,825		
00024	Rituparna Chakraborty	1-Oct-16	2 years	11,400	5,700	5,700		
T4255	Sudeep kumar Sen	1-Oct-16	3 years	1,210	403	403	404	
T7609	Santosh Thangavelu	1-Oct-16	4 years	4,000	1,000	1,000	1,000	1,000
<b>Total</b>				<b>29,470</b>	<b>13,033</b>	<b>14,033</b>	<b>1,404</b>	<b>1,000</b>

# Proxy form

Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014- Form No. MGT-11]



## TEAMLEASE SERVICES LIMITED

CIN: L74140MH2000PLC124003

No. 6, 3rd Floor, Laxmi Towers, Bandra Kurla Complex, Bandra (E) Mumbai 400051, India,

Tel: 91 80 33002345 | Fax: 91 80 33243001

corporateaffairs@teamlease.com | www.teamlease.com

### 17th Annual General Meeting – July 07, 2017

Name of the member(s)

Registered address

E-mail

Folio No. /Client ID

DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name: \_\_\_\_\_ E-mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

#### Or failing him/her

Name: \_\_\_\_\_ E-mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

#### Or failing him/her

Name: \_\_\_\_\_ E-mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th AGM of the Company, to be held on Friday, July 07, 2017 at 3.00 pm IST at the Hotel Kohinoor Continental, Andheri Kurla Road, Andheri East, Mumbai - 400 059, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary business</b>				
1	Adoption of financial statements (including the consolidated financial statements)			
2	Re-Appointment of Mr. Manish Mahendra Sabharwal retires by rotation and being eligible, offered himself for Re-appointment			
3	Appointment of Auditors			
<b>Special business</b>				
4	Ratification of ESOP Scheme, 2015			
5	Approval of the new Grants under ESOP Scheme, 2015			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

\_\_\_\_\_  
Signature of the member

\_\_\_\_\_  
Signature of the proxy holder(s)

Affix revenue stamp of not less than ₹1
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**Notes:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before July 05 2017, at 3.00 PM IST).
2. It is optional to indicate your preference. If you leave the 'for,' against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

# Attendance slip



## TEAMLEASE SERVICES LIMITED

CIN: L74140MH2000PLC124003

No. 6, 3rd Floor, Laxmi Towers, Bandra Kurla Complex, Bandra (E) Mumbai 400051, India,

Tel: 91 80 33002345 | Fax: 91 80 33243001

corporateaffairs@teamlease.com | www.teamlease.com

### 17th Annual General Meeting – July, 07, 2017

Folio no./Client ID/DP ID:

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Number of shares held:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I certify that I am a member/proxy authorized representative for the member of the Company.

I hereby record my presence at the 17th Annual General Meeting of the Company at Hotel Kohinoor Continental, Andheri Kurla Road, Andheri East, Mumbai - 400 059, Maharashtra, India on Friday, July 07, 2017 at 3.00 PM IST.

-----  
Name of the member/proxy  
(in BLOCK letters)

-----  
Signature of the member/proxy

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the AGM.



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## TEAMLEASE SERVICES LIMITED

CIN: L74140MH2000PLC124003

No. 6, 3rd Floor, Laxmi Towers, Bandra Kurla Complex, Bandra (E) Mumbai 400051, India,

Tel: 91 80 33002345 | Fax: 91 80 33243001

corporateaffairs@teamlease.com | www.teamlease.com

### 17th Annual General Meeting – July 07, 2017

Registered Folio no./DP ID no./Client ID no.:	Number of shares held:
---	------------------------

Dear member,

#### Subject: Instructions for e-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening 17th Annual General Meeting to be held on Friday, July 07, 2017, at 3:00 PM IST. The Company has engaged the services of the Karvy to provide the e-voting facility. The Notice is displayed on the Company's website, [www.teamlease.com/investors](http://www.teamlease.com/investors) and on the website of Karvy, [www.karvy.com](http://www.karvy.com).

The e-voting facility is available at the link, <https://www.evoting.karvy.com>.

#### E-voting particulars

EVEN (e-voting event number)	User ID	Password
3051		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
July 03, 2017 at 9:00 am IST	July 06, 2017 at 5:00 pm IST

Please read the instructions printed below before exercising your vote:

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on July 07, 2017.

#### Steps for e-voting

1. Open the internet browser and type the following URL

<a href="https://evoting.karvy.com">https://evoting.karvy.com</a>	
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2. Click on **Shareholder-Login**
3. If you are already registered with Karvy for e-voting, then you can use your existing User ID and Password for Login.

## Instructions for e-voting

**Remote e-voting:** In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for the purpose of providing e-voting facility to all its members. The instructions for e-voting are as follows:

(A) In case a member receives an email from Karvy [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 3051 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You

may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [scrutinizer@teamlease.com](mailto:scrutinizer@teamlease.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company /Depository Participants (s)]:

- i. E-Voting Event Number - 3051 (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- iii. **Voting at AGM:** The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e- voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

## Other Instructions

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Rajitha Cholleti / Premkumar Nair, (Unit: TeamLease Services Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 - 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
  - b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - c. The remote e-voting period commences on July 03, 2017 (9:00 A.M. IST) and ends on July 06, 2017 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 30, 2017, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
  - d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. June 30, 2017.
  - e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. June 30, 2017, he/she may obtain the User ID and Password in the manner as mentioned below:
    - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399  
  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
    - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - iii. Member may call Karvy's toll free number 1800-3454-001.
    - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
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