

To Listing Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Scrip Code: 539658	To Listing Department National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Scrip Code: TEAMLEASE
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Dear Sir/Madam,

Sub: Alteration in the Articles of Association (AOA) of the Company

Ref: Regulation 30 of the SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015

With reference to the captioned subject and pursuant to Regulation 30 of the SEBI LODR Regulations, 2015, we wish to inform you that the Company has received assent of the shareholders vide the Nineteenth Annual General Meeting of the Company conducted on Friday, August 23, 2019, to alter the AOA of the Company. .

Also please find enclosed **Annexure I** highlighting the alterations made to the existing AOA for ease of your reference.

Kindly take the above said information on records as per the requirement of SEBI LODR Regulations, 2015.

Thanking You.

Yours faithfully,

For TeamLease Services Limited



Alaka Chanda

Company Secretary and Compliance Officer

Encl: As above



Annexure - I

With the enactment of the Companies (Amendment) Act, 2015, the use of Common Seal has been made optional. In order to facilitate administrative convenience for execution of documents on behalf of the Company the existing Articles of Association ("AOA") of the Company was altered by removing/amending the relevant clauses in the Articles of Association of the Company pertaining to the common seal. Accordingly, Article 2A(ss) and 85 were deleted and Article 15(d), 16(d)(i) and 28(d) were amended

Details are as below:

I. Article 2A(ss) and Article 85 of the Articles of Association of the Company as reproduced below is deleted.

- 2A(ss) "Seal" shall mean the common seal(s) for the time being of the Company.
- Article 85 is reproduced as under:

85. SEAL

(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.

(b) The Company shall also be at liberty to have an official Seal(s) in accordance with applicable provisions of the Act, subsisting provisions of Companies Act, 1956 or such applicable Laws, for use in any territory, district or place outside India.

(c) Every deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney, be signed by any one of the Directors or the Secretary of the Company under an authority of a resolution.

II. Article 15(d) replaced by the following article:

A certificate, ~~under the common seal of the Company, signed by two directors duly authorized by the Board and the Company Secretary,~~ specifying the Equity Shares held by any Person shall be prima facie evidence of the title of the Person to such Equity Shares. Where the Equity Shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.

III. Article 16(d)(i) be replaced by the following article:

Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favor it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-



division of shares of the Company. Every such certificate shall be issued ~~under the Seal of the Company, if any, which shall be affixed~~ in the presence of 2 (two) Directors or persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and the 2 (two) Directors or their attorneys and the Secretary or other person shall sign the shares certificate(s), provided that if the composition of the Board permits, at least 1 (one) of the aforesaid 2 (two) Directors shall be a person other than a Managing Director(s) or an executive director(s). Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees two per certificate.

IV. Article 28 (d) be replaced by the following article:

Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favor such mortgage or security is executed, or if permitted by the Act, may by instrument, ~~under seal~~ signed by one director and the Company Secretary, authorize the Person in whose favor such mortgage or security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

Alaka Choudhary



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