



AUDIT COMMITTEE CHARTER

Version	Effective Date	Review Date	Prepared by	Reviewed by	Approved by
1.0	December 01, 2015	December 01, 2015	Mrutunjaya Murthy, Company Secretary and Compliance Officer	Ravi Vishwanath- Chief Financial Officer	Board of Directors
2.0	January 28, 2020	January 28, 2020	Alaka Chanda, Company Secretary and Compliance Officer	Ravi Vishwanath- Chief Financial Officer	Board of Directors

TeamLease Services Limited Restricted

This Audit Committee Charter (AC Charter) is not to be copied or distributed without the express written consent of TeamLease Services Limited (Company). No part of this document may be used for purposes other than those intended by TeamLease Services Limited.

Amendment: Any change in this AC Charter shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this AC Charter or the entire AC Charter, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.



I. INTRODUCTION

This AC Charter is in accordance with the requirements set out in Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Amendments thereof.

The role of the Audit Committee shall flow directly from the Board of Directors' oversight function on Corporate Governance which holds the Management accountable to the Board and the Board accountable to the Shareholders. Acting as a catalyst in helping the Company achieve its objectives, the Audit Committee's review function will include the financial reporting process, the system of internal financial controls, the audit process, Company's process for monitoring compliance with laws and regulations and the Code of Conduct of the Company.

II. OBJECTIVES

The objectives of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of TeamLease Services Limited (the "Company") is to assist the Board with oversight of

- the accuracy, integrity and transparency of the Company's Financial Statements with adequate and timely disclosures;
- compliance with legal and regulatory requirements;
- the Company's independent auditors' qualifications and independence;
- the performance, quality and independence of the Company's independent auditors and internal auditors;
- acquisitions and investments made by the Company
- the quality and integrity of the company's external reports, including integrated reports and financial statements;
- the company's compliance with key, applicable legal and regulatory requirements as relating to financial reporting and
- the adequacy and effectiveness of internal control measures, accounting practices, risk management (as assisted by the Risk Management Committee), information systems and audit procedures.

The role, responsibilities and powers of the Committee shall include matters set out in this AC Charter and such other items as may be prescribed by applicable laws as amended or by the Board in compliance with applicable laws from time to time.

III. PROCESS

The Committee fulfills its objective through the following process:

- Ensuring an effective and independent internal audit function which works to provide assurance regarding the adequacy and operation of internal controls and processes intended to safeguard



the Company's assets, effective and efficient use of the Company's resources and, timely and accurate recording of all transactions.

- Meeting the Independent Auditor at the end of Financial Year to discuss key observations relating to the Financial Statements for the relevant period.
- Providing an independent channel of communication for the Compliance Officer, Internal Auditor and the Statutory Auditor.
- Inviting members of the management, and at its discretion, external experts in legal, financial and technical matters, to provide advice and guidance.
- Providing periodic feedback and reports to the Board.
- Meeting at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.
- Reviewing its own charter, structure, processes and membership periodically and recommending proposed changes to the Board for approval

IV. AUTHORITY

The Committee shall act and have powers in accordance with this AC Charter which shall include the following:

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers it to be necessary
- To have full access to information contained in the records of the Company

V. COMPOSITION

- The Audit Committee shall have minimum three Members, all being Non-executive Directors, of which the majority shall be Independent Directors.
- All Members of the Audit Committee shall be financially literate and at least one Member shall have accounting or related financial management expertise.
- The Members of the Audit Committee shall elect a Chairman from amongst themselves, who shall necessarily be an Independent Director.
- Members of the Audit Committee are not allowed to serve simultaneously on the Audit Committee of more than three public, listed companies.
- The Company Secretary shall act as Secretary to the Committee Meetings.

The present composition of the Committee is:

Sl. No	Committee Members	Designation
1	Mrs. Latika Pradhan	Independent Director-Chairperson
2	Mr. Narayan Ramachandran	Independent Director -Member
3	Mr. Raghunathan V	Independent Director -Member

VI. MEETINGS

- The Audit Committee shall meet periodically, but at least 4 times a year and not more than 4 months shall elapse between two successive Meetings.
- The quorum for Meetings of the Audit Committee shall be either two Members or one-third of the Members of the Audit Committee, whichever is higher, including one Independent Director.
- The Chief Financial Officer, Internal Auditor and a Representative of the Independent Statutory Auditors should be requested to be present as invitees for the Meetings of the Audit Committee.
- The Audit Committee may invite such of the executives, as it considers appropriate (particularly, the Head of the Finance Function), to be present at the Meetings of the Committee. Such persons shall not have the right to vote. On occasions considered necessary, the Audit Committee may also meet without the presence of any executive of the Company.
- The Auditors of the Company and the Key Managerial Personnel shall have a right to be heard at the Meetings of the Audit Committee when it considers the Auditors' Report but they shall not have the right to vote.

VII. ROLES AND RESPONSIBILITY OF THE COMMITTEE MEMBERS:

The Audit Committee shall have discussions periodically with all the Auditors (Internal and/or Statutory) of the Company about internal financial control systems, the nature and scope of audit, including the observations of the Auditors and review the half-yearly and annual Financial Statements before submission to the Board and recommend the same to the Board for its consideration and also oversee compliance of internal financial control systems. In addition, the responsibilities of the Audit Committee shall include the following:

FIELD	RESPONSIBILITIES
Financial Statements	<p>Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statements are correct, sufficient and credible.</p> <ul style="list-style-type: none"> • Reviewing with the Management the Annual Financial Statements and the Auditors' report thereon before submission to the Board, with particular reference to: <ul style="list-style-type: none"> i) Matters required to be included in the Director's Responsibility Statement in the Board's Report in terms of sub-section (5) of Section 134 of the Companies Act, 2013 ii) Changes, if any, in accounting policies and practices and reasons for the same iii) Major accounting entries involving estimates based on exercise of judgment by the Management iv) Modified opinion(s) in the draft Auditors' Report, if any v) Significant adjustments made in the Financial Statements arising out of

	<p>audit findings</p> <p>vi) The going concern assumption</p> <ul style="list-style-type: none"> • Compliance with Accounting Standards • Compliance with the requirements of the Stock Exchanges, if applicable, and legal requirements concerning financial statements • Scrutiny of inter-corporate loans and investments • Disclosure of contingent liabilities • Any related party transactions as per the relevant Accounting Standards and the Companies Act, 2013 • Reviewing and evaluating the Company's financial and risk management policies and risk management systems.
Review and Examination of Information	<p>Internal audit reports relating to internal control weaknesses.</p> <ul style="list-style-type: none"> • Financial Statements and draft Auditors' Report thereon, including the draft Limited Review Report of the Auditors. • Management Discussion and Analysis of financial condition and results of operations. • Reports relating to risk management and compliance with laws. • Management letters / letters of internal control weaknesses issued by the Statutory / Internal Auditors
Internal Control	<p>Evaluation of the internal financial controls, accounting policies, etc. with the Management, statutory and internal auditors, and to review the adequacy of internal financial control systems</p>
Internal Audit	<p>Reviewing the Internal Audit Report and action taken thereon.</p> <ul style="list-style-type: none"> • Reviewing the adequacy of the internal audit function, including the Internal Audit Charter, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit. • The Chief Internal Auditor shall have a direct and independent line of reporting to the Audit Committee and administratively to the Managing Director & CEO. • Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor. • Discussing with the Internal Auditor any significant findings and follow-up thereon. • Reviewing the findings of any internal investigations carried out by the Internal Auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board. • Reviewing and monitoring the performance and effectiveness of the Internal Audit process. • Conducting Information Systems Audit of the internal systems and processes at least once in two years to assess operational risks.

	<ul style="list-style-type: none"> • Appointment of Auditors to undertake such audits as may be directed by the Audit Committee /law/ Board, from time to time.
Statutory Audit	<ul style="list-style-type: none"> • Recommending to the Board the appointment / re-appointment and removal / replacement of the Statutory Auditors, fixation of the remuneration and terms of appointment of the Auditors and also approval for payment for any other services rendered by the Auditors, as permitted by law. • Discussing with the Statutory Auditors before the audit commences, the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern. • Reviewing and monitoring the Auditor's independence and performance and the effectiveness of the audit process.
Subsidiary companies	<ul style="list-style-type: none"> • The Audit Committee may recommend the adoption of policies, procedures and processes laid down by it to the Audit Committee of its Material subsidiaries (if any). Further, the Audit Committee may review the critical issues that may be referred by the Audit Committees of material subsidiaries (if any) to the Audit Committee of the Company. • Reviewing the Financial Statements of the subsidiaries, in particular the investments made by the subsidiary companies. • Overseeing compliance with legal and regulatory requirements, including the TeamLease Services Limited Code of Conduct for the Company and by its material subsidiaries (if any). • Overseeing financial reporting controls and processes for material subsidiaries.
Related Party Transactions	<p>Approval of Transactions with Related Parties or any subsequent modification thereto shall be dealt with by the Audit Committee, as under:</p> <ul style="list-style-type: none"> • All Related Party Transactions in the ordinary course of business and at arm's length basis which are above Board approved thresholds as mentioned under 'Framework for Related Party Transactions' would require prior approval of the Audit Committee. • A Statement of all Related Party Transactions in the ordinary course of business and at arm's length basis which are below Board approved thresholds as mentioned under 'Framework for Related Party Transactions', will be placed before the Audit Committee for noting, on a half-yearly basis. • All Related Party Transactions which are not in the ordinary course of business or not at arm's length basis, would require the prior approval of the Audit Committee. • The Audit Committee will have the discretion to: <ul style="list-style-type: none"> i) grant omnibus approval for routine Related Party Transactions ii) recommend / refer any matter relating to Related Party Transaction to the Board for approval.
Defaults	<p>Looking into the reasons for substantial defaults/delays in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.</p>

Compliance	<ul style="list-style-type: none"> • Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and the results of the Management's investigation and follow-up (including disciplinary action) of any instances of non-compliance. • Reviewing the findings of any examinations by regulatory agencies and any Auditor observations. • Obtaining regular updates from the Management and Company legal counsel regarding compliance matters.
Code of Conduct for Prevention of Insider Trading	<ul style="list-style-type: none"> • Setting forth the policies relating to and overseeing the implementation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), as amended from time to time and the Code of Conduct for Prevention of Insider Trading ("Code"); • Taking on record such reports as may be required from the Compliance Officer under the Code; and • Deciding penal and disciplinary action in respect of violation of the Regulations / Code
Other(s)	<ul style="list-style-type: none"> • Audit Committee may consider and adopt the policies, procedures and processes laid down by the Company. • Recommending the appointment of Chief Financial Officer to the Nomination and Remuneration Committee/Board of Directors, after assessing the qualifications, experience and background, etc. of the candidate. • Reviewing the functioning of and compliance with the Company's Whistle Blower Policy. • Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency with regard to monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. • Reviewing the valuation of undertakings or assets of the Company, wherever it is necessary and the appointment of Registered Valuers. • Monitoring the effectiveness and reviewing the implementation of the Anti-Bribery and Anti-Corruption Policy, considering its suitability, adequacy and effectiveness. • Performing other activities related to this Charter as may be requested by the Board of Directors. • Carrying out additional functions as contained in any other regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee. • Instituting and overseeing special investigations as needed.



	<ul style="list-style-type: none"> The Chairman of the Committee shall confirm annually to the Board that all responsibilities outlined in this Charter have been carried out.
Reporting Responsibilities	<p>The Audit Committee will update the Board, periodically.</p> <ul style="list-style-type: none"> The Board's Report shall disclose the composition of the Audit Committee, brief description of the scope of the Audit Committee Charter, names of the Members and the Chairperson of the Audit Committee and brief details of Meetings and attendance at Audit Committee Meetings. The recommendations of the Audit Committee on any matter relating to financial management, including the Auditors' Report, shall be binding on the Board. If the Board does not accept the recommendations of the Audit Committee, it shall disclose the same in the Board's Report, together with the reasons therefor.

VIII. EFFECTIVE DATE

This amended AC Charter shall come into force from the date of its approval by the Board of the Company i.e. January 28, 2020. This AC Charter shall revoke and replace any and all previous policies and understandings that are inconsistent with those contained herein.

The Committee shall review the AC Charter at least annually. The Committee shall amend the policy AC Charter as necessary or appropriate on the approval of Board.

IX. SITTING FEES

Members of the Committee shall receive such sitting fees, if any, for their services as Committee members as may be determined by the Board at its sole discretion.

X. COMMITTEE EVALUATION

The Committee shall undergo an annual self-evaluation of its performance and report the result to the Board. Indicative areas for evaluation as part of this exercise include:

- Degree of fulfillment of key responsibilities,
- Adequacy of Committee composition,
- Effectiveness of meetings,
- Committee dynamics,
- Quality of relationship of the Committee with the Board and the Management.
