



TEAMLEASE SERVICES LIMITED

CIN: L74140KA2000PLC118395

6th Floor, BMTC Commercial Complex, 80 Ft Road, Koramangala, Bangalore, Karnataka - 560095, India,

Tel: 91 80 33002345 Fax: 91 80 33243001

corporateaffairs@teamlease.com | www.teamleasegroup.com

18th Annual General Meeting – Wednesday, December 19, 2018

Registered Folio no./DP ID no./Client ID no.:

Number of shares held:

Dear shareholder,

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 shareholders to cast their votes electronically on all resolutions set forth in the Notice convening 18th Annual General Meeting to be held on Wednesday, December 19, 2018, at 03:00 PM IST. The Company has engaged the services of the Karvy Computershare Private Limited (Karvy) to provide the e-Voting facility.

The Notice is displayed on the Company's website, http://www.teamleasegroup.com/investor_events and on the website of Karvy, 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/PIN

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

Commencement of e-voting	End of e-voting
December 16, 2018 at 9:00 AM IST	December 18, 2018 at 5:00 PM IST

The remote e-Voting facility shall not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by Karvy upon expiry of expired period.

Please read the instructions printed below before exercising your vote:

These details and instructions form an integral part of the Notice for the 18th Annual General Meeting of the Company to be held on Wednesday, December 19, 2018.

Registered office:
6th Floor, BMTC Commercial Complex,
80 Ft Road, Koramangala,
Bangalore, Karnataka - 560095, India,

By Order of the Board of Directors

Date: November 16, 2018
Place: Bangalore

Ashok Reddy
Managing Director
(DIN:00151814)

Steps for e-voting

- (A) In case a shareholder receives an email from Karvy [for shareholders 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) xxxx 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 shareholder 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. Shareholders 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, shareholders can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional shareholders (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 with a copy marked to 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 shareholders receiving physical copy of Notice [for shareholders whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number - XXXX (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.
 - II. Voting at AGM: The shareholders, 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 AGM. Shareholders who have already cast their votes by remote e-voting are eligible to attend the AGM; however those shareholders are not entitled to cast their vote again at the AGM.
- A shareholder can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a shareholder 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, shareholders 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 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 December 16, 2018 (9:00 A.M. IST) and ends on December 18, 2018 (5:00 P.M. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 12, 2018, may cast their votes electronically. A person who is not a shareholder 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 shareholder, the shareholder shall not be allowed to change it subsequently.
- d. The voting rights of shareholders 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. December 12, 2018.
- e. In case a person has become a shareholder of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., December 12, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the shareholder is registered against Folio No./ DP ID Client ID, the shareholder 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 shareholder is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the shareholder may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Shareholder may call Karvy's toll free number 1800-3454-001.
 - iv. Shareholder may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new shareholders whose mail ids are available.
- f. A person whose name is recorded in the Register of shareholders or in the Register of beneficial holders, maintained by the Depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM venue through Insta poll.
 - g. The Company has appointed Mr. Mukesh Siroya, M Siroya and Company, Company Secretaries, practicing Company Secretaries (FCS: 5682, COP:4157) Mumbai to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
 - h. The Chairman shall at the end of discussion at AGM on the resolutions on which voting is to be held, allow voting with the help of Scrutinizer, by use of insta poll facility for all those shareholders who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - i. The Scrutinizer shall immediately after conclusion of voting, first count the votes casted at the AGM, and thereafter unblock the votes casted through remote e-voting in the presence of at-least two witnesses not in employment of the Company and shall make not later than two days from the conclusion of the AGM, i.e., on or before December 21, 2018, a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by the Chairman in writing who shall countersign the same and declare the result of the voting forthwith.
 - j. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company i.e., www.teamleasegroup.com and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by the Chairman in writing. The result shall immediately be forwarded to BSE Limited and National Stock Exchange of India Limited where the shares of Company are listed.