



POLICY ON BOARD DIVERSITY

Version Control					
Version	Date	Author	Reviewer	Approver	Notes
0.1	1-Apr-2016	Mruthunjay Murthy	Ravi Vishwanath	Ashok Kumar Nedurumalli	First version of the document
0.2	22-May-2024	Secretarial Department	Alaka Chanda Company Secretary & Compliance Officer	Board of Directors	Annual Policy Review

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Amendments

Chief Financial Officer and Company Secretary are severally authorized to amend any provisions of this Policy to give effect to any change/ amendment notified by Ministry of Corporate Affairs, Securities and Exchange Board of India or any other regulatory authority, from time to time. Such change(s)/ amended policy shall be placed before the Board of Directors for their approval.

In case any provision of this Policy is contrary to or inconsistent with the provisions of the Companies Act, 2013, SEBI Listing Regulations and/ or any other applicable law for time being in force, the latter shall prevail.

Words and expressions used in this Policy, shall have the same meaning as ascribed to them in SEBI Listing Regulations, SEBI Act, Companies Act, 2013, rules & regulations made thereunder and/ or any other law applicable to the Company for time being in force.



I. Purpose:

This policy on Board Diversity (policy) sets out the approach to diversity on the Board of Directors (Directors) of TeamLease Services Limited (TeamLease).

II. Scope:

This policy applies to the Board of Directors and it does not apply to employees generally.

III. Policy Statement:

TeamLease recognizes and embraces the importance of a diverse Board in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will ensure that TeamLease retains its competitive advantage. TeamLease believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives including:

- a. Drive business results;
- b. Make corporate governance more effective;
- c. Enhance quality and responsible decision making capability;
- d. Ensure sustainable development;
- e. Enhance the reputation of TeamLease.

The Board of Directors have constituted the Nomination and Remuneration Committee and made it responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

While all appointments to the Board will continue to be made on merit, the Nomination and Remuneration Committee will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board Membership, as well as in evaluating the Board and its individual members.

Further, the Nomination and Remuneration Committee will ensure that no person is discriminated against on grounds of religion, race, gender, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person`s ability to perform as a Board Member.

Accordingly, the Nomination and Remuneration Committee shall:

- Assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board.
- Make recommendation to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience, knowledge and expertise on the Board and

- Periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

In the opinion of the Board and the Board Governance, Nomination and Remuneration Committee, the following is a list of core skills/expertise/competencies required in the context of the Company's business and which are available with the Board:

The following is only an indicative list all Board members need not possess all skill sets.

Diversity	Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.
International	Exposure and working in various regions, in the US, Europe and/or Asia, and/or experience with businesses with substantial international operations.
Executive Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.
Industry & Technology	Understanding of the relevant industry.
Strategic Planning and Growth	Planning knowledge of corporate strategy and strategic planning and other strategic transactions
Board Service and Corporate Governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
Financial Expertise, Audit & Accounting	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions. Audit & accounting with corporate finance, including financial experts as named in the company filings.
Operations	Sophisticated, large-scale operations.
Risk Management	Assessing and managing enterprise risks.
Human Capital/ Talent Development	Human resources management and culture development in large international organizations, overseeing succession planning, talent development, and executive compensation programs.
IT and Cyber security	Managing information technology and cyber security threats.
Environment, Social and Governance (ESG)	Understanding and addressing strategic environmental, social and governance issues.

Mergers and Acquisitions	Ability to assess 'build or buy' decisions, analyse the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.
Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities.

The Board shall have an optimum combination of executive, non-executive and independent directors including women directors in accordance with the requirements of Articles of Association of TeamLease, Companies Act, 2013, Listing Obligations and Disclosure Requirements Regulations, 2015 issued by Securities and Exchange Board of India (SEBI), and the statutory, regulatory and contractual obligations of TeamLease.

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end TeamLease shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board Member.

IV. RESPONSIBILITY AND REVIEW

The Nomination and Remuneration Committee will review this policy periodically and recommend appropriate revisions to the Board.