

December 07, 2023

To The Listing Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Scrip Code: 539658	To The Listing Department National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Code: TEAMLEASE
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Dear Sir/Ma'am,

- Sub:** TeamLease Services Limited ("**TeamLease/Company**") – Dispatch of Postal Ballot Notice
Ref: Regulation 30 of Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**")

This is in furtherance to our intimation letter dated November 08, 2023, informing the Stock Exchanges about the decision of the Board of Directors of the Company made at its meeting held on November 08, 2023 having considered and approved, subject to approval of the Members, the proposal to appoint Mr. Rajnarayan Ramakrishnan (DIN: 02545177) as an Independent Director of the Company to hold office for a period of five consecutive years with effect from November 08, 2023, to November 07, 2028.

Pursuant to Regulation 30 of the SEBI LODR Regulations, 2015, we hereby enclose a copy of the Postal Ballot Notice dated November 08, 2023 ("**Postal Ballot Notice**") seeking the approval of Members by way of Special Resolution.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, the General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), we hereby inform you that the Company has completed on December 07, 2023, the electronic dispatch of the Postal Ballot Notice.

This Postal Ballot Notice was sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together referred to as "**Depositories**") and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, December 01, 2023 ("**Cut-off date**"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Limited for the purpose of providing e-voting facility to all its Members. The remote e-voting will commence from Friday, December 08, 2023 (09:00 A.M.



IST) and shall end on Saturday, January 06, 2024 (05:00 P.M. IST). The results of the Postal Ballot will be announced on or before Tuesday, January 09, 2024. The e-voting module will be disabled / blocked thereafter for voting by the Members.

Voting Rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Communication of the assent or dissent of the Members would take place through the process of remote e-voting only.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses by following the procedure set out in the notes to the Postal Ballot Notice.

The Postal Ballot Notice is also hosted on the website of the Company at <https://group.teamlease.com/investor/postal-ballot/>.

Kindly take the above information on record as per the SEBI LODR Regulations, 2015 and oblige.

Thanking You.

Yours faithfully,

For TeamLease Services Limited

Alaka Chanda

Company Secretary and Compliance Officer

Encl.: As stated above



TEAMLEASE SERVICES LIMITED

CIN: L74140KA2000PLC118395

315 Work Avenue Campus, Ascent Building, Koramangala Industrial Layout, Jyoti Nivas College Road,
Koramangala, Bangalore – 560095, Karnataka, India
Tel.: + 91 80 6824 3333 Fax: + 91 80 6824 3001

corporateaffairs@teamlease.com | group.teamlease.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, and any other applicable law, rules and regulations (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force and as amended from time to time) that the Special Resolution as set out in this Notice pertaining to the appointment of Mr. Rajnarayan Ramakrishnan (DIN: 02545177) as an Independent Director, for consideration of the Members of the Company for passing (as on the Cut-off Date), through Postal Ballot (the "Postal Ballot") by way of remote E-Voting ("E-Voting") process only.

An Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act pertaining to the said resolution setting out the material facts and the reasons/ rationale thereof forms part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

The Notice of the Postal Ballot containing the businesses 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, read with its amendments, (SEBI LODR 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.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), this Notice is being sent only through electronic mode to

those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, December 01, 2023 ("**Cut-off date**"), seeking their approval as set out in the Postal Ballot Notice. The Company has engaged the services of KFin Technologies Limited for the purpose of providing E-Voting facility to all its Members.

The remote E-Voting will commence from Friday, December 08, 2023 (09:00 A.M. IST) and shall end on Saturday, January 06, 2024 (05:00 P.M. IST). The results of the Postal Ballot will be announced on or before Tuesday, January 09, 2024. In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses by following the procedure set out in the notes to the Postal Ballot Notice.

As per the above mentioned provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association, the Company is required to obtain the approval of its Members by way of a Special Resolution through Postal Ballot or at a General Meeting by providing the facility to Members to vote by electronic means. Accordingly, the Company seeks your approval for the appointment of Mr. Rajnarayan Ramakrishnan through this Postal Ballot Notice.

The Board has appointed Mr. Mukesh Siroya, M Siroya and Company, Practising Company Secretary, bearing CP No. 4157; M. No. F5682, as the Scrutinizer for conducting the Postal Ballot / E-Voting process in a fair and transparent manner. Ms. Bhavyata Acharya (CP No. 21758; M. No. A25734), Practising Company Secretary, shall be the alternate Scrutinizer to him.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for

E-Voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the E-Voting process from Friday, December 08, 2023 (09:00 A.M. IST) and till the end of E-Voting period on Saturday, January 06, 2024 (05:00 P.M. IST).

The Company has engaged the services of KFin Technologies Limited ("KFin") for facilitating E-Voting to enable the Members to cast their votes electronically. In accordance with the MCA Circulars, the Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of the E-Voting.

The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of E-Voting, i.e. Saturday, January 06, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Please note that references to 'Members' and 'Shareholders' in this Postal Ballot Notice, are references to Members and Shareholders of the Company.

Pursuant to Regulation 46 of SEBI LODR Regulations, 2015, the Notice of the Postal Ballot will be available on the website of the Company at <https://group.teamlease.com/investor/postal-ballot/>.

SPECIAL BUSINESS:

Item No. 1

Appointment of Mr. Rajnarayan Ramakrishnan (DIN: 02545177) as an Independent Director of the Company to hold office for a period of five consecutive years with effect from November 08, 2023, to November 07, 2028

To consider and pass the following resolution as a Special Resolution

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee in accordance with the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and Article 45 of the Articles of Association of the Company, Mr. Rajnarayan Ramakrishnan (DIN: 02545177), who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors of the Company with effect from November 08, 2023, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years commencing from November 08, 2023 to November 07, 2028.

RESOLVED FURTHER THAT 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, expedient or proper, to give effect to this resolution."

Registered Office:

315 Work Avenue Campus, Ascent Building,
Koramangala Industrial Layout,
Jyoti Nivas College Road,
Koramangala, Bangalore – 560095
Tel.: +91 80 6824 3333
Fax: +91 80 6824 3001

corporateaffairs@teamlease.com
group.teamlease.com

Date: November 08, 2023

Place: Bangalore

By Order of the Board of Directors
TeamLease Services Limited

Alaka Chanda
Company Secretary and Compliance Officer
Membership No: F10911

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act stating all material facts and the reasons for the proposals set out in Resolution No. 1 is annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as shall be received from the Depositories as on Friday, December 01, 2023. Members who have not registered their e-mail address are requested to follow the process provided in the Notes below to receive this Notice and login ID and password for remote E-Voting.
3. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to E-Voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote E-Voting system.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at group.teamlease.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at <http://www.bseindia.com> and <http://www.nseindia.com> respectively, and on the website of KFin Technologies Limited <https://evoting.kfintech.com/>.
5. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote E-Voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, December 01, 2023 ("**Cut-off Date**") will be entitled to cast their votes by E-Voting.
6. Resolutions passed through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on the cut-off date. A person who is not a Member on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Companies Act and the Rules made there under, the MCA Circulars and Regulation 44 of the LODR Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the E-Voting service facility arranged by KFin Technologies Limited. The instructions for E-Voting are provided as part of this Postal Ballot Notice.
9. Members are requested to read the instructions in the Notes under the section "General Information and Instructions relating to E-Voting" in this Postal Ballot Notice. Members are requested to cast their vote through the E-Voting process from Friday, December 08, 2023 (09:00 A.M. IST) and till the end of E-Voting period on Saturday, January 06, 2024 (05:00 P.M. IST), to be eligible for being considered, failing which it will be strictly considered that vote has not been received from the Member.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through E-Voting. Based on the Scrutinizer's Report, the results of the E-Voting will be announced on or before Tuesday, January 09, 2024. The declared results, along with the Scrutinizer's Report, will be displayed on the Company's website under the section Investors-Postal Ballot at <https://group.teamlease.com/investor/postal-ballot/> besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, January 06, 2024, i.e., the last date specified for receipt of votes through the E-Voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the E-Voting process. Members seeking to inspect such documents can send an e-mail to corporateaffairs@teamlease.com.
13. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Members are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at einward.ris@kfintech.com. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical

securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

14. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR 1
	Update of signature of securities holder	Form ISR 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH 13
	Declaration to opt out	Form ISR 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	For SH 14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR 4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

15. In accordance with the MCA Circulars, the Members are requested to take note of the following: Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:

- Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- Select the company name: TeamLease Services Limited
- Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number ("PAN")
- In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate number in respect of the shares held by you.
- Enter the email address and mobile number.
- System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one time password ("OTP") to the said mobile number and email address for validation.

- Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).
- In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the selfattested copy of your PAN.
- System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the remote E-Voting instructions along with the user ID and password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the Member (first Member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or contact RTA at toll free number: 1800-309-4001



TEAMLEASE SERVICES LIMITED

CIN: L74140KA2000PLC118395

315 Work Avenue Campus, Ascent Building, Koramangala Industrial Layout, Jyoti Nivas College Road,
Koramangala, Bangalore – 560095, Karnataka, India
Tel.: + 91 80 6824 3333 Fax: + 91 80 6824 3001
corporateaffairs@teamlease.com | group.teamlease.com

Dear Member(s),

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, as amended and Regulation 44 of the SEBI LODR 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. The Company has engaged the services of KFin Technologies Limited to provide the E-Voting facility.

The Notice is displayed on the Company's website, group.teamlease.com and on the Website of KFinTech, <https://evoting.kfintech.com/>.

The E-Voting facility is available at the link, <https://evoting.kfintech.com/>.

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

Commencement of E-Voting	End of E-Voting
Friday, December 08, 2023 (09:00 A.M. IST)	Saturday, January 06, 2024 (05:00 P.M. 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 KFin upon expiry of said period. During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically. The E-Voting module shall be disabled by KFin for voting thereafter.

Please read the instructions printed below before exercising your vote:

These details and instructions form an integral part of the Notice.

Registered Office:

315 Work Avenue Campus, Ascent Building,
Koramangala Industrial Layout,
Jyoti Nivas College Road,
Koramangala, Bangalore – 560095
Tel.: +91 80 6824 3333
Fax: +91 80 6824 3001

corporateaffairs@teamlease.com

group.teamlease.com

Date: November 08, 2023

Place: Bangalore

By Order of the Board of Directors

TeamLease Services Limited

Alaka Chanda

Company Secretary and Compliance Officer

Membership No: F10911

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

- (a) In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of remote E-Voting to enable its Members to cast their votes electronically in respect of the Resolution as set out in this Postal Ballot Notice.
- (b) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the Cut-off Date i.e. December 01, 2023.
- (c) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. Friday December 01, 2023, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution as set out in this Postal Ballot Notice only through the remote E-Voting.

A. LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "E-Voting facility provided by Listed Companies", E-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in E-Voting process.

- i) Members are advised to update their mobile number and e-mail ID with their DPs in order to access E-Voting facility.
- ii) Members are advised to update their mobile number and e-mail ID with their DPs in order to access E-Voting facility.

Type of Members	Login Method
Individual Members holding securities in Demat mode in CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the E-Voting option for eligible companies where the E-Voting is in progress as per the information provided by company. On clicking the E-Voting option, the user will be able to see E-Voting page of the E-Voting service provider for casting your vote during the remote E-Voting period. Additionally, there is also links provided to access the system of all E-Voting Service Providers i.e., https://evoting.kfintech.com/so that the user can visit the E-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a E-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all E-Voting Service Providers.

Type of Members	Login Method
Individual Members holding securities in Demat mode in NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-Voting services. Click on "Access to E-Voting" under E-Voting services and you will be able to see E-Voting page. Click on company name or E-Voting service provider name and you will be re-directed to E-Voting service provider website for casting your vote during the remote E-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page. Click on company name or E-Voting service provider name and you will be redirected to E-Voting service provider website for casting your vote during the remote E-Voting period.
Individual Members (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-Voting facility. After Successful login, you will be able to see E-Voting option. Once you click on E-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-Voting feature. Click on company name or E-Voting service provider name and you will be redirected to E-Voting service provider website for casting your vote during the remote E- Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. LOGIN METHOD FOR E-VOTING FOR PHYSICAL MEMBERS AND MEMBERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM

- i) The Members should log on to the E-Voting website <https://evoting.kfintech.com/>.
- ii) Click on "Members" module.
- iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character **DP ID** followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to <https://evoting.kfintech.com/> and voted on an earlier E-Voting of any company, then your existing password is to be used.
- vi) If you are a first time user, follow the steps given below:

For Physical Members and other than individual Members holding shares in Demat.

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-Voting through KFin platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Teamlease Services Limited> on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii) **Additional Facility for Non – Individual Members and Custodians -For Remote Voting only.**

- Non-Individual Members (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on <https://evoting.kfintech.com/> and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to einward.ris@kfintech.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to einward.ris@kfintech.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the

Scrutinizer and to the Company at the email address viz; corporateaffairs@teamlease.com (designated email address by Company), if they have voted from individual tab & not uploaded the same in the KFin E-Voting system for the scrutinizer to verify the same.

PROCESS FOR REGISTRATION OF E-MAIL ID WITH THE COMPANY/RTA/DEPOSITORIES.

1. **Members holding shares in physical mode -** Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to approach KFin Technologies Limited, Registrar & Share Transfer Agent of the Company at by sending an email request at einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate and update their respective email address by uploading the requisite documents thereat.
2. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participants (s) are requested to register/ update their e-mail address with the Depository Participant(s).

If you have any queries or issues regarding E-Voting from the KFin E-Voting System, you can write an email to einward.ris@kfintech.com or contact at toll free no.: 1- 800-309-4001

All grievances connected with the facility for voting by electronic means may be addressed to einward.ris@kfintech.com.

Information at a glance:

Date on which the resolution is deemed to be passed	: Last date of E-Voting i.e. Saturday, January 06, 2024
Cut-off Date to determine those Members who are eligible to vote on the resolution	: Friday, December 01, 2023
Remote E-Voting start time and date	: Friday, December 08, 2023 (09:00 A.M. IST)
Remote E-Voting end time and date	: Saturday, January 06, 2024 (05:00 P.M. IST)
Remote E-Voting website of Kfintech	: https://evoting.kfintech.com/
Name, address and contact details of E-Voting service Provider and Registrar and Transfer Agent	: KFin Technologies Limited; Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032 Contact detail: KFinTech's toll free No.: 1- 800-309-4001
Email Registration & Contact Updation Process	: Demat Members: Contact respective Depository Participant. Physical Members: Contact Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self- attested copy of the PAN card and copy of the Share Certificate
Email Registration on Registrar and Transfer Agent's website	: Members may visit the following Website and follow the Registration Process as guided therein: • KFinTech's Website https://ris.kfintech.com/email_registration/ .
Helpline Number	: Call KFinTech's toll free No.: 1- 800-309-4001

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of the Directors, at its meeting held on November 08, 2023, appointed Mr. Rajnarayan Ramakrishnan (DIN: 02545177), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 08, 2023 to November 07, 2028 (both days inclusive) subject to the approval of the Members through Special Resolution.

Pursuant to the provisions of Section 161 of Companies Act, 2013, Mr. Rajnarayan Ramakrishnan is eligible to hold office as a Director till the ensuing Annual General Meeting of the Company. However, pursuant to Regulation 17 (1) (c) of SEBI LODR Regulations, 2015, approval of Members is required to be availed by the Company for appointment of a Director at the next Annual General Meeting or within a time period of three months, from the date of appointment whichever is earlier. Therefore, the approval of Members is being sought for the aforesaid appointment of Mr. Rajnarayan Ramakrishnan through Postal Ballot.

The Company has received:

- (i) consent in writing from Mr. Rajnarayan Ramakrishnan to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Rajnarayan Ramakrishnan to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations;
- (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee ("NRC") considers candidates having expertise and experience across industries for appointment on the Board. It also deliberates on various factors including tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while

considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

The Nomination and Remuneration Committee ("NRC") has Nomination and Remuneration Policy stating the criteria and eligibility for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Rajnarayan Ramakrishnan. In the opinion of the Board, Mr. Rajnarayan Ramakrishnan fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Rajnarayan Ramakrishnan's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Rajnarayan Ramakrishnan is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Rajnarayan Ramakrishnan is justified due to the following reasons:

- Mr. Rajnarayan Ramakrishnan has deep domain experience in leading best in class HR teams to enable business success.
- His deep knowledge and expertise in Business and Risk Management, Strategy, Governance, Environment and Sustainability.
- His experience as part of the Management Team of successful Multi-National Corporations as well as multiple Indian Organisations.

Further, Mr. Rajnarayan Ramakrishnan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Rajnarayan Ramakrishnan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Rajnarayan Ramakrishnan has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with TeamLease Services Limited or its subsidiaries amounting to ten percent or more of its gross turnover. The resolution seeks the approval of Members for the appointment of Mr. Rajnarayan Ramakrishnan as an Independent Director of the Company from November 08, 2023 to November 07, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days.

The profile and specific areas of expertise of Mr. Rajnarayan Ramakrishnan and other relevant information as required under SEBI LODR Regulations and SS-2 are provided in **Annexure A**.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Rajnarayan Ramakrishnan as Independent

Director of the Company, as a Special Resolution as set out above.

No Director, Key Managerial Personnel or their relatives except Mr. Rajnarayan Ramakrishnan to whom the resolution relates is interested in or concerned with the resolution. Further, his relatives are also not interested in the resolution, since they hold no shareholding, in the Company.

Mr. Rajnarayan Ramakrishnan is not related to any Director or any KMP of the Company or to any relative of any Director or any KMP of the Company

The Board recommends the Special Resolution set forth in this notice for the approval of Members.

ANNEXURE A

Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI LODR Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India



**Mr. Rajnarayan Ramakrishnan
(DIN: 02545177)**

Brief Profile of Mr. Rajnarayan Ramakrishnan (DIN: 02545177) and Nature of Expertise:

Mr. Rajnarayan Ramakrishnan aged 63 years is currently an Advisor to Voltas (Tata Group). He has 39 years of business experience, as part of the Management Team of successful Multi-National Corporations as well as multiple Indian Organizations. He has deep domain experience in leading best in class HR teams to enable business success.

Mr. Rajnarayan Ramakrishnan was the Chief Human Resources Officer in Titan Company Limited from October 2012 to June 2021. During his stint in Metro Cash & Carry from October 2002 to October 2012, he headed Talent Management and Leadership Development for the Company internationally, and also served as HR Director in India for 3 years. He has graduated in Economics (1978 – 1981) from Madras Christian College, Tambaram and completed his post-graduation in Management from XLRI Jamshedpur in the year 1984. He started his career with the HCL group in 1984.

Other Details:

Date of first appointment	November 08, 2023
Disclosure of Relationship between Directors Inter-se	NIL
Direct Shareholding in the Company	NIL
Terms and Conditions of appointment / re-appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from November 08, 2023 to November 07, 2028. For further details, please refer Explanatory statement.
Details of previous remuneration drawn	Not Applicable
Details of Remuneration sought to be paid	Sitting Fees as approved by the Board from time to time.
Number of Meetings of the Board attended during the year	Not Applicable and appointed on the Board with effect from November 08, 2023.
Skills and capabilities required for the role and the manner in which Mr. Rajnarayan Ramakrishnan meets such requirements	Explanatory Statement forming part of this Notice covers all the relevant details.

Indian Public Companies (Listed and Unlisted) in which Mr. Rajnarayan Ramakrishnan holds Directorship and Committee Chairmanship/ Membership:

Company	Directorship	Committee Membership	Committee/Board Chairmanship
		NIL	

Note: As required by Clause 26 of the SEBI LODR Regulations, 2015, the disclosure includes Membership/Chairpersonship of the Audit Committee and Stakeholders' Relationship Committee in Indian Public Companies (Listed and Unlisted).

Forward-Looking Statements

The information herein includes certain "forward-looking statements." These forward-looking statements are based on the Management's beliefs as well as on a number of assumptions concerning future events made using information currently available to the Management. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside the Company's control. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate,' 'believe,' 'estimate,' 'expect,' 'intend,' 'will,' 'project,' 'seek,' 'should' and similar expressions.

Green Initiative

Dear Member(s),

As responsible citizens of the world, we would like to do our bit to protect our environment and reduce our carbon footprint. We request you, our valued Shareholder / Member, to join us in our endeavor to save the planet by registering your email to receive all communications electronically. In case you hold securities of the Company in demat mode, kindly furnish your email ID to your Depository Participant (i.e., with whom you had opened your demat account). If you hold securities in physical mode, kindly furnish your email ID to the Company's RTA, KFin Technologies Limited at their email ID: einward.ris@kfintech.com.