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Safe Harbour

This Annual Report contains 'forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance and are based on our current expectations, assumptions, estimates and projections about the Company, our industry, economic conditions in the markets in which we operate, and certain other matters. 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. Those statements include, among other things, risks and uncertainties and the effects of government and other measures seeking to contain its spread, the discussions of our business strategy, including the localization of our workforce and investments to reskill our employees

and expectations concerning our market position, future operations, margins, profitability, liquidity, capital resources, wage increases in India, change in the Indian regulations governing wages. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, those discussed in the MD&A section in this Annual Report. In the light of these and other uncertainties, stakeholders should not conclude that the results or outcomes referred to in any of the forward-looking statements will be achieved. All forward-looking statements included in this Annual Report are based on information and estimates available to us on the date hereof, and we do not undertake any obligation to update these forward-looking statements unless required to do so by law.



To see the report online please log on to <https://group.teamlease.com/> or scan the QR code

About the Report

TeamLease presents the third edition of its Integrated Annual Report for the fiscal year ended on March 31, 2024. This report aims to provide a comprehensive and detailed overview of the Company's operations, strategy, and performance. It explores the trends and challenges in our business, highlights our strategies, and emphasizes our responsible approach to value creation. Central to our operations is integrated and sustainable thinking, ensuring the management of resources and relationships in a way that generates value over time.

Reporting Framework

The report follows the IIRC framework, detailing how we create value for our members and stakeholders. It evaluates the six capitals as defined by the International Integrated Reporting Council (IIRC) framework, which drive our strategy and internal materiality process. Additionally, our activities align with the United Nations Sustainable Development Goals (SDGs), reflecting our commitment to achieving multi-stakeholder objectives.

The financial and statutory data comply with relevant legal requirements, including the Companies Act, 2013, Indian Accounting Standards, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards.

Reporting Period

The reporting period covers the 12 months from April 01, 2023, to March 31, 2024, with some sections incorporating data from previous years. The report pertains to TeamLease Services Limited on a Standalone basis, adhering to the laws, regulations, and standards of the Republic of India.

Reporting Boundary

The financial metrics and information presented in the FY24 Integrated Annual Report pertains to TeamLease Services Limited, including its subsidiaries.

Assurance

To ensure the integrity of facts and information, the Management has thoroughly reviewed the Annual Report. The Statutory Auditors, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, have provided an unmodified opinion on the Financial Statements, which has been duly included in the report as part of our assurance process.

Management Responsibility Statement

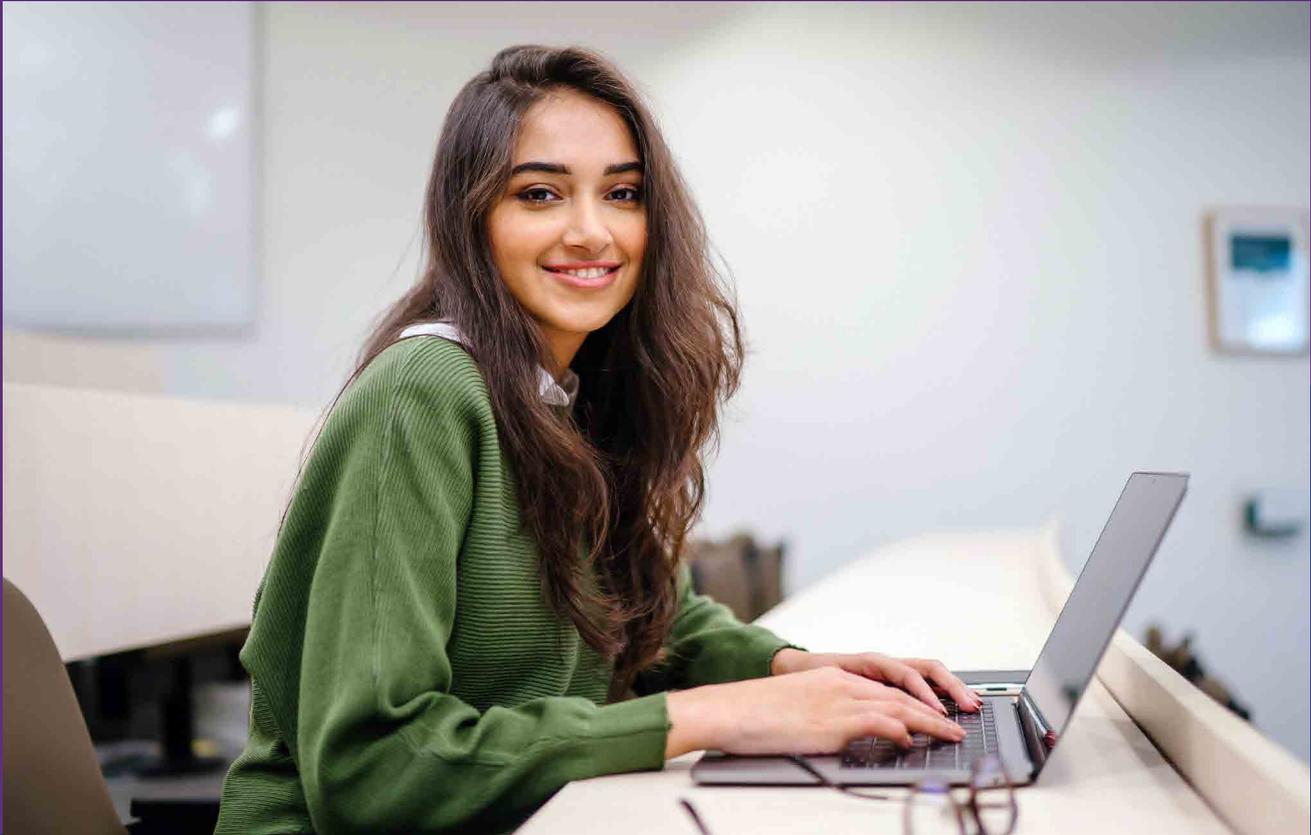
The management of TeamLease Services Limited acknowledges its responsibility in ensuring the integrity, transparency and accuracy of information presented in the Integrated Annual Report. The management also confirms that the report addresses all business-critical material issues pertaining to the organisation and its stakeholders and communicates the organisation's ability to pursue prospects and mitigate risks.



India, today has earned a recognition as a global powerhouse and a land of opportunities. For years, lack of formal jobs or provision for vocational training posed serious hurdles for increasing the employability of Indian youth. As a result, despite the wealth of human talent within the country, lack of formal infrastructure for job creation posed a challenge.

At TeamLease, we realise the immense potential of the Indian workforce and continue to introduce distinct solutions that have helped to usher in changes in the country's human resource sector.





We are led by the vision of putting India to work. It encourages us to identify the specific staffing needs of various industries. Consequently, our innovative offerings covering the RegTech space empowers us with the ability to offer solutions that facilitate specific aspects of business governance. We leverage the power of advanced technology and digital platforms to fulfil the expectations of new-age clients

and job seekers. With tailored solutions for different job verticals and roles, we match the right talent with the right job.

To cover the entire domain of HR solutions, we have also ventured into the area of skill development. TeamLease Skills University launched degree linked apprenticeships program. Moreover, our Digital Workforce Management

platform has introduced a new wave of digital transformation in this domain. With intelligent and scalable features, it has helped businesses to streamline workforce management for different sectors.

Our collective endeavours to be a partner in India's growth story have enabled us to empower the country's talent pool while meeting the expectations of employers to deliver specialised recruitment solutions. With a comprehensive suite of services across the 3Es of Employment, Employability and E-workforce, we are determined to play an integral role in the nation's growth.

Empowering India's talent

For more than two decades, TeamLease has offered customised hiring solutions for clients from diverse industries. Our ability to deliver comprehensive services covering the entirety of the human resource supply chain has enabled us to bridge the gap between employers and employees.

Since our inception, we have facilitated the employment of over 23 Lakh individuals and strengthened our position as one of India's fastest-growing human resource Company. Along with customising unique hiring solutions for employers, we realise the need to make

the Indian workforce future-ready. As the nation witnesses the transition of an informal workforce to the formal sector, especially for blue-collar roles, we have taken a proactive stance to introduce initiatives for vocational training. The National Employability

through Apprenticeship Programme further highlights our commitment to fostering skill development and preparing a qualified talent pool, ready to take on the challenges of an evolving business ecosystem.

Value Drivers



Scale



Productivity



Compliance



Reach

Strategy



Growth



Margin Expansion



Capital Frugality



Governance

Financials

₹9,322 Crores

Revenue from Operations

20%

YoY growth in Revenue

371

Full Time Equivalent (FTE) Productivity

Catered to

3,20,000+

Associates/Trainees

7,50,000+

Students/Apprentice

3,800+

Clients

23,00,000+

Employed till date

Focus Areas

 <p>Employment</p> <p>General Staffing</p> <hr/> <p>Specialised Staffing</p> <hr/> <p>Temp Hiring</p>	 <p>Employability</p> <p>On the job – DA</p> <hr/> <p>Online – TL Edtech</p> <hr/> <p>Onsite – Enterprise Learning</p> <hr/> <p>On Campus – TL Skills University</p>	 <p>E-workforce</p> <p>Compliance SaaS and Services</p> <hr/> <p>Payroll Outsourcing</p> <hr/> <p>Digital Workforce Solutions</p>
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Our Vision

Our Long-term philosophy and goals are best reflected by our purpose of

‘Putting India to Work’

Our Contribution

Our vision has been at the forefront of our existence, helping us employ,

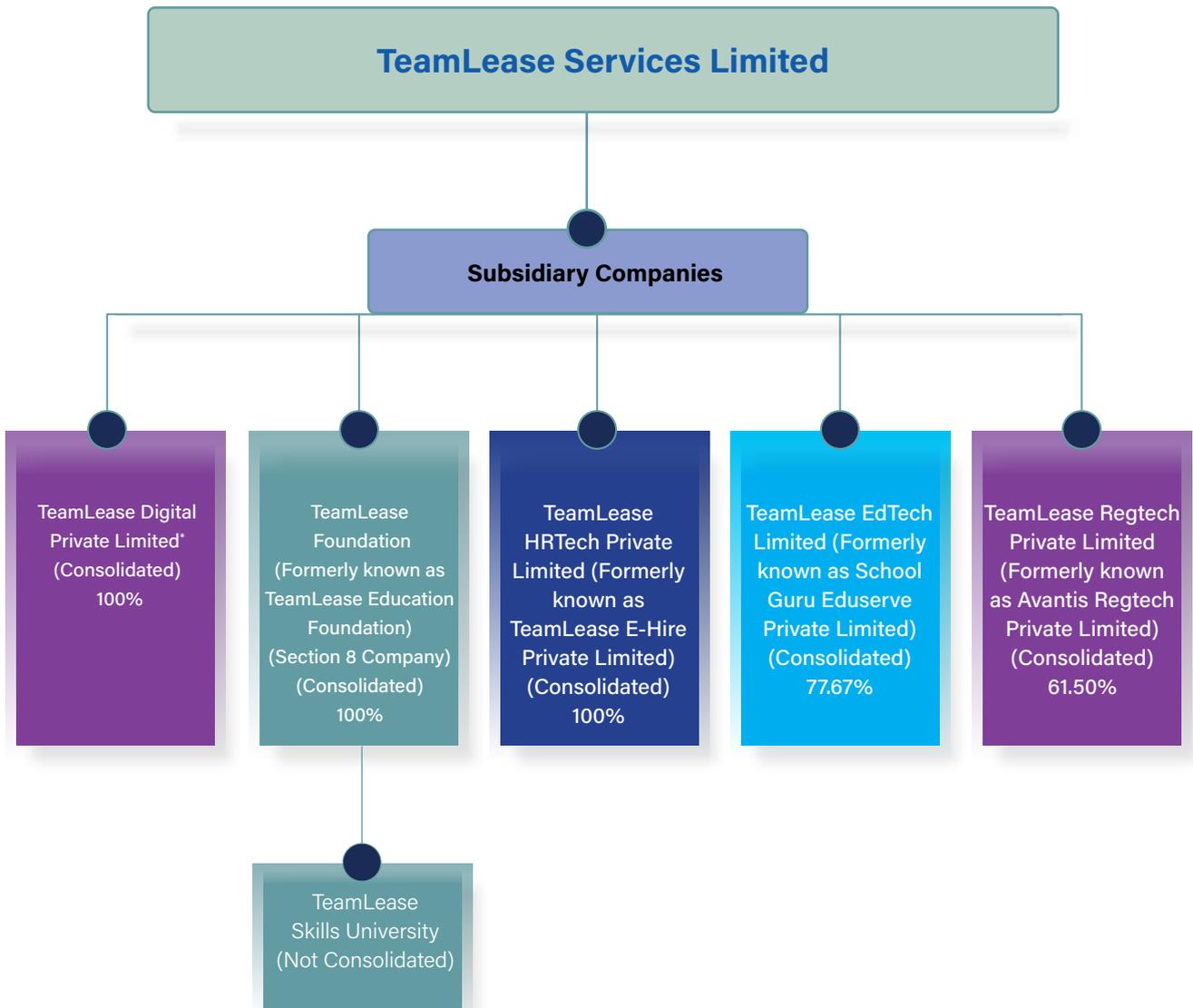
‘One Indian’ every 5 minutes over the past many years.

The Future that we see

Our goal is to become the largest Private sector employer of India, largest staffing Company in the world by headcount.

Our Services

 <p>General Staffing</p>	 <p>Specialised Staffing</p>	 <p>Degree Apprenticeship</p>	 <p>Compliance Management</p>
 <p>Learning/ Training</p>	 <p>HCM Solutions</p>	 <p>Skill University</p>	

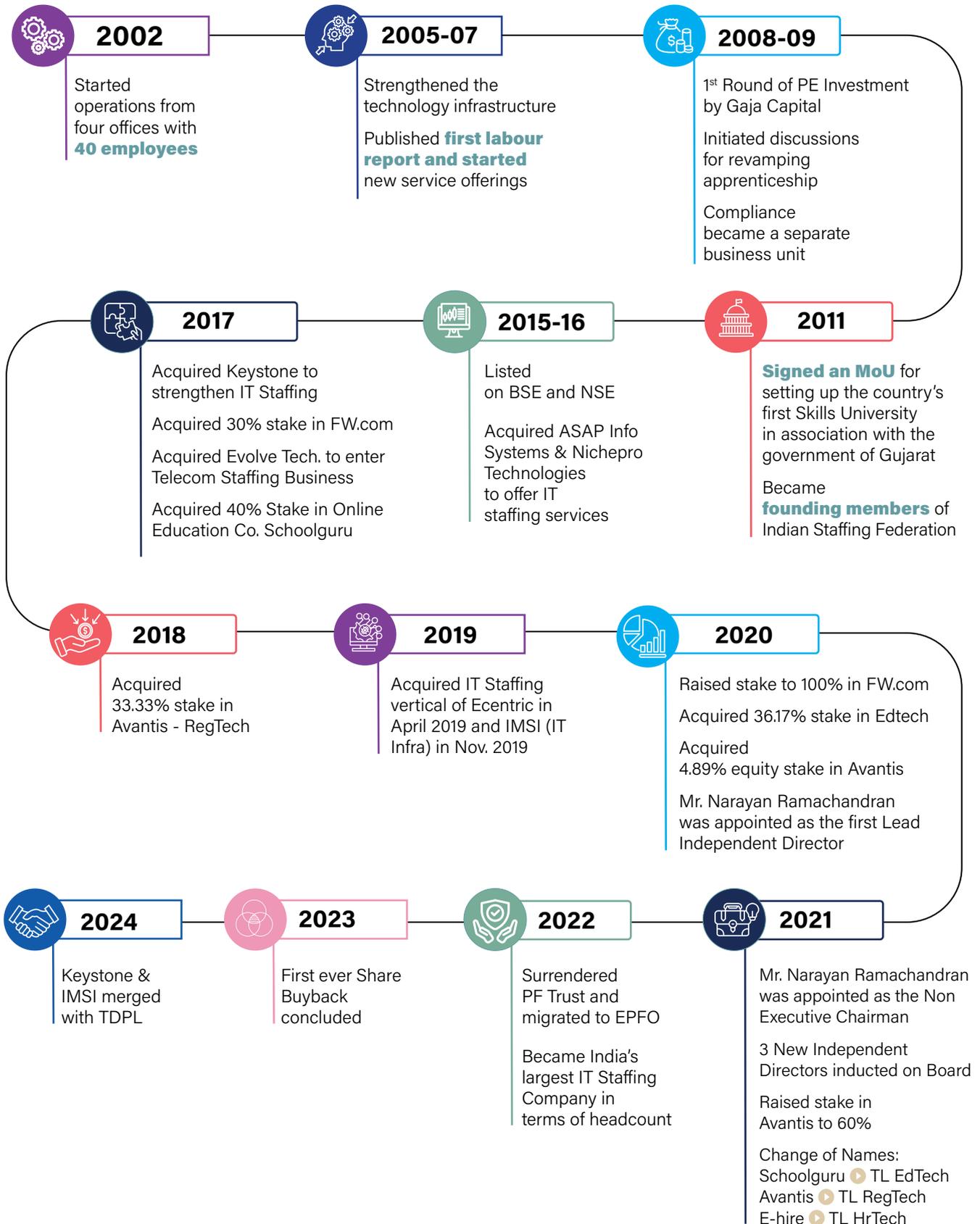


*ASAP Info Systems Private Limited and Nichepro Technologies Private Limited got merged with TeamLease Digital Private Limited (formerly TeamLease Staffing Services Private Limited) with effect from 21.12.2017.

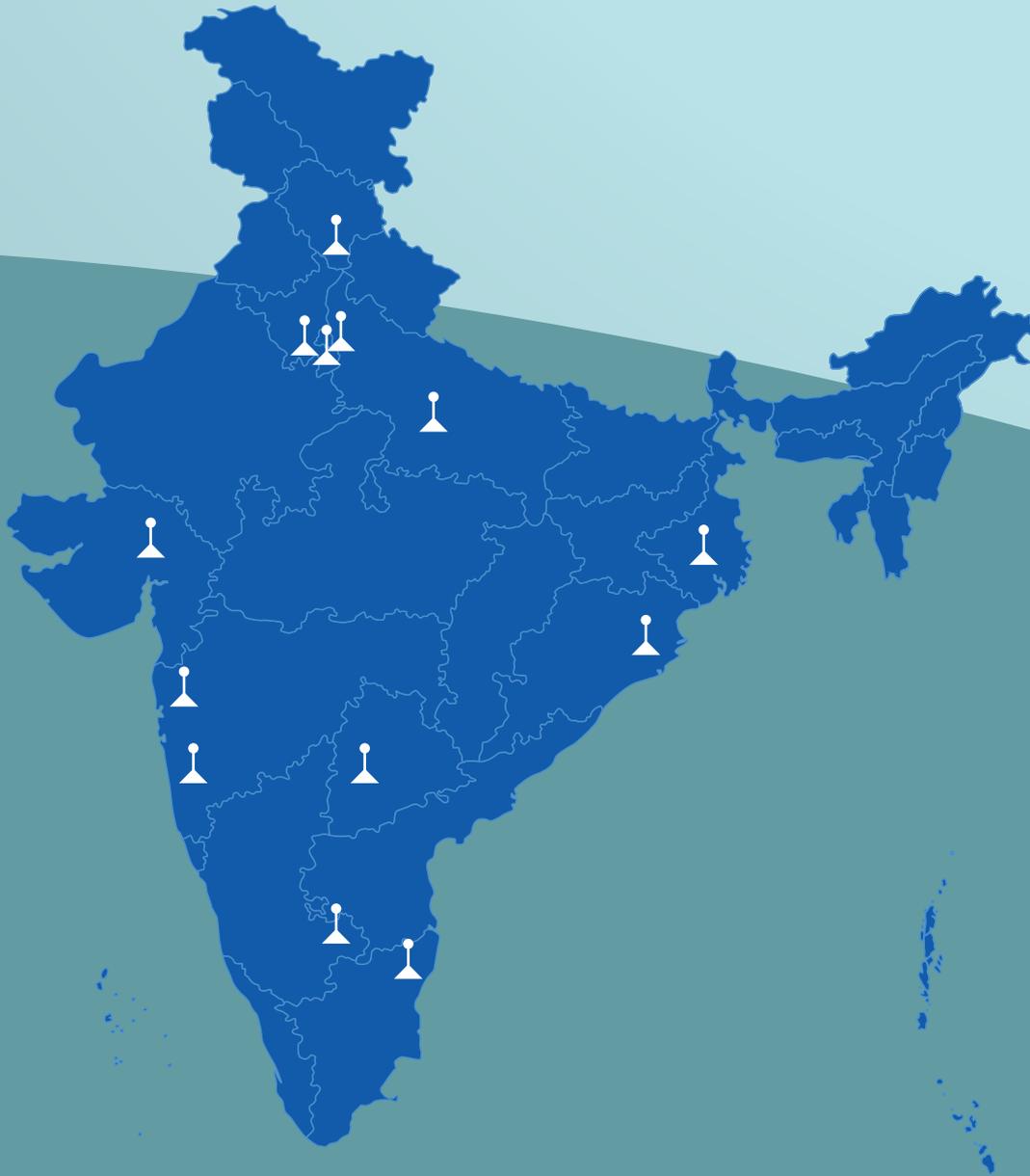
*Evolve Technologies & Services Private Limited got merged with TeamLease Digital Private Limited (formerly TeamLease Staffing Services Private Limited) with effect from 01.04.2020.

*Keystone Business Solutions Private Limited and I.M.S.I Staffing Private Limited got merged with TeamLease Digital Private Limited (formerly TeamLease Staffing Services Private Limited) with effect from 04.01.2024.

Putting India to work for decades



Empowering Indians near and far



Our Offices



- Ahmedabad
- Bangalore
- Bhubaneswar
- Chennai
- Dehradun
- Delhi
- Gurugram
- Hyderabad
- Kolkata
- Lucknow
- Mumbai
- Pune
- Noida

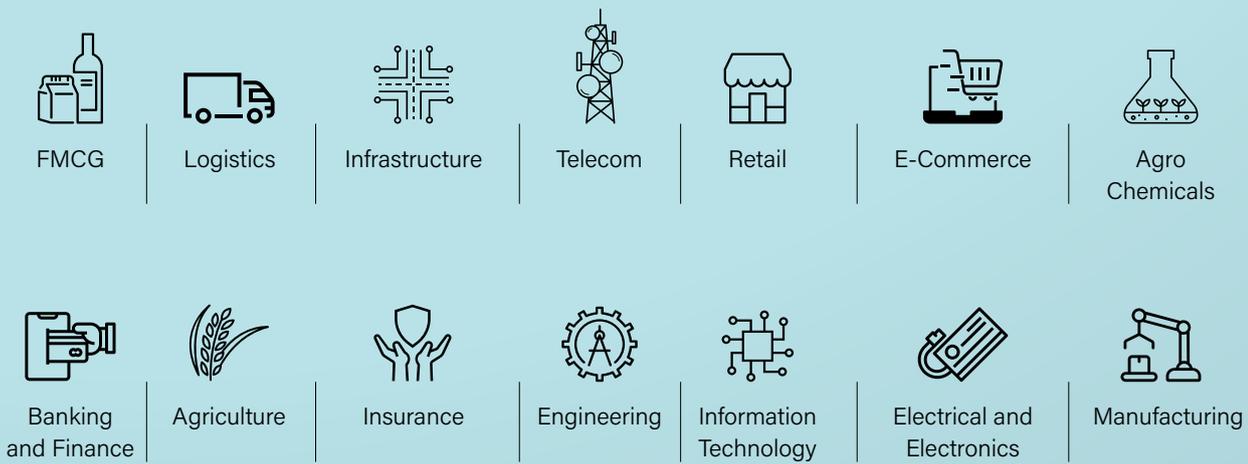
Present in

Presence
7,500+
Locations

13
Cities

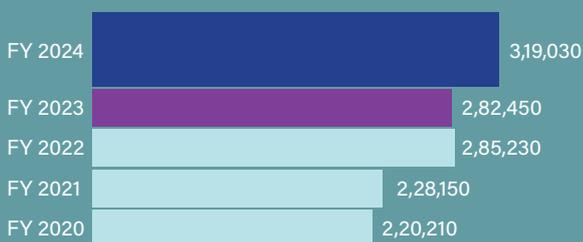
28+
States

Sectoral expertise



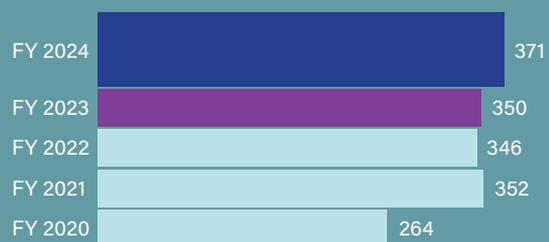
Headcount

(in number)



Full time Employee per associate

(in number)



Chairman's message



As India transforms from a “quantity” economy to a “quality” economy, this philosophy drives our commitment to harnessing human potential as the Nation’s most valuable asset; and consequently, our focus on workforce matching, worker productivity and employability. 



Dear Shareholders,

As we close another year, I am pleased to share our achievements for the year and vision for the future. Our journey through 2023 remains a story of resilience, innovation and growth. While India continues to create its mark in the global arena, the Indian workforce is evolving. With greater formalisation, more opportunities for specialised roles in professional spaces and a growing demand for vocational training, we are playing an active role in bridging the gap between employers and employees. Our industry experience, technology-enabled methods, specialised recruitment and compliance-based services continue to help us fulfil our commitment of putting India to work.

Evolving workforce dynamics

As the management Guru Peter Drucker famously said, "The ultimate resource in economic development is people. It is people, not merely capital or raw materials that develop an economy." As India transforms from a "quantity" economy to a "quality" economy, this philosophy drives our commitment to harnessing human potential as the Nation's most valuable asset; and consequently, our focus on workforce matching, worker productivity and employability. As the very nature of work and learning evolve, we are incorporating elements of continual learning and equally importantly continual market signalling of that learning.

Growing strategically

Over the past year, our Staffing headcount grew 23% YoY in gross revenue terms. We witnessed strong performances across sectors such as consumer, telecom, retail, e-commerce, and manufacturing. One on-going challenge remains that with growth in our large customers, there is a pressure on PAPM, and in turn on margins.



**As Mahatma Gandhi said,
"The future depends on what you do today."
At TeamLease, we are focused on building
a stronger, more resilient future by making
impactful decisions today.**

IT Staffing business continues to be impacted by the headwinds in the IT industry. We have mitigated this by our focus on fast growing global capability centres or GCCs as they have come to be known. We have used this downturn in the IT industry to improve our processes and with the additional focus on GCCs are creating the operating leverage, which should impact both revenue and margins, when the industry turns around.

Our productivity and technology businesses are smaller, but they have begun to add to the top and bottom-line and are the seeds we have sown for growth in the medium-term. Our innovative Work-Linked Degree Programmes combine education and employment, to help create sustainable talent supply chains and provide high employer signalling value. We are on-track to introduce several modules and features to our HRMS platform to further enhance our capabilities and meet evolving business needs. Initiatives around cross-selling and upselling have strengthened our market position in a dynamic operating environment.

Last, but certainly not least, we maintain a healthy free cash balance of over ₹ 250 Crores. We are ready to deploy this cash in any idea that will enhance our service offering and your business returns. To signal our commitment to prudent capital management, we did a small but successful buy-back of stock during the year.

Looking Forward

As we look ahead, we aspire to carry forward the learnings from the past to continue to pave the path for profitable, capital-efficient growth. Our success is largely a reflection of the hard work and dedication of our people. I would, therefore, like to thank our teams and the management for their passion and commitment. To our investors and shareholders, your consistent trust fuels our future, and for this, we are grateful.

As Mahatma Gandhi said, "The future depends on what you do today." At TeamLease, we are focused on building a stronger, more resilient future by making impactful decisions today. Together, we will continue to create meaningful employment opportunities and provide value-added services to manage India's growing workforce.

Warm regards,

Narayan Ramachandran
Non-Executive Chairman &
Lead Independent Director

MD's message



On the financial front, we have seen growth in operating revenue, reaching ₹ 9,322 crores this year as compared to ₹ 7,870 crores in the previous year. Our EBITDA (before exceptional/non-business expense) of ₹ 131 crores grew by 7% year-over-year. 



Dear Shareholders,

As we finish another financial year, I am here to share insights into our tangible growth we have achieved despite global economic uncertainties and into our strategic initiatives for the years ahead. TeamLease has adapted and progressed, demonstrating resilience and strategic insight.

At a broader level we had a differential performance outcome in the businesses as a function of the macro environment for them. Overall, we grew revenues by 18%, Profit After Tax (PAT) at ₹ 113 crores and had a margin reduction by 1% while maintaining healthy balance sheet metrics of free cash flow ₹ 265 crores, ROCE at 36% and capital governance.

We had the largest growth in our total headcount by approximately ~ 37,000 employees over the course of the year. The predominant driver of our growth has been our staffing services. The staffing business was characterised by varied results across service sectors. The consumer and manufacturing sectors, experiencing a wave of formalisation. This brought to the fore obstacles as well as new opportunities, which we addressed with strategic initiatives. The large clients continue to grow larger, and we are also focussed on new logo acquisition.

In the specialised staffing business, despite initial setbacks in the IT sector, our strategic shift towards engaging with captives and product companies—which promise higher margins though lower volumes—has established a pathway for sustained growth. We have been proactive in the Global Capability Centres (GCCs) landscape in India, adjusting our portfolio with strategic new customer acquisitions which provide new growth channels while offering lower volumes. We have adeptly secured high-margin accounts to effectively balance out lower-margin mandate departures, ensuring a healthy revenue trajectory moving forward.

Our Degree Apprentice business saw the reductions in numbers due to the exit of the NEEM programmes. However, we have been able to effectively mitigate the reduction by an enhanced focus on broadening our apprenticeship programs under the various other schemes available. This strategy helped us achieve a net positive headcount growth, reinforcing our capacity for strategic adaptation.

Our EdTech division has made significant advances in signing up more universities, premier institutes and corporates to work with. It has forged new partnerships and launch Digiversity, a platform set to transform how educational services align with decisions related to career progression.

The Regtech business coupled with the outsourced services activity has continued to see growth and has stabilised on platform and performance. The HCM platform is getting better every quarter but will still be in the investment phase for comprehensiveness and maturity as we migrate the customer base onto it.

On the financial front, we have seen growth in operating revenue, reaching ₹ 9,322 crores this year as compared to ₹ 7,870 crores in the previous year. Our EBITDA (before exceptional/non-business expense) of ₹ 131 crores grew by 7% year-over-year. The Company's free cash flow reached ₹ 265 crores, while our Profit After Tax (PAT) stood at ₹ 113 crores. While there have been pricing pressures and macroeconomic headwinds, these figures reflect our relentless pursuit of productivity and innovation in business practices, both in tech and non-tech domains.

Going forward, our investments are aimed at the future—for our Company, our people and the communities we serve.

As we invest in our hiring engine and digital transformations, we are beginning to see substantial benefits. These enhancements in operational efficiency are designed to make TeamLease perfectly poised to not only meet but exceed stakeholder expectations.

Going forward, we continue to explore M&A opportunities that promise growth and innovation in the space that we operate in. Our financial health remains strong, with key metrics like debt ratio and working capital ratio carefully managed to support our growth plans.

This past year has been filled with challenges, but also with opportunities that have transformed into stepping stones. As we move ahead, our focus will be on leveraging our cost structures and technological investments to lead our future growth trajectory.

Looking back, I am filled with gratitude and a sense of accomplishment for what we have achieved as a team. Thank you for your steadfast trust and support for TeamLease. Together, we look forward to another year of achievements and transformative impacts.

Warm regards,

Ashok Reddy
Managing Director & CEO

In conversation with the CFO

Laying the foundation for long-term value creation



We are focusing on increasing associate growth with minimal cost escalation in the backend. Significant investments have been made in digital transformation to optimise recruitment processes and enhance operational efficiency.





What specific actions are being taken to improve EBITDA margin, particularly in the general staffing segments?



Our approach to enhancing EBITDA margin revolves around a threefold approach:

Driving economies of scale: We are focusing on increasing associate growth with minimal cost escalation in the backend. Significant investments have been made in digital transformation to optimise recruitment processes and enhance operational efficiency. Operating leverage through higher productivity of core employees directly contributes to the bottom line and improve hiring productivity. This includes expanding realisation through value-added services to both clients and associates.

Expanding revenue drivers: We are putting greater emphasis on building revenue adjacencies such as value-added services to both clients and associates, hiring solutions, tech-based offerings to manage attrition and productivity of associates.

Product mix: Mark-ups in staffing segment vary based on the size of clients (large clients have higher negotiation power), associate skill profile (blue collar roles garner higher mark-up), type of contract (fixed vs variable), among many others. Over the last few quarters, we are consciously making efforts to sign up more new customers on a variable mark-up model to sustain margins against future salary inflation.

Different business models are being worked out to penetrate blue collar staffing, which traditionally has been served by regional players. An ideal mix of large, medium and small clients is critical to manage gross margins and optimally allocate service delivery costs. In addition, the positive contribution from degree apprenticeship business will be a force multiplier to staffing margins, going forward.



What is the reason behind the sharp decline in EBITDA margin of specialised staffing? Is it possible to recover and return to the earlier 8% trajectory?



IT industry continues to encounter severe headwinds over a year, and it has impacted not only new hirings, but also base headcount in the IT services. Contract staffing works as a shock absorber in downtimes and we have lost 50% of associate headcount on IT services

side. However, our continued focus on building GCC client base helped maintain the run rate on revenues. We have implemented corrective measures, such as rationalising headcount and optimising costs to optimal levels. Any recovery in IT hiring hereon would directly contribute to the bottom line with minimal increase in variable costs and help us get back to 8% EBITDA margin with an ideal mix of services and captive clients.



How does billing seasonality in HR services impact profitability across different quarters?



The Edtech vertical under Other HR Services demonstrates significant seasonality influenced by the student admission cycle and examination calendar regulated by the University Grants Commission (UGC). Admissions primarily occur in the Q2 and Q4 of a financial year, while examinations are conducted in Q3 and Q4, leading to lower billing in Q1. This seasonality results in Q1 being the weakest quarter, followed by progressive improvements in Q2 and Q3, and peaking in Q4.



What are the anticipated benefits from further tech investments in hiring, and how will these investments help optimise hiring costs?



Our technology investments are poised to significantly reduce hiring costs, which form a substantial part of our core costs in general staffing, DA and specialised staffing businesses. Currently, hiring costs are approximately INR 2200 per associate for general staffing and INR 35,000 to INR 40,000 per associate for specialised staffing. With these investments, we aim to achieve a 50-60% reduction in specialised staffing costs. These savings will be achieved through:

- Enhanced candidate matching by refining our database to better align candidates with job requirements;
- Centralised job posting utilising AI to boost visibility and application rates;
- Streamlined recruitment processes implementing technology to improve efficiency and reduce time-to-hire.



With 142 new logo sign-ups and 60% of these on variable markup, how does this shift affect the overall profitability?



The introduction of variable markups, with 60% of new sign-ups adopting this model, primarily involves small and medium-sized clients. While the immediate impact on overall profitability is modest, this strategic shift lays a strong foundation for long-term profitability, as these clients grow and transition into larger categories.



With the phase-out of NEEM trainees and the focus on other apprenticeship options, what impact do you expect this transition to have on your margins and overall profitability?



The phase-out of the NEEM programme, which affected over 45,000 apprentices at approximately INR 1,000 PAMP each, has led to an estimated profitability impact of INR 22 to 24 crores. To mitigate this, we have successfully transitioned to other high-margin apprenticeship programmes. This shift, coupled with steady growth in alternative apprenticeship options, did offset the impact of the NEEM phase-out to breakeven in Q4 of FY2024 and would contribute positively to profits in FY2025.



With an EBITDA to operating cash flow conversion rate of over 80% and a closing cash balance of INR 265 crores, what are your priorities for cash utilisation in the coming year?



Our Board evaluates the plan on cash utilisation every year including buyback/dividend options, organic and inorganic investments. Our priorities for cash utilisation are strategically focused on:

- **Inorganic Growth Opportunities:** Exploring acquisitions to enhance our revenue adjacencies in the 3Es (Employment, Employability and Employee productivity solutions), expand client base and build critical capabilities.
- **Technological Investments:** Continuing to invest in technology to not only drive productivity and cost efficiencies, but also expand service offerings/ revenue drivers.
- **Organic Growth Support:** Scaling up capabilities and expanding into new verticals to sustain growth.

Business Model - Built for a future-ready workforce

Capital

Financial Capital



Manufactured Capital



Intellectual Capital



Social and Relationship Capital



Human Capital



Natural Capital



Input

₹ 811 Crores
Equity Capital

₹ 31 Crores
Debt

60+
Universities

1,500+
Corporates

7 Hiring portals
www.Teamlease.com
www.Freshersworld.com
www.apprentices.in
<https://teamleasetrainers.com/>
<https://www.teamleasseedtech.com/>
<https://www.teamleasedigital.com/>
<https://group.teamlease.com/>

₹ 1.57 Crores
CSR Expenditure

Stakeholder communication
maintained through
various channels

2,117
Workforce

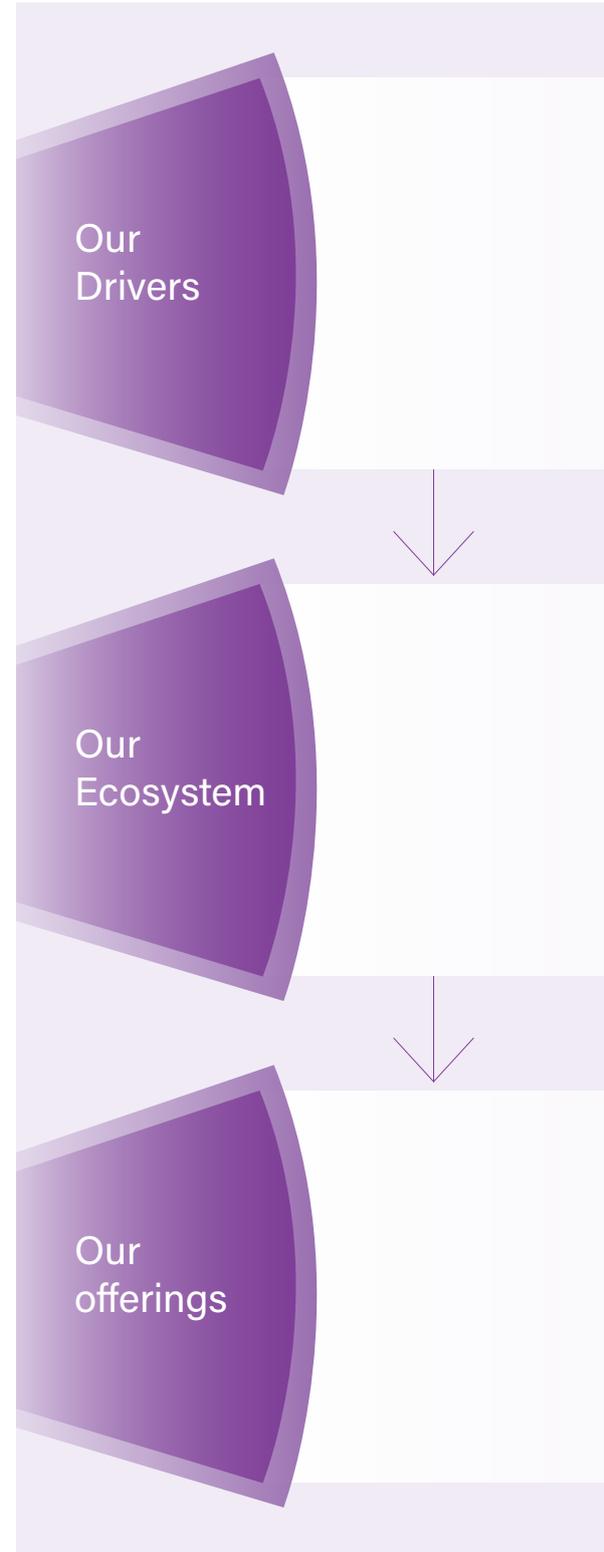
103
Training Sessions

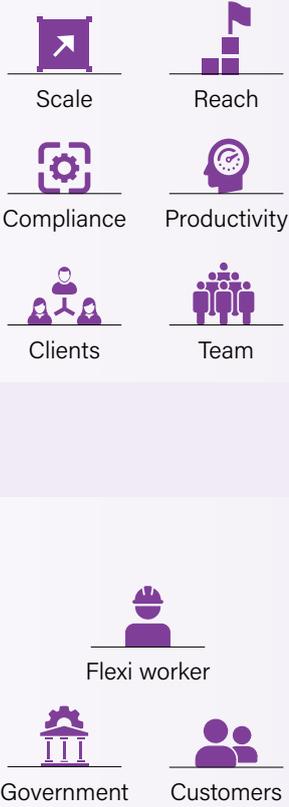
Energy
Efficiency

Water
Conservation

Waste
Management

Value Creation process





- General Staffing
- Specialised Staffing
- Degree Apprenticeship
- Learning/Training
- EdTech
- Payroll
- Compliance (Services/Digital)

Output and Outcome



We consistently deliver profitable growth, ensuring sustainable value creation for our stakeholders

₹ 9,322 Crores

Revenue from Operations

₹ 131 Crores

EBITDA

₹ 113 Crores

PAT



Number of people enrolled

7,50,000+

Apprenticeships mobilised till date

2,20,208+

Staffing

44,800+

Degree Apprenticeships



35,00,000+

Followers on social media

8,20,000+

Unique visitors per month

3.2 Crores+

Yearly page views



Earning the trust and credibility of employers and employees through

Vocational

Training

Skill

development

Knowledge sharing



Nurturing career growth

Prioritising

inclusivity and diversity

Emphasis on

competency-based performance



Specific water consumption reduction

GHG emission reduction

Waste management and recycling

SDG Linkage



Stakeholder Engagement - Unlocking value through lasting relationships

Expectations



Clients

To ensure customer satisfaction, we strive to offer tailored staffing solutions that meet the unique needs of clients.

- Workforce flexibility
- Compliance efficiency
- Focus on core business
- Budget efficiency
- Niche skill hiring
- Ad-hoc availability



Employees

Our workforce plays an integral role in our success. We, therefore, lay emphasis on employing a diverse talent pool, capable of meeting evolving client requirements.

- Appointment letter
- Standardised pay
- Statutory benefits
- Digital payments
- Skill improvement
- Annual increments



Government

The staffing sector must adhere to regulatory guidelines and we remain dedicated to abide by all applicable rules and regulations.

- Reduced unemployment
- Increased formal employment
- Improved compliance
- Revenue from GST
- Skill development



Investors

We accrue funds from investors to meet our growth objectives. We, therefore, strive to enhance return on investment through healthy performances.

- Achieving long-term value by ensuring consistent financial returns
- Improved market share



Communities

To enrich India's workforce, we continue to undertake initiatives for vocational training and skill development within communities. It not only empowers individuals but also enables us to contribute towards social well-being.

- Economic research
- Employment generation
- Education
- Upskilling

Modes of Engagement



- Feedback through customer surveys
- Annual report
- Quarterly report
- Earnings calls
- Media
- Website
- Press release

Frequency of Engagement



Continuous and need-based engagements

Capital Linkages



- Financial Capital
- Manufactured Capital
- Social and Relationship Capital

- Direct communication with employees through immediate supervisors and management
- Internal web portal
- Site-based newsletters
- Vigil mechanism
- Confidential feedback boxes
- Contractual relationships
- Learning and development programmes

Continuous, monthly, half-yearly and need-based

- Financial Capital
- Manufactured Capital
- Intellectual Capital
- Social and Relationship Capital
- Human Capital

- Agreements on social-economic partnerships
- Charity and sponsorship initiatives
- Conferences and forums

Need-based and continuous

- Financial Capital
- Manufactured Capital
- Social and Relationship Capital

- Annual general meetings
- Annual Reports
- Online communication
- Regular meetings with institutional shareholders
- Newsletters

Need-based and continuous

- Financial Capital
- Social and Relationship Capital

- One-on-one interaction during CSR activities
- Volunteering programmes
- Social upliftment programmes

Need-based and continuous

- Financial Capital
- Social and Relationship Capital
- Natural Capital

Navigating Risks with Prudence

In today’s dynamic and ever-evolving business environment, risk management has become a critical component of sustaining long-term growth and ensuring operational resilience. At TeamLease, we recognise that our ability to identify, assess, and mitigate risks is vital to maintaining our leadership position in the staffing and HR services industry.

Our approach to risk management is comprehensive and integrated, ensuring that potential risks are systematically managed across all levels of our organisation. By embedding risk management into our corporate strategy and daily operations, we are better equipped to address challenges, seize opportunities, and drive sustained value for our stakeholders.

Risk Governance

At the core of TeamLease’s risk management framework is a robust governance structure that integrates risk oversight into our corporate strategy. The Board of Directors, through the Risk Management Committee (RMC), is charged with the responsibility of ensuring that our risk management practices are aligned with our long-term objectives. This governance model is supported by senior leaders and risk management experts who are

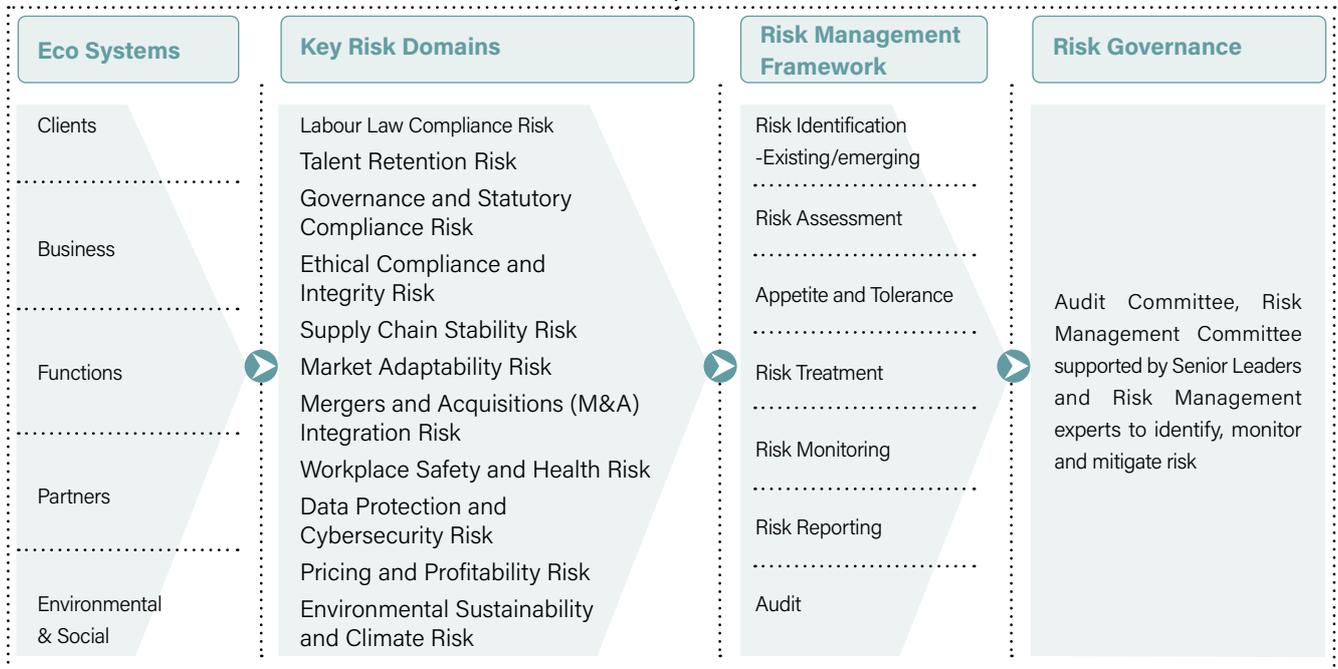
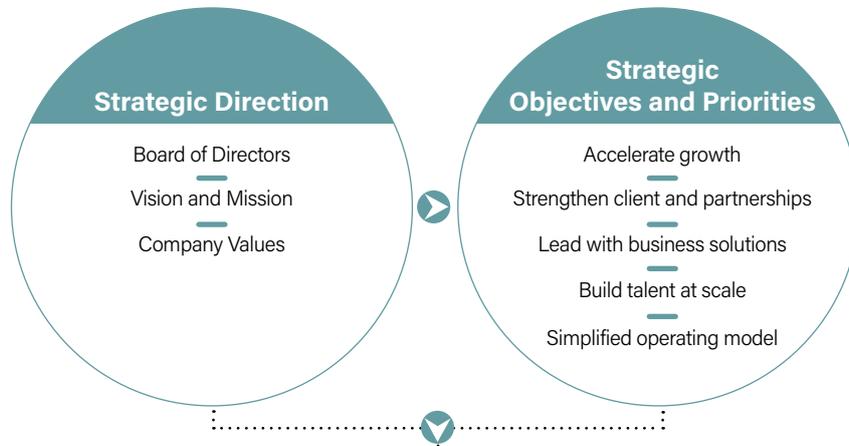
involved in the day-to-day processes of risk identification, monitoring and mitigation.

The RMC regularly classifies and reviews various risk types, ensuring a strategic approach to risk management. Specific risk owners are responsible for implementing mitigation measures, while ongoing training and development programmes for Board members and committee members enhance their ability to navigate complex

risk scenarios. This governance framework ensures that TeamLease’s risk management processes are closely aligned with our corporate strategy, Environmental, Social and Governance (ESG) commitments, enabling us to better manage risks and opportunities from a holistic perspective.



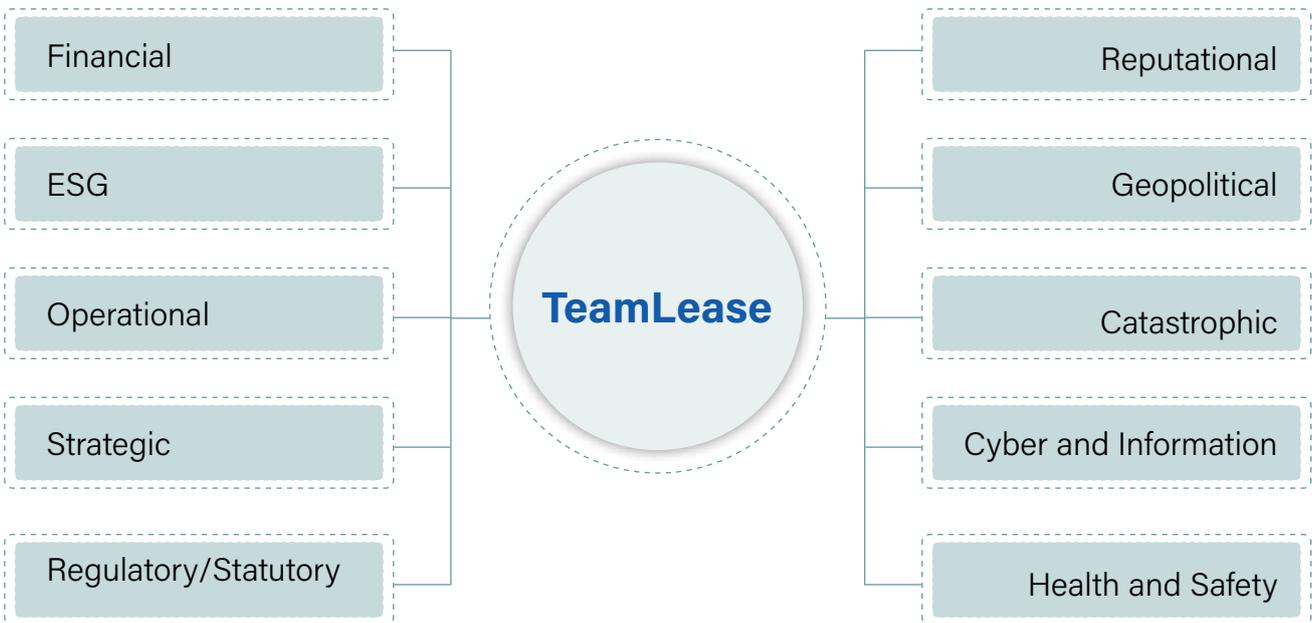
Guiding pillars



Risk Identification

We have in place a meticulous approach to risk identification grounded in a thorough analysis of both internal operations and external market conditions. This process encompasses a wide range of factors, including financial health, operational efficiencies, workforce dynamics and regulatory requirements. Additionally, we maintain a forward-looking stance by monitoring global trends such as geopolitical shifts, environmental challenges and macroeconomic developments that could impact our business.

The objective of this process is to identify risks that could hinder the achievement of our objectives. Once identified, these risks are categorised under key themes, enabling more effective resource allocation for risk mitigation and management. The RMC, along with the Executive Leadership Team and Department Heads, conducts regular reviews of these categorised risks to ensure they are managed effectively.



Risk Prioritisation

TeamLease confronts risks of varied nature; hence, crafting targeted risk mitigation strategies is essential for effective risk management. We prioritise risks based on their potential impact, the likelihood of their occurrence and the effectiveness of existing mitigation strategies. This prioritisation process is underpinned by a robust rating system that combines qualitative and quantitative criteria to assess each risk.

The alignment of this prioritisation with TeamLease’s risk appetite ensures that we focus on the most critical risks, addressing them with the urgency they require. This ongoing process of risk prioritisation is managed collaboratively by the Board, RMC and Department Heads, ensuring that our approach to risk management remains agile and responsive to changing circumstances.

Mitigation Actions

At TeamLease, risk mitigation is not a Standalone process but is deeply integrated into our operational activities. We strive to align all aspects of our risk management processes with our daily business functions, ensuring that risks are managed in a way that minimises their impact on our operations. This integrated approach to risk mitigation reflects our commitment to maintaining operational continuity and promoting a culture of risk awareness throughout the organisation.

Monitoring and Reporting

Effective risk management necessitates ongoing monitoring and transparent reporting. The RMC is responsible for keeping the Board and the Executive Leadership Team informed about any changes in the risk environment, including updates to risk prioritisation and mitigation

strategies. To ensure a proactive stance on risk management, we conduct annual reviews of our risk exposure and the RMC presents a detailed risk management report to the Board every quarter. This regular cycle of monitoring and reporting ensures that our risk management practices are dynamic and aligned with evolving business needs.

Current Risks

Following a comprehensive approach to risk management, we have identified several key risks that could impact our business. For each of these risks, we have developed targeted mitigation strategies to safeguard our operations and ensure continued growth.

Risk 	Risk Description 	Risk Mitigation 
 Labour Law Compliance Risk	<p>Operating within the staffing industry, TeamLease must adhere to complex and evolving labour laws and employment regulations. Failure to comply could lead to legal penalties, operational disruptions and a loss of credibility in the market.</p>	<ul style="list-style-type: none"> • Establishing a comprehensive compliance monitoring system • Conducting regular audits to ensure adherence to current laws • Continuously training employees on regulatory requirements • Automating compliance processes to minimise human error.
 Talent Retention Risk	<p>The success of TeamLease heavily relies on the retention of skilled professionals. Losing key talent could disrupt operations and weaken the Company's market position.</p>	<ul style="list-style-type: none"> • Offering clear career progression paths and internal movement opportunities • Regularly upskilling and developing programmes for employees • Enhancing employee engagement initiatives • Implementing a robust succession planning framework.
 Governance and Statutory Compliance Risk	<p>In the complex staffing industry, adhering to statutory requirements and governance standards is vital. Non-compliance can lead to fines, legal challenges and operational setbacks.</p>	<ul style="list-style-type: none"> • Using advanced systems to track statutory requirements • Providing timely reminders and compliance tracking. • Engaging external consultants for regular compliance assessments • Ensuring dedicated processes are in place for independently tracking and addressing compliance gaps.
 Ethical Compliance and Integrity Risk	<p>Maintaining high ethical standards is critical for building trust with stakeholders. Any ethical breach could cause significant damage to the Company's reputation and financial standing.</p>	<ul style="list-style-type: none"> • Enforcing TeamLease's Code of Business Conduct, Anti-Bribery and Corruption Policy, Risk Management Policy and Whistleblowers Policy • Conducting mandatory annual ethics training for all team members • Performing external audits to ensure adherence to ethical standards • Regularly communicating the importance of ethics and integrity within the organisation.
 Supply Chain Stability Risk	<p>As one of the foremost staffing and HR services provider, TeamLease relies on a reliable supply chain. Disruptions, such as vendor delays or workforce shortages, could adversely affect service delivery.</p>	<ul style="list-style-type: none"> • Developing alternative vendors and suppliers • Maintaining strategic inventories to cushion against supply disruptions • Building skilled procurement teams supported by digital tools • Implementing sustainable governance practices to ensure long-term stability.

Risk 	Risk Description 	Risk Mitigation 
 Market Adaptability Risk	<p>The staffing industry is subject to rapid changes in market conditions. Failing to adapt our strategy at pace with market demands could hinder growth and reduce TeamLease's market share.</p>	<ul style="list-style-type: none"> • Implementing an adaptive strategy with strong governance at market and sectoral levels • Regularly reviewing performance to realign our strategy with evolving market conditions • Focusing on execution and operational agility to stay ahead of industry trends.
 Mergers and Acquisitions (M&A) Integration Risk	<p>Mergers and acquisitions are key to TeamLease's growth strategy. Poor integration of acquired entities could disrupt operations and result in missed synergies.</p>	<ul style="list-style-type: none"> • Deploying a dedicated Post Merger Integration (PMI) team with expertise in M&A integration • Using an M&A platform for real-time tracking of milestones and compliance • Ensuring the seamless integration of people, processes and systems into TeamLease standards • Monitoring and managing the realisation of synergies post-integration.
 Workplace Safety and Health Risk	<p>Ensuring a safe and healthy work environment is crucial for operational efficiency and legal compliance. Workplace incidents could result in penalties, loss of productivity, and harm to employee well-being.</p>	<ul style="list-style-type: none"> • Implementing regular safety training programs. • Enforcing strict safety protocols and reporting procedures. • Conducting regular internal and external safety audits. • Rapidly responding to any incidents or non-compliance issues.
 Data Protection and Cybersecurity Risk	<p>Handling sensitive personal and financial data, TeamLease is vulnerable to cyber threats. Any breach could result in financial losses, reputational damage and legal implications.</p>	<ul style="list-style-type: none"> • Aligning the Information Security Management System (ISMS) with ISO 27001:2013 standards • Implementing strong incident monitoring and response measures • Regularly training employees on cybersecurity practices • Performing frequent vulnerability assessments to identify and address potential security
 Pricing and Profitability Risk	<p>TeamLease operates in a highly competitive market, with pricing pressures and fluctuating demand posing threats to its profitability. Managing these risks is crucial for sustaining the Company's financial strengths.</p>	<ul style="list-style-type: none"> • Implementing cost improvement initiatives and automation to increase efficiency. • Establishing strategic partnerships to enhance market positioning. • Pursuing market differentiation to maintain competitive pricing • Focusing on vertical integration to improve overall profitability.

Risk



Environmental Sustainability and Climate Risk

Risk Description



With the worsening climate crisis, TeamLease faces risks related to environmental performance and climate change. Failing to comply with regulations or stakeholder expectations could harm our reputation and increase operational costs.

Risk Mitigation



- Promoting resource recycling and responsible sourcing practices
- Driving productivity improvements across the value chain
- Adopting digital solutions to reduce inefficiencies and environmental impact
- Staying abreast of emerging environmental regulations through proactive compliance efforts.



Board Effectiveness

As part of our robust governance framework, we prioritise ensuring the effectiveness of our Board of Directors. Our objective is to ensure that our leadership remains aligned with the Company's strategic objectives while upholding the highest standards of good governance and ethical business conduct. Our approach to ascertaining the Board's effectiveness is centred on a rigorous selection process, regular evaluations and adherence to well-defined mandates that collectively ensure the optimal performance of the Board.



Board Selection Process

The responsibility for identifying and evaluating potential candidates for the Board lies with the Nomination and Remuneration Committee (NRC). The NRC ensures that the composition of the Board reflects a diverse range of attributes, including professional skills, experience, independence and functional expertise. This diversity is crucial for maintaining the Board's effectiveness and ensuring that it can provide valuable insights across various business aspects.

In addition to these considerations, the selection process also encompasses elements such as Board-Management relations, succession planning and the effectiveness of Board Committees. To maintain transparency and compliance with applicable laws, all Independent Directors are required to submit an annual certificate of independence, which is duly recorded by the Board.

Board Meetings

Effective communication between the Board and Senior Management is essential for the smooth functioning of TeamLease. In FY24, we conducted 5 Board Meetings, with an impressive attendance rate of 100% among all Board members, surpassing the minimum attendance requirements. These meetings serve as a platform for strategic discussions, enabling the Board to provide guidance and oversight to senior management, thereby ensuring our sustained success.

Board Evaluation

At TeamLease, we have established an all-encompassing framework for evaluating the performance of our Board, in line with the guidelines set forth by the NRC. This evaluation is conducted periodically, with a third-party assessment taking place at least once every year to ensure objectivity and transparency.

The performance of Independent Directors is assessed based on several key criteria, including their experience, expertise, independent judgement, adherence to corporate governance norms and contributions during meetings. The results of these evaluations are discussed at Board meetings and any necessary recommendations are made to enhance Board performance further.

Board Mandates

Each member of the TeamLease Board is subject to specific mandates to ensure that they can dedicate adequate time and attention to their respective roles. In accordance with the SEBI Listing Regulations 2015, a Director at TeamLease is restricted from holding directorship positions in more than seven listed entities. Further, they may not serve as a member of more than ten committees or as the chairperson of more than five committees across all listed entities where they hold a directorship.

These mandates are designed to prevent overcommitment and ensure that each Board member can effectively contribute to the governance and strategic direction of TeamLease.

Through these carefully crafted processes and frameworks, TeamLease ensures that its Board remains effective, engaged and aligned with the Company's overarching goals, enabling sustainable value creation for all stakeholders.

Governance - Ensuring transparency and accountability

We intend to foster a value-accretive business while upholding our commitment to responsible business practices. Integrity, transparency and adherence to the highest ethical standards are integral to our organisation, enabling us to nurture stronger relationships with stakeholders and earn the trust of clients.

Board of Directors

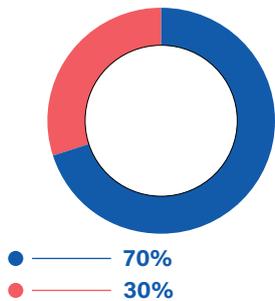
Our Board of Directors maintains oversight of our operations and strives to create sustainable value for investors and stakeholders. While upholding our core values, the top management remains committed to anticipate challenges in the business environment and mitigate them through an efficient risk management framework.

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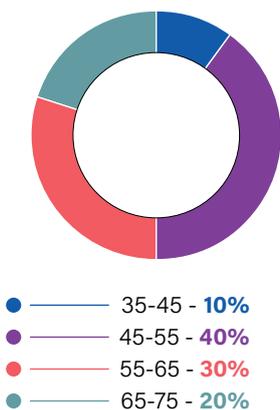
Independent Directors

Board Snapshot

Board Members by diversity*



Board Members by age*

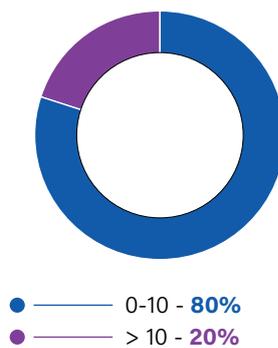


Commitment to Ethical Conduct

Our Board is dedicated to upholding stringent ethical standards, as per our Code of Conduct. It helps us to govern internal operations, ensure ethical conduct across the organisation and comply with established regulatory norms.



Board Members by experience*



100%

Independent Audit Committee and Nomination & Remuneration Committee



5 out of 5 Committees led by Independent Directors

100%

Directors covered by familiarisation programmes

* On the Board of TeamLease Services Limited

Good Governance Focus Areas



Audit Committee (AC)

Primarily responsible for overseeing:

- The integrity of the Company's financial statements;
- The internal control arrangements;
- The compliance of financial statements with legal and regulatory requirements;
- The performance, qualifications, and independence of the Statutory Auditors and the performance of the internal audit function.

Corporate Social Responsibility Committee (CSR)

- Formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy, which shall indicate the activities to be undertaken by the Company;
- Recommending the amount of expenditure to be incurred on the activities referred;
- Monitoring the CSR Policy of the Company from time to time.

Nomination & Remuneration Committee (NRC)

- Recommending candidates for appointment as Directors on the Board or on the Management Committee, or as Key Managerial Personnel in accordance with the criteria laid down;
- Recommending the level and structure of remuneration for members of the Board and the Management Committee and Key Managerial Personnel;
- Performance evaluation of each of the Directors and the Board and the Key Managerial Personnel;
- Ensuring orderly succession planning at the Board level.

Stakeholders

Relationship Committee (SRC)

Assist the Board in fulfilling its responsibilities towards:

- Review of Investor Service Standards of the Company;
- Redressal of Shareholders' Grievances.

Risk Management

Committee (RMC)

Assist the Board in:

- Monitoring and reviewing the Risk Management Policy;
- Implementation of the risk management framework.

Policies and Practices

To maintain transparency and integrity within the organisation, we have implemented several policies and practices:

Vigil Mechanism

Our vigil mechanism allows stakeholders to confidentially report concerns about unethical behaviour without fear of retaliation.

Internal Code of Conduct

We have an Internal Code of Conduct to govern and track operations, manage price-sensitive information appropriately and avoid conflicts of interest.

Anti-Corruption Practices

Our commitment to ethical conduct extends beyond our organisation. We have implemented anti-corruption practices to avoid bribery and insider trading, engage in ethical competition and comply with international trade regulations. Transparency and accurate business records are prioritised to support these efforts.



Board of Directors

Leading by Example

**Mr. Narayan
Ramachandran**



Designation	Non-Executive Chairman & Lead Independent Director
Nationality	Indian
Age	61
Education & Qualification	Certified Financial Analyst and Master of Business Administration (University of Michigan)
Date of appointment in current term	July 08, 2020

Current Term servicing on Board	2nd - Till July 07, 2025
Direct Shareholding	9,835 Shares
Board Memberships - in Indian Listed Companies	TeamLease Services Limited-Independent Director
Committee details as per Listing Regulations	Regulation 26 of
Membership	2
Chairmanship	-

Mr. Narayan Ramachandran has been an Independent Director of TeamLease since July 09, 2015 and assumed the role of Lead Independent Director in 2020. He holds an MBA from the University of Michigan, Ann Arbor, B. Tech from IIT, Mumbai and is a Certified Financial Analyst. He has over 36 years of experience in the areas of finance and institution building across geographies. He was part of the founding team at RBL Bank and served as its Chairman. He has led the Global Emerging Markets division of Morgan Stanley in New York and Singapore. He was also the CEO and Country Head of Morgan Stanley in India. He has played an instrumental role in establishing several new businesses in the commercial and social enterprise sector. Mr. Ramachandran's role has been transitioned to Non-Executive Chairman of the Company with effect from July 28, 2021.

**Mr. Manish
Sabharwal**



Designation	Whole Time Director & Executive Vice Chairman
Nationality	Indian
Age	54
Education & Qualification	Master of Business Administration (Wharton School) and is an alumnus of Shri Ram College, Delhi
Date of appointment in current term	April 01, 2022
Current Term servicing on Board	Till March 31, 2027
Direct Shareholding	-

Holdings as Promoters	23.80% via HR Offshoring Ventures Pte. Ltd., and 0.78% via Hansini Management Consultant Private Limited
Board Memberships - in Indian Listed Companies	TeamLease Services Limited-Executive Director
Committee details as per Listing Regulations	Regulation 26 of
Membership	-
Chairmanship	-

Mr. Manish Sabharwal is Executive Vice Chairman of TeamLease. Prior to co-founding the Company, he had co-founded India Life, a HR services Company that was acquired by NYSE listed Hewitt Associates. Consequently, he served as a Chief Executive Officer of Hewitt Outsourcing (Asia) based in Singapore. Mr. Sabharwal is a member of Advisory Board of the Comptroller and Auditor General (CAG) and a governing Board member of National Council of Applied Economic Research (NCAER). He is also Managing Trustee of the New India Foundation that offers fellowships for writing books about post-1947 India and is a columnist for Indian Express. He served as an Independent Director on the Board of the Reserve Bank of India (RBI). He got his MBA from The Wharton School and is an alumnus of Shri Ram College, Delhi and Mayo College, Ajmer. Mr. Sabharwal's role has been transitioned to Executive Vice Chairman of the Company with effect from July 28, 2021.

Mr. Ashok Reddy



Designation	Managing Director & CEO
Nationality	Indian
Age	54
Education & Qualification	Diploma in Management (IIM-B) and holds a Bachelor's degree in Commerce from the Shri Ram College of Commerce, Delhi
Date of appointment in current term	September 01, 2020
Current Term servicing on Board	Till August 31, 2025

Direct Shareholding	-
Holdings as Promoters	23.80% via HR Offshoring Ventures Pte. Ltd. and 7.02% via NED Consultants LLP
Board Memberships - in Indian Listed Companies	TeamLease Services Limited-Executive Director
Committee details as per Regulation 26 of Listing Regulations	
Membership	1
Chairmanship	-

Mr. Ashok Reddy is the co-founder and currently the Managing Director (MD) and Chief Executive Officer (CEO) of our Company. He oversees our operations and represents our Company in forums with major clients. He holds a Bachelor's degree in Commerce from the Shri Ram College of Commerce, Delhi University and a diploma in management from Indian Institute of Management, Bengaluru. Prior to his current position, he was a co-founder and director of India Life Pension Services Limited, a payroll and pension services Company that was acquired by Hewitt associates in 2002. He has been awarded the 'Skills Champion of India' award in the category of Skills Champion: Emerging Warrior for his outstanding contribution to the field of skills development.

Mrs. Latika Pradhan



Designation	Independent Director
Nationality	Indian
Age	69
Education & Qualification	Chartered Accountant, Cost and Management Accountant, Company Secretary and Bachelor of Laws
Date of appointment in current term	July 08, 2020
Current Term servicing on Board	2nd - Till July 07, 2025

Direct Shareholding	-
Board Memberships - in Indian Listed Companies	TeamLease Services Limited -Independent Director Mafatlal Industries Limited -Independent Director
Committee details as per Regulation 26 of Listing Regulations	
Membership	4
Chairmanship	-

Mrs. Latika Pradhan is an Independent Director of our Company. She is a qualified Chartered Accountant, Cost and Management Accountant, Company Secretary and Bachelor of Laws, with an experience spanning over 36 years in various industries, heading finance, legal and secretarial, internal audit and information technology functions. She is also an Independent Director on the Board of Mafatlal Industries Limited. In the past, she has been associated with Voltas Limited, Blue Star Limited, Cummins Group, Parke Davis India Limited and Pidilite Industries Limited in various capacities. She has been an Independent Director of our Company since July 09, 2015.

Dr. V. Raghunathan



Designation	Independent Director
Nationality	Indian
Age	69
Education & Qualification	Master of Business Administration (IIM-C)
Date of appointment in current term	July 08, 2020
Current Term servicing on Board	2nd - Till July 07, 2025

Direct Shareholding	-
Board Memberships - in Indian Listed Companies	TeamLease Services Limited-Independent Director
Committee details as per Regulation 26 of Listing Regulations	
Membership	1
Chairmanship	-

Dr. V. Raghunathan is an Independent Director of our Company. He is an academic, corporate executive, author and columnist and a hobbyist and features among the top 50 Global Indian Management Thinkers of Thinkers Magazine, 2013 and 2014. He was conferred the title of fellow of the Indian Institute of Management, Calcutta, in the field of finance and control. He was a professor at the Indian Institute of Management, Ahmedabad, for nearly two decades, until 2002. Since January 2005, he has been the Chief Executive Officer of GMR Varalakshmi Foundation. He has authored several books and currently also blogs for the Times of India. He has been an Independent Director of our Company since July 09, 2015.

Board of Directors

**Mrs. Meenakshi
Nevatia**



Designation	Independent Director
Nationality	Indian
Age	53
Education & Qualification	Master of Business Administration (IIM-A)
Date of Appointment in current term	July 28, 2021
Current Term servicing on Board	1st - Till July 27, 2026
Direct Shareholding	-

Board Memberships - in Indian Listed Companies	TeamLease Services Limited - Independent Director Pfizer Limited - Managing Director
Committee details as per Regulation 26 of Listing Regulations	
Membership	2
Chairmanship	-

Ms. Meenakshi Nevatia is the Managing Director of Pfizer Limited effective April 03, 2023. Ms. Nevatia is a Master of Business Administration in Strategy and Finance from the Indian Institute of Management, Ahmedabad and Bachelor of Science in Economics and Mathematics from the Presidency College, Kolkata. Ms. Meenakshi Nevatia is a seasoned leader with nearly 31 years of business leadership and consulting experience with top companies such as McKinsey & Co. ("McKinsey"), Novartis Pharmaceuticals ("Novartis") and recently as Vice President & Managing Director of Stryker India Private Limited ("Stryker").

During her 4 1/2 year stint with Stryker, Ms. Nevatia's key focus areas included business performance turn around, talent development, category specialization and customer engagement. Prior to joining Stryker, Ms. Nevatia had a successful 15-year stint with Novartis, where she served in various sales, marketing and business leadership positions across geographies including Switzerland, UK, Spain, Hong Kong and Thailand. Her last role in Novartis was as Country President and Pharma Division head for Novartis in Thailand.

Ms. Nevatia started her career with McKinsey in 1994, where she led various projects in the Healthcare Practice (Pharmaceuticals, Medical Devices & Health Insurance) across several markets including India, Singapore, U.S.A. and South Africa.

**Mr. Mekin
Maheshwari**



Designation	Independent Director
Nationality	Indian
Age	43
Education & Qualification	Graduate in Engineering (PESIT, Bangalore)
Date of Appointment in current term	June 09, 2021
Current Term servicing on Board	1st - Till June 08, 2026
Direct Shareholding	-

Board Memberships - in Indian Listed Companies	TeamLease Services Limited - Independent Director
Committee details as per Regulation 26 of Listing Regulations	
Membership	1
Chairmanship	-

Mr. Mekin Maheshwari is the Founder & CEO, Udhyam Learning Foundation. He is a graduate in engineering from PESIT, Bangalore. He started his career in 2002 with Yahoo! and then went on to join Ugenie where he created weRead — a successful social network around books. He was an early team member at Flipkart in 2009 where he played various roles. As Head of Engineering, he built a great tech team, which he counts as his biggest professional achievement till date. He then went on to establish two small start-ups within Flipkart and finally took on the role of Chief People Officer. He moved on from Flipkart in March 2016. In 2017, he started Udhyam Learning Foundation, a not-for-profit organisation. Udhyam aims to develop entrepreneurial mindsets amongst youth and nano entrepreneurs to help them pursue their potential. He is also co-founder of GAME (Global Alliance for Mass Entrepreneurship) which was started in 2018. He is an angel investor for non-profit, social and tech start-ups.

Mr. Subramaniam Somasundaram



Designation	Independent Director
Nationality	Indian
Age	63
Education & Qualification	Chartered Accountant & Cost and Management Accountant
Date of Appointment in current term	July 28, 2021
Current Term servicing on Board	1st - Till July 27, 2026
Direct Shareholding	28 Shares

Board Memberships – in Indian Listed Companies	TeamLease Services Limited -Independent Director United Breweries Limited - Independent Director Honasa Consumer Limited- Independent Director
Committee details as per Listing Regulations	Regulation 26 of
Membership	1
Chairmanship	4

Mr. S. Subramaniam was the Chief Financial Officer for Titan Company Limited for a decade till his superannuation in June 2021. During the stint with Titan, he was also on the Board of its subsidiaries like Caratlane Trading Pvt Ltd, Titan Engineering and Automation Ltd, and the joint venture, Montblanc India Retail Pvt Ltd. He has been appointed as a Director to the Board of United Breweries Limited.

Before joining Titan, he was in the Telecom industry for over 11 years including stints of CFO for BPL Mobile group and CEO for BPL Mobile operations in Mumbai and CFO of the Telecom vertical in Essar group and worked extensively in setting up its foray into green field telecom operations in Africa.

A Chartered Accountant and Cost Accountant by qualification and with over 36 years of post-qualification experience in Finance, Strategy and Business roles, specifically in areas like controllership, treasury and fund raising in India and in overseas markets, debt restructuring, preparation for IPO, mergers and acquisitions, business partnering and investor relations.

His previous job experiences included working with A F Ferguson & Co, ITC Limited and VST Industries in India and Mannai Group in Doha, Qatar.

Ms. Rituparna Chakraborty



Designation	Executive Director till May 31, 2023. Change in Designation to Non-Executive & Non-Independent Director w.e.f. June 01, 2023.
Nationality	Indian
Age	49
Education & Qualification	Advanced Management Programme (Columbia Business School) and Master of Business Administration (Goa Institute of Management)
Date of Appointment in current term	May 18, 2022

Current Term servicing on Board	Executive Director till May 31, 2023. Currently continuing as Non-Executive Director.
Direct Shareholding	89,076 Shares
Board memberships – in Indian listed companies	TeamLease Services Limited – Non-Executive & Non-Independent Director
Committee details as per Listing Regulations	Regulation 26 of
Membership	-
Chairmanship	-

Rituparna Chakraborty aged about 49 Years (25/03/1975) is an accomplished business leader with multi-faceted experience, passion for excellence, and a proven ability to drive growth at scale. She has business experience of 25 years and as co-founder of TeamLease she has been instrumental in making TeamLease India's largest people supply chain Company. She is included in the Global Power 100 and International 50 Woman in Staffing and is the winner of the Telstra Business Woman in Asia Award. She is also an AMP Alumna of Columbia Business School batch of 2022.

Besides scaling the staffing business to over ₹ 5000 Crores business since its inception she has played an active role in driving several public policy changes — the four labour codes being one of the primary ones. She continues to be involved in forums like CII, FICCI, ILO, ISF within India and internationally to give a voice to important issues in the area of employment and employability. She is currently Independent Director of Navi General Insurance, Navi AMC and Lithium Urban Technologies. She is also on the Governing Board of Goa Institute of Management and Center of Digital Enterprises, IIM Udaipur.

Ms. Chakraborty's role has been transitioned to Non-Executive & Non-Independent Director of the Company with effect from June 01, 2023.

Board of Directors

Mr. Rajnarayan Ramakrishnan



Designation	Independent Director
Nationality	Indian
Age	64
Education & Qualification	Masters in Management (XLRI Jamshedpur)
Date of Appointment in current term	November 08, 2023
Current Term servicing on Board	1st - Till November 07, 2028
Direct Shareholding	-

Board memberships - in Indian listed companies	TeamLease Services Limited - Independent Director
Committee details as per Regulation 26 of Listing Regulations	
Membership	1
Chairmanship	-

Mr. Rajnarayan Ramakrishnan 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. 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 postgraduation in Management from XLRI Jamshedpur in the year 1984. He started his career with the HCL group in 1984.

Executive Management Team

Delivering Excellence with Expertise



Manish Sabharwal

Whole Time Director &
Executive Vice Chairman



Ashok Reddy

Managing Director & CEO



Ramani Dathi

Chief Financial Officer



Alaka Chanda

Company Secretary &
Compliance Officer



Priya Gopalakrishnan

Head - Human Resources



Kartik Narayan

Chief Executive
Officer - Staffing



Neeti Sharma

Chief Executive Officer -
Specialised Staffing



Sudheer Noohu

Chief Technology Officer



Amit Jain

Chief Executive
Officer - HCM



Ramesh Alluri Reddy

Chief Executive Officer -
Degree Apprenticeship



Shantanu Rooj

Founder & CEO - TL EdTech



Rishi Agrawal

Co-Founder &
CEO - TL RegTech



Sandeep Agrawal

Co-Founder &
Director - TL RegTech

With a determination to contribute to India's growth, we remain focused on improving our financial strength to support operational excellence, streamline our services and deliver attractive return on investment. Our judicious financial planning and effective resource allocation strategies continue to colour our growth ambitions and strengthen our position in an evolving staffing industry.



Financial Capital



Capital trade-offs

Investment vs. short-term profitability



Investing in long-term projects such as advanced training or community development programs might reduce short-term profitability but enhances sustainable growth and societal impact.

Debt reduction vs. liquidity



Reducing debt through internal cash flow utilisation can affect liquidity but strengthens long-term financial stability and reduces financial risk.

Prudent financial strategy

At TeamLease, prudent capital allocation has enhanced profitability, improved cash flow and delivered sustained return on investment. Through disciplined financial planning and judicious investment, we strive to generate value for stakeholders and capitalise on emerging opportunities. With a healthy balance sheet, we strategically allocate budgets for future projects and maintain an agile and proactive stance to align ourselves with market trends. It not only enables us to retain our competitive edge but also empowers us to minimise costs, fulfil our financial obligations and adapt to a changing hiring environment.

Cash flow utilisation

Our primary focus is on minimising debt through effective utilisation of cash, generated through internal accruals. By prioritising efficient cash flow management, we have reduced our reliance on external financing, thereby lowering our debt burden. Maintaining sufficient liquidity is essential for supporting our growth objectives and protecting the business against economic volatility. It also provides the leverage to swiftly respond to changes and invest in emerging opportunities.

Inputs

₹811 Crores

Equity Share Capital

₹31 Crores

Debt

Outputs

₹9,322 Crores

Revenue from Operations

₹131 Crores

EBITDA

₹113 Crores

PAT

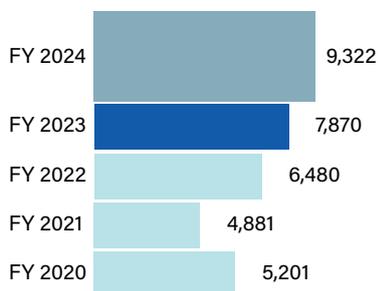
₹114 Crores

PBT (before exceptional items)

Key Financial Highlights

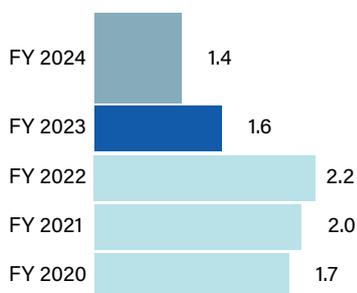
Revenue from Operations

(₹ in Crores)

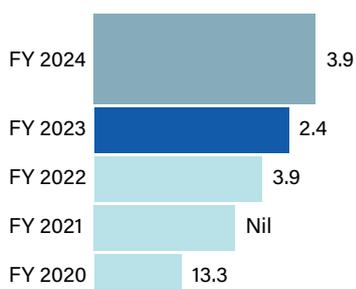


EBITDA Margin

(in %)

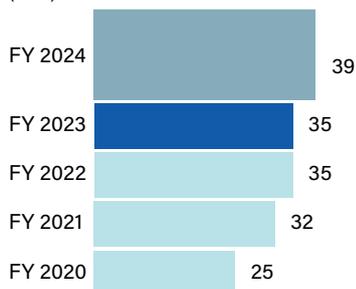


Debt Equity Ratio



Return on Capital Employed*

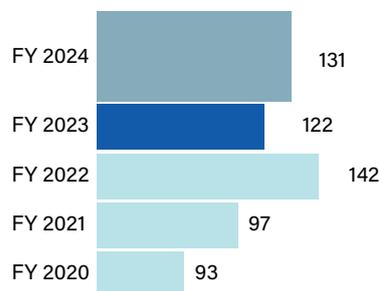
(in %)



* Net of Cash and Cash Equivalents, Current Investments and Income Tax Assets

EBITDA

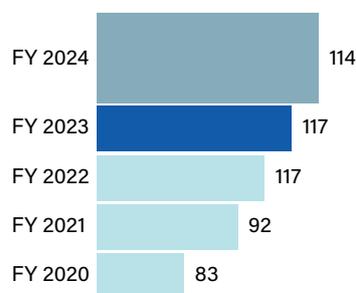
(₹ in Crores)



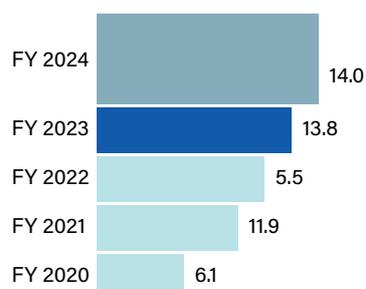
Profit Before Tax

(before exceptional items)

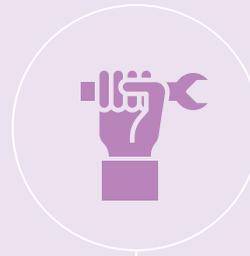
(₹ in Crores)



Return on Net Worth



Backed by the strength of our unique staffing solutions, we continue to stay ahead of the curve and contribute to India's growth story by creating better job prospects and platforms for training and skill development. Through technology adoption and development of unique digital platforms, we meet the specific hiring requirements for specialised roles.



Manufactured Capital



Capital trade-offs

Vertical expansion vs. operational costs



Expanding our business service verticals requires significant investment and increases operational costs in the short term but enhances service delivery and market presence.

Technological upgrades vs. immediate productivity



Implementing new technologies within our verticals may temporarily disrupt operations and reduce productivity but will lead to improved efficiency and capabilities in the long run.

Employment

Staffing

The creation of formal jobs in the consumer and retail e-commerce sectors has significantly boosted recruitment, driven by the rollout of 5G and enterprise telecom services. Additionally, expanding opportunities in the BFSI sector have heightened the demand for qualified staff, enhancing the overall performance of the staffing industry. As a result, year-to-date net incremental associate growth stands at 35,000, marking a 20% increase in overall net growth year-on-year. This success is closely linked to our strategic investment in the hiring team, which has led to a corresponding 20% rise in personnel requisitions compared to last year.

Growth momentum

We experienced growth across several sectors, including consumer, telecom, retail, financial services and e-commerce. Leveraging this momentum, we are now targeting clients from similar sectors and fulfilling their unique recruitment needs. Our improved hiring capabilities have enabled us to reduce the costs associated with servicing clients and has significantly improved productivity.

A significant development this year has been our ability to hire candidates for the manufacturing vertical. Initiatives like the PLI and Make in India schemes have opened up new opportunities in the manufacturing sector, particularly for mobile devices and electric vehicles (EVs). Our recruitment strategy is designed to adapt to evolving staffing requirements. Through collaborations with industry players, we strive to fulfil diverse industry demands.

Process automation

To enhance speed and accuracy of our systems, we are focusing on process automation and increasing the adoption of digital solutions. These efforts are crucial for improving the staffing headcount and increasing the overall Full-Time Equivalent (FTE).

Performance across sectors



Specialised Staffing

Over the past few years, strategic acquisition of key accounts has fuelled our growth narrative. As we witness a growing demand for tech talent in GCCs & non-tech industries, we are successfully expanding our client base across IT Services & Products, GCCs and non-IT sectors. We have consistently driven employee productivity, executed our sales acquisition plan and increased our wallet share to meet the specialised staffing requirements of various companies.

Through digitalisation, we have curated targeted staffing solutions that can be customised according to the needs of individual clients. Our commitment to cost optimisation, technology investment and process improvement has enabled us to close low-margin accounts and instead focus on clients offering better revenue potential. Through market research, we continue to identify key clients and develop targeted marketing campaigns to improve our sales margin.

In line with our growth strategy, we transitioned 650 resources from our low-margin telecom business to our general staffing business and have exited few other low margin mandates. This strategic shift not only optimised resource allocation

but also positioned us for future growth and transformation. It has also allowed us to foray into previously untapped customer segments, thereby diversifying our client portfolio. This strategic move has enhanced our brand visibility and credibility.

Technological investments

We are committed to investing in upskilling initiatives for all employees to enhance productivity of our workforce. By leveraging technology to digitise processes and workflows, we are increasing operational efficiency and positioning TeamLease for sustained growth in the long run.

We have consistently driven employee productivity, executed our sales acquisition plan and increased our wallet share to meet the specialised staffing requirements of various companies.

Manufactured Capital

Employability

Degree Apprenticeship

Degree Apprenticeship (DA) has made significant strides in education and apprenticeship by introducing a range of innovative short-term and long-term programs tailored to meet the needs of 15 identified core industries and 4 sunrise industries. In addition to our education-centric initiatives, we have launched workforce development solutions such as Hire Train Deploy (HTD) and Managed Training Services (MTS), to enhance workforce productivity and efficiency.

26%

Apprentices/trainees are under education-based programmes for NAPS

28%

Increase in enrolments in FY24 for specific programmes

7%

Increase in new organisations signing up for DA

9% & 46%

Growth in Trainee enrolments & Revenue with existing organisations under NAPS

We are strategically investing in technology to achieve long-term cost efficiency. To enhance the onBoarding experience, we are introducing an optional one-time setup fee and leveraging digital solutions for a seamless process. Additionally, we are developing a digital application to provide a consolidated view of apprentices' performance, focusing on learning outcomes and attendance. We are also launching a counselling service for apprentices, offering guidance on educational pathways (including diplomas, advanced diplomas, and degrees) aligned with personal and industry interests. Furthermore, we are introducing advanced assessment services to aid apprentices in making well-informed decisions about their future academic courses.

Collaborations and partnerships

We have partnered with government and private diploma colleges, polytechnics, degree colleges, and foundations to mobilise candidates for apprenticeships, degree apprenticeships, and work-integrated learning programs. These partnerships span the country and enrol students in programs such as:



Work-integrated learning programmes are gaining traction as organisations prefer early-stage workforce development. The New Education Policy 2020 encourages academia-industry collaborations, and we collaborate only with NAAC A+ accredited institutions to ensure the quality.



Programme features

1 Flexible Learning

A blend of on-the-job and online/onsite learning mechanisms, with instructor-led theory classes and virtual classes for remote learners.

2 Modular and Credit-Based

It uses a Choice Based Credit System, allowing learners to exit and re-enter programmes while maintaining their qualifications and credits.

3 Career Counselling Platform

Powered by generative AI and multilingual chatbots, this platform guides apprentices to improve education and employment opportunities.

Sector-specific programmes

We have introduced five new programmes specifically designed for the services sector, encompassing Retail, Logistics, Healthcare, and BFSI (Banking, Financial Services, and Insurance). It addresses existing skill gaps and fosters talent development within these industries.

In alignment with the macroeconomic advancements in the Semiconductor, Solar & Renewable Energy, Electric Vehicles & Mobility and Drone sectors, we are planning to launch comprehensive workforce development solutions for these sectors. These programmes are expected to prepare and equip job seekers with the skills and capabilities required for emerging prospects.

TL Edtech

TeamLease EdTech is a pioneering B2B EdTech provider that partners with universities and employers to revolutionise education and workforce development in India. By collaborating with universities, we help create online degree programmes that integrate employability through on-the-job training. Our objective of making India employable, drives our efforts to enhance the quality of education and prepare students for successful careers.

15%

Revenue growth

100%

Growth in Profit Before Tax (PBT)

50%

Increase in university partners

20%

Increase in student base

300%

Growth in employer partners



Manufactured Capital

Managed Services Model

Our Managed Services Model supports universities and premier institutes within the country to develop online degree programmes. Our extensive network enables us to promote work-linked learning models that enhance the employability of graduates.

For employers, we offer innovative solutions to build sustainable talent supply chains, improve employee productivity and reduce attrition rates. By creating tailored training programmes that meet evolving market demands, we help organisations cultivate a culture of continuous learning and innovation.

Currently, we partner with:

60+

Leading universities

1500+

Employers

17+

Industry segments

7,50,000+

Students

Diversity platform

The New Education Policy (NEP) 2020 sets the stage for the proliferation of work linked learning programmes. Our platform, Digiversity, embodies this vision, providing a revolutionary solution that merges education and employment. Through this platform, we are dedicated to transforming the educational landscape in India, ensuring that both universities and employers can thrive in an increasingly competitive and dynamic environment.

Adapting to emerging trends

We are poised to leverage several key trends shaping the EdTech sector. The fast-paced implementation of NEP 2020, which aims to merge formal and vocational education, has improved India's Gross Enrolment Ratio (GER) from 27% to 50%, and enhanced employability outcomes for learners. Our products and services are designed to help universities and employers adapt to an evolving business landscape.

Economic slowdowns have highlighted the strategic importance of training and employee development. Organisations increasingly invest in cost-effective training methods, such as online platforms and virtual classrooms, to enhance employee skills and knowledge. This focus on digital proficiency, remote work skills and agile methodologies aligns with our vision of putting India to work.

Innovative Programmes

We collaborate with universities and other educational institutes to develop a library of long-term and short-term modular programmes for employer adoption. These programmes are designed to meet the specific needs of industries and improve employee retention. Additionally, our innovative Work Linked Degree Programmes combine education and employment, creating sustainable talent supply chains.

Client feedback has been overwhelmingly positive, reflected in the low attrition rates of our university partners and the high rate of new university additions in recent years.



E-workforce

HCM

Streamlined HR operations

Our HRMS platform is a powerful tool for HR professionals, enabling them to measure performance accurately. Organisations can track performance on a daily, monthly, quarterly and yearly basis to provide timely and relevant feedback. To further boost productivity within the HR department, our platform digitalises and streamlines many of the traditionally unproductive HR tasks, making the entire process more efficient.

Advanced technology integration

We have recently upgraded our platform with latest technologies, including Node.js, microservices and Vue.js. This version 2.0 of our product is designed to deliver an exceptional user experience with enhanced security features. Our existing customers have already started to transitioned to this advanced version, reaping the benefits of improved performance and security.

Our products are versatile and have been tested to serve organisations of all sizes. We are committed to continuous improvement, regularly adding new features and promptly addressing technical issues.

Diversifying our offerings

In the near future, we will be introducing several major modules and features to our HRMS platform, including a complete DIY Payroll module, Asset Management capabilities and an Advanced ATS. We are also adopting a more customer-centric approach by strengthening our customer success team and establishing a faster feedback loop. These initiatives will help us better serve our clients and enhance customer satisfaction.

RegTech

The current corporate environment mandates a focus on transparency and accountability, essential for adhering to corporate governance and regulations. Utilising digital platforms, we can promptly identify compliance issues and avoid costly penalties. Digital transformation can help to navigate India's complex regulatory landscape and help businesses to avoid 'accidental non-compliance'.

Our RegTech business has experienced steady growth. Regular updates and refinements have further enhanced the efficiency of these processes.

Improving operational efficiency

To improve revenue from RegTrack, Secretarial Automation and Labour Automation, we are significantly enhancing our product features and continuously investing on development of additional layers of automation (specifically for SEBI compliances and auto-validation layers for our contractor compliances). Also, we are deepening our sales and marketing strategies. Expanding our sales team

and automating client onBoarding processes are critical steps toward increasing efficiency, improving service quality and reducing error. It is accelerating, the client onBoarding process, from initial contact to final billing.

1,500+

Legal acts covered

69,000+

Compliance database

95%

Labour compliance covered through our automation product

325+

Live customers



Stories of empowerment



I have been working with TeamLease for nearly seven years, and my experience has been anything but exceptional. Having been placed in Switzerland, I have found TeamLease to be incredibly supportive in every aspect of my professional journey. Their commitment to employee development is evident through the comprehensive training programmes they offer and their timely updates ensure that we are always well-informed. The payroll process is seamless and their user-friendly systems make it easy to resolve any queries. The associates are always approachable, providing prompt assistance whenever needed. I am truly grateful to be part of TeamLease and look forward to continuing this journey.



Venu Gopalakrithi



Namaskar, I have been with TeamLease for six years and it has been a rewarding experience. The Company ensures that salaries are paid on time and that the work environment is safe and supportive. My colleagues and the management team are always ready to help, making my job here satisfying and enjoyable. I am very happy to be a part of TeamLease and I appreciate the constant support I receive from my team.



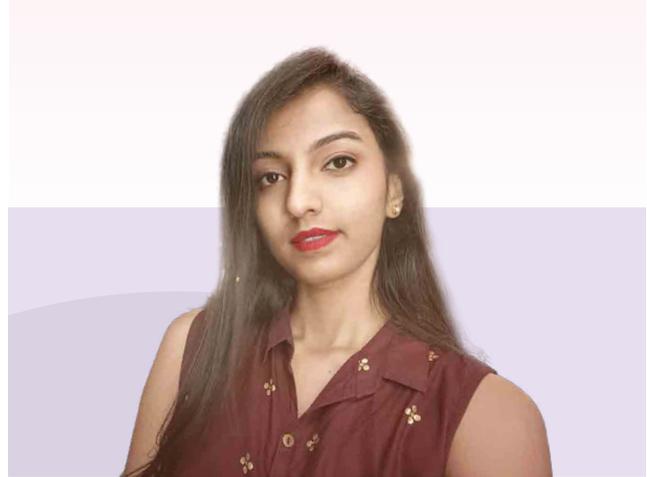
Subhendra Gayan



Over the past four years at TeamLease Digital, my career has progressed from being a Data Annotator to a Project Coordinator. TeamLease has played a pivotal role in my career advancement, providing me with numerous opportunities for skill enhancement and growth. The team-building activities and responsive HR support have made my journey here incredibly enriching. I am proud to be part of an organisation that invests in its people and fosters an environment where everyone can thrive.



Sachin YJ



Being with TeamLease for over two years has been an outstanding experience, especially in terms of growth opportunities. As a Software Associate, I have found my work both challenging and rewarding. The support from my colleagues and management has been exceptional, creating a collaborative atmosphere that makes my time here truly enjoyable. TeamLease's approachable leadership and their encouragement of open communication have been instrumental in my success. I am excited to continue growing with the Company.



Prathima MV

As a people-powered organisation, we believe in fostering a conducive working environment where diverse perspectives can prosper and thrive. To ensure continuous learning and development, we provide opportunities for upskilling and reskilling our people, offer performance-based rewards and encourage our talented teams to strive for professional success.



Human Capital



Capital trade-offs

Employee well-being vs. short-term performance



Investing in employee well-being programs can reduce short-term productivity but boosts employee engagement and retention.

Upskilling vs. immediate workforce availability



Providing extensive upskilling opportunities may temporarily reduce workforce availability but enhances long-term employability and job satisfaction.

We strive to create an inclusive, dynamic, and supportive work environment that nurtures growth, learning, and high performance. Our policies and frameworks are designed to ensure employee well-being and satisfaction to ensure fulfilment of organisational objectives.

2,117+

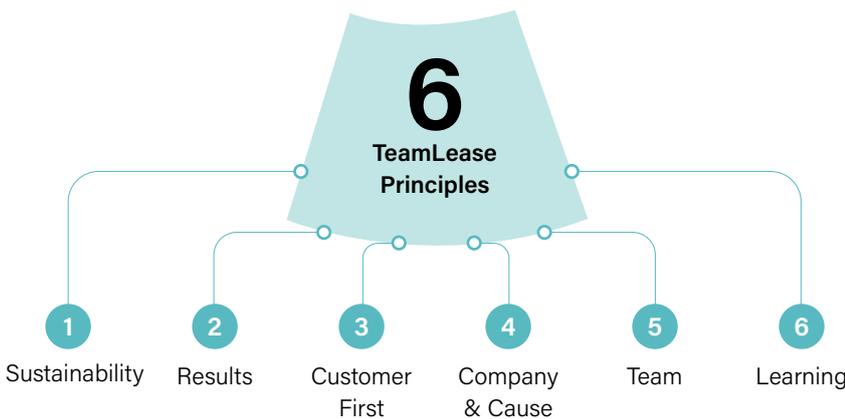
Employees

Fostering a strong talent pool

At TeamLease, hiring the right people is our priority. Our Talent Acquisition (TA) is led by a dedicated team working in tandem with HR Business Partners. This collaboration ensures that detailed job descriptions (JDs) and role expectations are clearly communicated to prospective candidates. Additionally, we create comprehensive candidate specification sheets to highlight the experiences and competencies required for each role.

Holistic talent management

We have established core and threshold competencies for different roles within the organisation. Job rotations are encouraged to foster 'learning by doing' as an effective method for acquiring new skills. Our Quarterly Talent Review with Top Leadership, facilitated by HR, addresses succession planning by identifying high-potential performers. The Behavioural Competency Framework, based on six TeamLease Principles, assists managers and employees in assessing and benchmarking competencies, aligning individual performance with Company values.



Dynamic learning ecosystem

Our robust learning and working ecosystem is designed to enhance performance. We promote job rotations to provide diverse experiences and build capability for taking on more responsibility. Our in-house LMS, Digiversity, delivers e-learning content and monitors employee performance to measure the effectiveness of our training programmes. Feedback is collected at the end of each course to continuously improve our offerings. New joiner surveys include specific questions about the e-learning ecosystem to ensure continuous improvement. The TeamLease Professional Development Assistance Programme supports employees pursuing higher education or certifications, reimbursing up to 80% of the course fees.

103+

Total training sessions conducted

Leadership development

We identify people for leadership roles from within the organisation and offer tailored training programmes to facilitate their transition to new roles with additional responsibilities. Through Digiversity and instructor-led sessions, these programmes help to develop essential skills for grooming future leaders.

1,656

Employees trained in essential, functional, sales and managerial skills

Human Capital

Flexible work environment

We piloted a hybrid work model for three months to evaluate productivity, collaboration and performance. This trial revealed that teamwork, camaraderie and collaboration significantly improved in the office. Consequently, we encouraged colleagues to return to the office while allowing flexibility for specific circumstances. We permit work-from-home with managerial approval and mandate that employees with over two years of tenure use at least 50% of their annual Privilege Leaves (PLs) to promote work-life balance.

Encouraging work-life balance

Internal ESAT surveys highlighted that work-life balance at TeamLease is quite commendable. We encourage our people to clearly distinguish between work and personal time. Additionally,

we discourage extending work hours beyond the stipulated work window. People Managers are encouraged to align work models with BU Heads and CEOs to accommodate roles that can partially or fully operate remotely.

Culture of Listening

We strive to cultivate a culture of listening through Monthly and Quarterly Business Reviews with the Group MD & CEO, where all business and workplace aspects are discussed. Quarterly town halls, both physical and hybrid, spearheaded by Business CEOs and facilitated by HR, allow wide coverage and employee interaction. Periodic surveys and regular HR Business Partner connections ensure responsiveness to employee feedback. We use various communication channels, including email and virtual calls, to

maintain consistent engagement with employees across locations.

52%

Employees participated in employee survey

Our Central Fun Committee organises quarterly employee engagement activities. We celebrate birthdays and long service awards and recognise special contributions through a three-tiered R&R framework (SPOT, Quarterly and FAB awards).



Emphasis on training

We carry out a detailed induction process with mandatory training on POSH and Code of Conduct. It can be easily availed from our LMS platform. These courses are structured with a focus on clear objectives, methods and interaction to ensure comprehensive training and development of our people.

Championing diversity

We have a diverse leadership, with women leaders comprising 38% of the top leadership team. Our overall gender ratio is 63:37 (male to female), slightly improved from the previous year. Our gender-agnostic policies ensure equal opportunities in recruitment, performance evaluation and compensation. Post-maternity, women employees can seek

flexible work arrangements, including partial or temporary work from home or extended leave on loss of pay, based on business requirements. We also provide access to daycare services for women employees with toddlers up to six years old.

36%

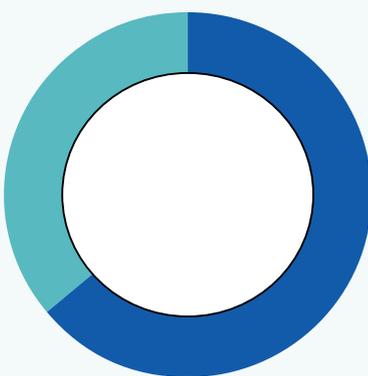
Females in the workforce

38%

Senior women leaders

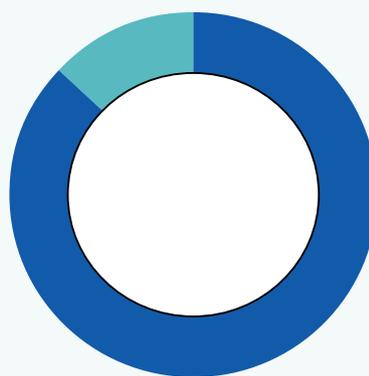
Gender Snapshot

Core Employees



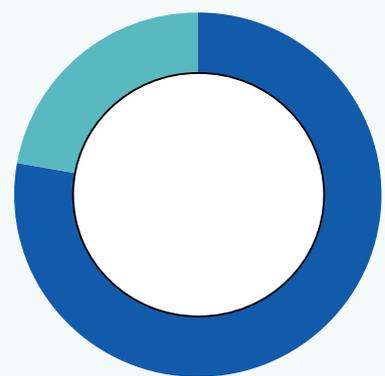
● 64%
● 36%

Staffing



● 87%
● 13%

Degree Apprenticeship



● 78%
● 22%

To retain our competitive edge in the staffing industry, we realise the importance of adopting advanced technology and implementing innovative solutions for employers as well as employees. It has led to the development of proprietary platforms that facilitate job search and enable our clients to seamlessly integrate advanced workforce management solutions into their existing IT infrastructure.



Intellectual Capital



Capital trade-offs

Innovation vs. consistency



Fostering innovation can sometimes lead to inconsistent results or initial failures, but it ultimately drives growth and competitive advantage.

Skill development vs. operational focus



Prioritizing employee training and development may divert focus from immediate operational tasks but enhances overall competence and adaptability.

Adopting modern technologies

We have embraced modern technologies to improve our service portfolio and aid operational efficiency. It not only position us to meet the evolving demands of the recruitment industry but also helps to implement robust and scalable skill development frameworks for prospective job seekers.

Open-source product development

We have embraced open-source technologies for developing our latest products, moving away from traditional Microsoft-based applications. By utilising cutting-edge technologies such as NodeJS, VueJS, and PostgreSQL, hosted on robust Linux platforms, we have enhanced cost efficiency across our operations. This transition not only optimises performance but also leverages the scalability and flexibility of a modern microservices architecture, crucial for supporting our dynamic business needs.

Strategic technological partnerships

As the tech landscape evolves, we recognise the importance of collaborating with innovative digital startups. These partnerships are strategically aimed at augmenting our capabilities in areas such as employee engagement, financial inclusion and customer support. It also helps to integrate advanced AI technologies for streamlining the employee onboarding process.

We realise the importance of ensuring the privacy of confidential data and protecting it against evolving threats. Our IT management is governed by a comprehensive framework, developed in alignment with the COBIT 2019 standards from ISACA.

Driving operational efficiency

By incorporating insights from various stakeholders, we ensure our products and services re-main relevant and impactful. To streamline internal processes and enhance productivity of our teams, we continue to deploy advanced technology to facilitate employers and employees.

Customer-centric approach

Our product development strategy is deeply integrated with an iterative feedback process in-volving insights from customers, market prospects and competitive analysis. It helps us to swiftly identify gaps and opportunities, enabling us to consistently refine and innovate our solutions. It also fine tunes the services to evolving market demands.

Adopting advanced technologies

We incorporate advanced technological tools such as CRM and ALCS into our daily operations. It is essential for improving operational efficiency, enhancing customer experience and ensuring seamless integration of our processes.

Intelligent chatbot integration

Our intelligent chatbot features advanced conversational AI and multilingual support to improve the speed and accuracy of responses to associate queries. This tool is complemented by a user-friendly chat builder platform, which empowers our teams to create custom interaction workflows, enabling greater autonomy and efficiency across the process.

Real-time verification

The ability to initiate real-time verification of employee data has transformed our onboarding process, enabling instant verification of Aadhaar, PAN and bank details. It accelerates the onboarding process and reduces dependence on manual processes. Automation also enhances accuracy, reduces errors and improves the overall associate experience.

Enhancing customer support

Improving customer experience remains a core priority for us. Through advanced systems and tailored programmes, we strive to enhance customer satisfaction.

Monitoring digital engagement

Understanding user behaviour is critical to our success and we actively monitor various metrics such as usage types, frequency and areas of engagement. Insights gained from these analyses, along with direct feedback from customer sessions, guide our strategic decisions, helping us align our offerings more closely with user expectations and industry trends.

Streamlined customer onboarding

The Dynamic Workforce Solution (DWS) suite, designed with a modern and flexible architecture, ensures maximum scalability and adaptability through its asynchronous design. It features highly configurable elements that streamline and enhance the customer onboarding experience, making it faster and more intuitive for new users.

Efficient customer support system

Our customer support system is designed to enhance operational efficiency and effectively address specific customer issues through customised programmes. It not only improves customer interactions but also significantly improves customer satisfaction through swift resolution of issues.

Ensuring robust security

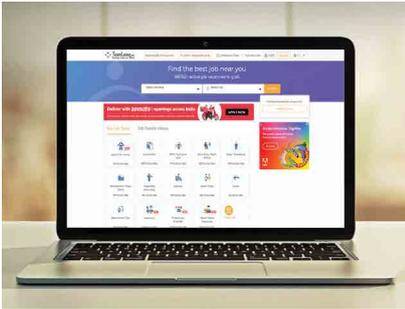
We realise the importance of ensuring the privacy of confidential data and protecting it against evolving threats. Our IT management is governed by a comprehensive framework, developed in alignment with the COBIT 2019 standards from ISACA. This framework encompasses strategic and operational controls across various domains including strategy, governance, financial management and infrastructure. Our strategic partnerships with information security firms significantly bolster our efforts to meet stringent governance, risk and compliance (GRC) standards to ensure adherence to security standards.

Intellectual Capital

Our digital platforms

Hiring portal

Teamlease.com



TeamLease.com serves as a comprehensive portal for entry-level job seekers and blue-collar workers in the organised sector. It features numerous employment opportunities across India, including Tier-I, II and III cities. The platform offers support services in six languages to deliver user-friendly experiences. Job seekers can access assessment tests to practice before interviews and employers have complete visibility of the recruitment procedure through a single platform, that helps from employee shortlisting and selection to onboarding.

45%

Hiring through digital mode

9,80,000+

Active job seeker profiles

5,30,000+

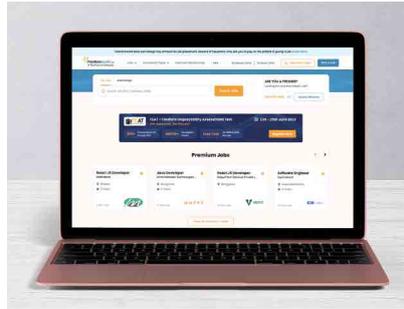
Monthly page views

4,200+

Candidates registered monthly

Entry-level hiring portal

Freshersworld.com



To facilitate entry-level recruitment, Freshersworld.com provides end-to-end hiring solutions. Its user-friendly interface features advanced filters for specific search criteria like college, year of graduation and percentage obtained in important examinations. Employers gain access to a unique recruiter dashboard that showcases over 300,000 candidate profiles, thereby enhancing placement opportunities for fresh graduates through on-campus and off-campus recruitment drives.

Our recruitment procedure:

1

Result declaration and feedback sharing

2

Assessment and result tabulation

3

Shortlisting and scheduling through call letters and SMS

4

Consultation with Freshersworld recruitment advisors

5

Job posting and creation of microsite on Freshersworld

6

Identification of suitable venue with necessary infrastructure

55,000+

Resumes added every month

30,00,000+

Followers on social media

250+

Educational institutes associated with TeamLease

6,50,000+

Visitors per month

2,50,000+

App downloads

Campuses associated with

3,800+

across the country



Apprenticeship portal

Apprentices.in



Apprentices.in, developed in partnership with the India Apprenticeship Forum, is an innovative digital portal that connects job seekers with apprenticeship opportunities in different parts of the country. This portal supports a variety of apprenticeship formats, including on-the-job, online, on-site and on-campus programmes, aligning with the New Education Policy 2020. It adheres to the Apprentices Act and works with numerous universities to offer a range of educational programmes, from certificate to degree programmes, to create the largest degree-linked apprenticeship network in India.

30,000+ hours

Online learning hours

Digital Workforce Solutions (DWS)

Our Digital Workforce Solutions (DWS) platform offers a robust HR technology solution tailored for various workforce segments including gig, blue-collar, white-collar and grey-collar employees. Built on advanced Node.js architecture, DWS provides exceptional scalability and configurability for seamlessly integrating into the technology infrastructure used by our clients. The cutting-edge proprietary platform improves employee experience, optimises productivity and supports seamless migration to DWS for existing as well as prospective clients.

4,673+

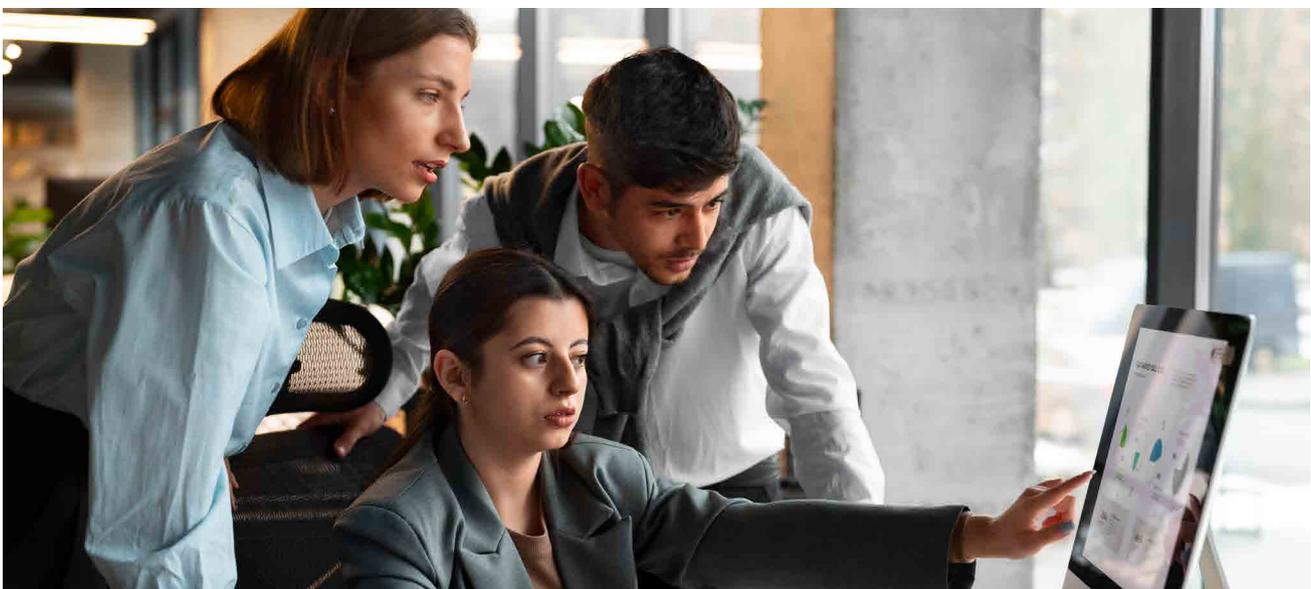
Clients registered

4,38,000+

Downloads on Play Store



Apprentices.in, developed in partnership with the India Apprenticeship Forum, is an innovative digital portal that connects job seekers with apprenticeship opportunities in different parts of the country. This portal supports a variety of apprenticeship formats, including on-the-job, online, on-site and on-campus programmes, aligning with the New Education Policy 2020.



Our efforts to create employment opportunities and enhance employability across the country are built around the core premise of making a difference to communities. We believe in empowering our youth, initiating lasting change within society and making India a progressive nation, through continuous engagement with industry and regulatory bodies while making training easily accessible for upskilling India's workforce.



Social and Relationship Capital



Capital trade-offs

Community engagement vs. direct business focus



Engaging in community initiatives can divert resources from direct business activities but builds a positive societal impact and strengthens brand reputation.

Ethical practices vs. competitive edge



Adhering strictly to ethical practices may sometimes put the Company at a competitive disadvantage in the short term, but it builds trust and long-term relationships with stakeholders.

Building stronger bonds

With an objective to transform lives and ensure community development, we engage with communities including marginalised groups, to catalyse positive change. By focusing on critical issues such as public health, access to clean water and land ownership, we address the needs of people.

We have worked in collaboration with the Ministry of Labour and Employment (MOLE) for the last nine years to execute four labour codes and to initiate substantial amendments to the Apprenticeship Act. It has not only improved employability but has also resulted in better employment opportunities for trained youth.

Prioritising ethical conduct

We strive to conduct business with ethics and integrity. To ensure transparency across all professional interactions—including that with customers, partners, competitors, vendors, government bodies, shareholders or colleagues, we follow the Code of Conduct. It strengthens the foundation of ethical governance and builds our credibility with stakeholders across the organisational vertical.

Collaboration with regulatory bodies

To support skill development and vocational training within the country, we proactively engage with regulatory bodies as well as the government. We have worked in collaboration with the Ministry of Labour and Employment (MOLE) for the last nine years to execute four labour codes and to initiate substantial amendments to the Apprenticeship Act. It has not only improved employability but has also resulted in better employment opportunities for trained youth.

We also believe in adhering to international best practices for promoting equitable practices that are in alignment with labour laws. Our continuous efforts to provide reskilling and upskilling opportunities for India's workforce has enabled a larger number of people to transition from the informal to the formal sector.

Fostering talent development

We advocate a holistic approach to workforce development, focusing on people who require training for better integration into the workforce. We are also pioneering changes in the CBSE Board exams, shifting towards a competency-based evaluation system to better assess student skills.

Ensuring credibility through open communication

In order to empower investors and enable them to make wise investment decisions, we offer timely and transparent information. By establishing credibility and trust, this strategy empowers our investors to gather detailed insight about our operations, services and value creation model. Through continuous dialogue, we foster open communication and provide a deeper understanding of our future plans.



Client Testimonials



TeamLease's apprenticeship program has been a game-changer for us! We've developed a dependable pipeline of skilled workers tailored to our Company's needs. Their programs that perfectly align with the industry standards, ensures that our employees are ready to tackle their roles' challenges from the very start.



Divaker Pulkuri
CHRO, Sangeetha Mobiles



TeamLease Degree Apprenticeship expertly handles all the administrative and compliance details, allowing us to focus on skill building and meeting our diverse resource needs. Apprenticeships make up 10%-15% of our workforce and TeamLease has truly alleviated our administrative burdens, letting us concentrate on our core activities and drive growth.



Nathaniel Manickam
Director of HR,
Vishay Intertechnology, Inc.



TeamLease Degree Apprenticeship has been exceptional in delivering timely solutions, not only in sourcing talent but also in managing the entire process. Their support covers about 80% of the work, ensuring we have a reliable partner who meets our requirements without impacting our business.



Arunima Mohanty
Head of HR, Sona Comstar
(Driveline Business)



We are grateful to TeamLease Degree Apprenticeship for significantly enhancing our employability and advancing our career prospects. Their comprehensive apprenticeship program has provided us with invaluable practical experience and industry-relevant skills, setting us on a path to greater professional success.



Arfa
Lotus Herbals

We realise our responsibility to build a better future and therefore, strive to limit our impact on the planet. Through measured interventions for reducing energy and water usage, we undertake concerted efforts to prioritise sustainability across our operations.



Natural Capital



Capital trade-offs

Sustainable practices vs. cost efficiency

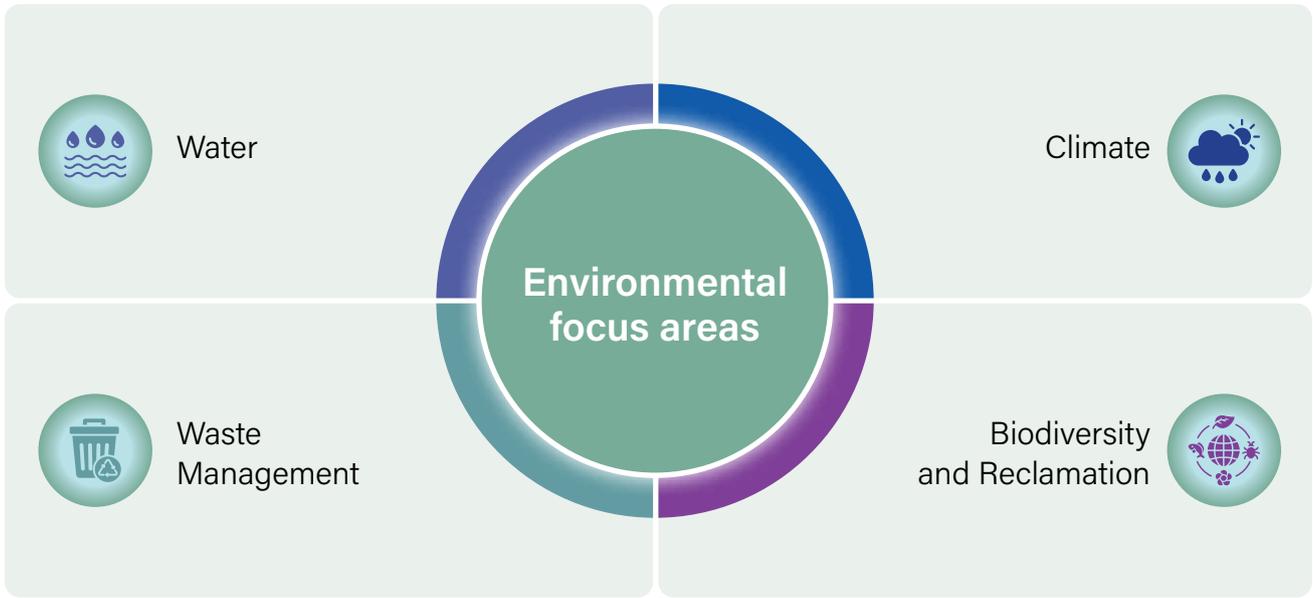


Implementing sustainable practices can increase costs initially but reduces environmental impact and complies with regulatory requirements, ensuring long-term operational viability.

Resource conservation vs. immediate utilisation



Conserving natural resources might limit immediate usage and operational capacity of offices but ensures long-term availability and environmental sustainability.

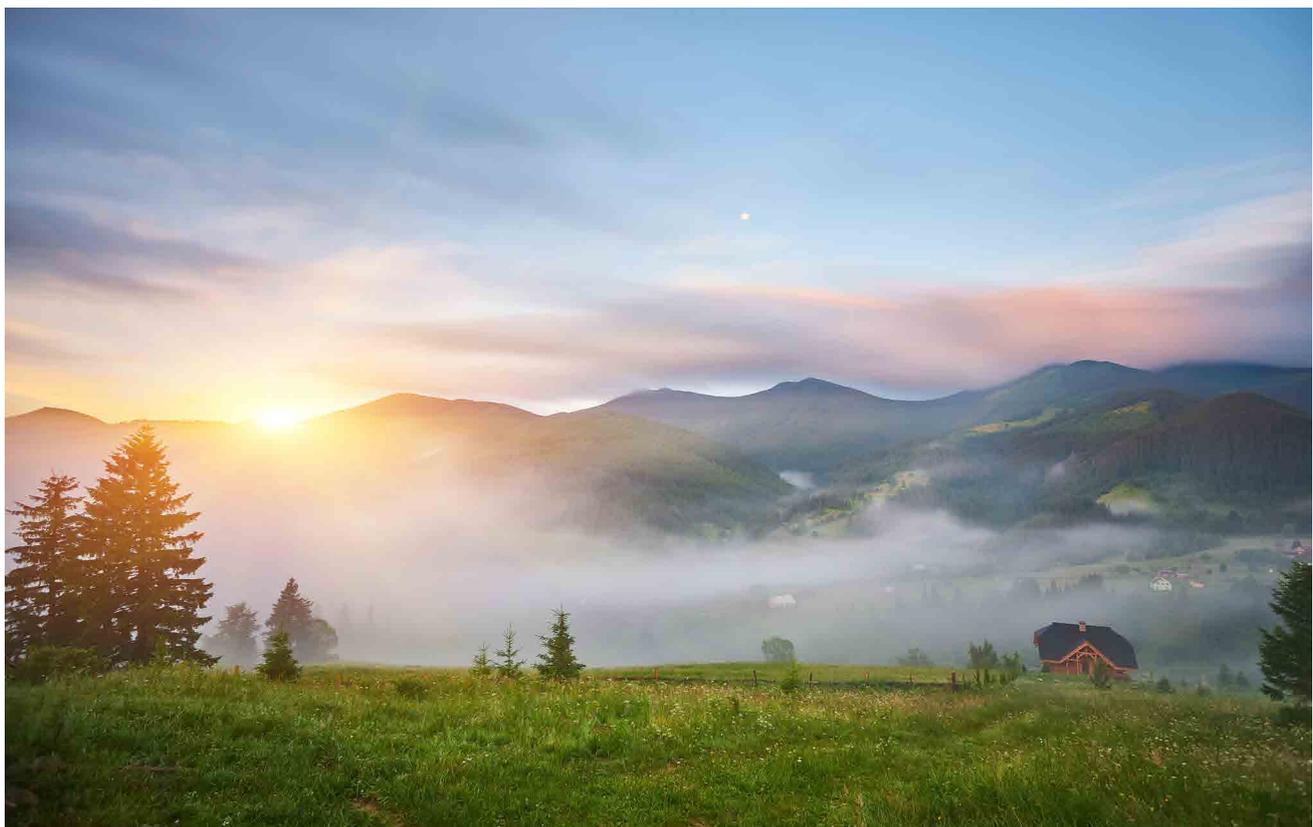


TeamLease is dedicated to creating a symbiotic relationship between our operations and the environment. We consistently seek innovative methods to lessen negative impacts and prioritise resource efficiency, ensuring our operations enhance environmental sustainability. Through our targeted efforts in critical areas, we are not only advancing our operational efficiencies but also supporting the broader goal of ecological conservation.

Encouraging sustainable operations

We continue to foster eco-friendly practices across our operations to fulfil our commitment towards a sustainable future. To reduce dependence on fossil fuel, we have adopted renewable energy and transitioned from traditional to energy-efficient LED lighting. Additionally, we undertake initiatives to limit water and paper consumption.

Through our targeted efforts in critical areas, we are not only advancing our operational efficiencies but also supporting the broader goal of ecological conservation.



Corporate Information

Audit Committee

Subramaniam Somasundaram,
Chairman
Narayan Ramachandran, Member
Rajnarayan Ramakrishnan, Member
Meenakshi Nevatia, Member
Mekin Maheshwari, Member
Latika Pradhan, Member
V. Raghunathan, Member

Nomination and Remuneration Committee

Rajnarayan Ramakrishnan, Chairman
Narayan Ramachandran, Member
Subramaniam Somasundaram,
Member
Meenakshi Nevatia, Member
Mekin Maheshwari, Member
Latika Pradhan, Member
V. Raghunathan, Member

Stakeholders' Relationship Committee

Subramaniam Somasundaram,
Chairman
Narayan Ramachandran, Member
Ashok Reddy, Member

Corporate Social Responsibility Committee

Mekin Maheshwari, Chairman
Rajnarayan Ramakrishnan, Member
Manish Sabharwal, Member

Risk Management Committee

Narayan Ramachandran, Chairman
Subramaniam Somasundaram,
Member
Rajnarayan Ramakrishnan, Member
Meenakshi Nevatia, Member
Mekin Maheshwari, Member
Latika Pradhan, Member
V. Raghunathan, Member

Chief Financial Officer

Ramani Dathi

Company Secretary & Compliance Officer

Alaka Chanda

Statutory Auditors

S.R. Batliboi & Associates LLP
Chartered Accountants
12th Floor, UB City, Canberra Block,
No. 24, Vittal Mallya Road,
Bangalore, Karnataka- 560001, India

Internal Auditors

Grant Thornton Bharat LLP
65/02, Bagmane Tridib, Block A
Bagmane Tech Park, C V Raman
Nagar, Bangalore,
Karnataka - 560093, India

Bankers

Axis Bank Limited
HDFC Bank Limited
State Bank of India
ICICI Bank Limited
Yes Bank
Bank of Baroda
IndusInd Bank

Shares are listed with

National Stock Exchange of India
Limited
BSE Limited

Registrar and Transfer Agents

KFin Technologies Limited
(Formerly known as KFin Technologies
Private Limited)
Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad,
Rangareddi, Telangana - 500032, India

Tel.: 1-800-309-4001

Email: einward.ris@kfintech.com

Website: www.kfintech.com

Corporate Identity Number:
L72400TG2017PLC117649

Registered Office & Corporate Office

315 Work Avenue Campus,
Ascent Building, Koramangala
Industrial Layout, Jyoti Nivas College
Road, Koramangala, Bangalore,
Karnataka - 560095, India

Tel.: 080-6824 3333

Fax: 080-6824 3001

Website: <https://group.teamlease.com/>

Corporate Identity Number:
L74140KA2000PLC118395

Branch offices

Ahmedabad
Bangalore
Bhubaneswar
Chennai
Dehradun
Delhi
Gurugram
Hyderabad
Kolkata
Lucknow
Mumbai
Pune
Noida

**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 | <https://group.teamlease.com/>

Twenty Fourth (24th) Annual General Meeting – Friday, September 20, 2024

May 22, 2024

Dear Shareholder(s),

You are cordially invited to attend the 24th Annual General Meeting (AGM/Meeting) of Shareholders of **TeamLease Services Limited ('the Company/TeamLease')** to be held on Friday, September 20, 2024, at 03:00 P.M. IST, through Video Conferencing ('VC')/ Other Audio - Visual Means ('OAVM') facility.

The Notice of the AGM, (AGM Notice/Notice) containing the business(es) to be transacted is enclosed herewith. In terms of Section 108 of the Companies Act, 2013 ("the Act"), read with the related Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with its Amendments (the SEBI Listing Regulations/ SEBI LODR Regulations), the Company is pleased to provide its Shareholders, 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 the AGM Notice.

The Route Map to the venue of AGM, the Proxy Form for extending the facility for appointment of proxies by the Shareholders, the Attendance Slip are not enclosed to this AGM Notice, since this AGM is being held through VC/ OAVM pursuant to the applicable Ministry of Corporate Affairs and Securities and Exchange Board of India (MCA and SEBI) Circulars.

Very truly yours,

Alaka Chanda

Company Secretary and Compliance Officer
Membership No: F10911
TeamLease Services Limited

Registered Office:

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
<https://group.teamlease.com/>

Enclosures:

1. Notice of the 24th Annual General Meeting
2. Instructions for E-Voting

NOTICE OF THE TWENTY FOURTH (24TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth (24th) Annual General Meeting (AGM) of Shareholders of TeamLease Services Limited (CIN: L74140KA2000PLC118395) ("TeamLease"/"Company") will be held on Friday, September 20, 2024, at 03:00 P.M. IST, through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility, to transact the following business(es):

SL. NO (S).	PARTICULAR(S)
A. ORDINARY BUSINESS(ES)	
Item No. 1	To receive, consider and adopt Audited Standalone Financial Statements along with the Auditor's Report of the Company for the Financial Year ended March 31, 2024
Item No. 2	To receive, consider and adopt Audited Consolidated Financial Statements along with the Auditor's Report of the Company for the Financial Year ended March 31, 2024
Item No. 3	To receive, consider and adopt the Report of the Board of Directors for the Financial Year ended March 31, 2024
Item No. 4	To appoint a Director in place of Ms. Rituparna Chakraborty (DIN: 07332241) who retires by rotation and being eligible, offers herself for re-appointment
B. SPECIAL BUSINESS	
Item No. 5	To approve remuneration payable in the form of commission to Independent Directors of the Company

A. ORDINARY BUSINESS(ES):

ITEM NO. 1

To receive, consider and adopt Audited Standalone Financial Statements along with the Auditor's Report of the Company for the Financial Year ended March 31, 2024

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, and the report of the Auditor's thereon, as circulated to the Shareholders, be and are hereby considered and adopted."

ITEM NO. 2

To receive, consider and adopt Audited Consolidated Financial Statements along with the Auditor's Report of the Company for the Financial Year ended March 31, 2024

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, and the report of the Auditor's thereon, as circulated to the Shareholders, be and are hereby considered and adopted."

ITEM NO. 3

To receive, consider and adopt the Report of the Board of Directors for the Financial Year ended March 31, 2024

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the report of the Board of Directors, for the Financial Year ended March 31, 2024, as circulated to the Shareholders, be and is hereby considered and adopted."

ITEM NO. 4

To appoint a Director in place of Ms. Rituparna Chakraborty (DIN: 07332241), who retires by rotation and being eligible, offers herself for re-appointment

Statutory Requirement:

Pursuant to Clause 58 of the Articles of Association of the Company and pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Executive Directors and Non-Executive Directors other than Independent Directors are liable to retire by rotation, and can seek re-appointment. Ms. Rituparna Chakraborty, Non-Executive Non-Independent Director (DIN: 07332241) being the longest in office is liable to retire this year and is also eligible for re-appointment.

Background:

Ms. Rituparna Chakraborty (DIN: 07332241) was appointed as an Executive Director of the Company, liable to retire by rotation for a period of five years commencing from May 18, 2022 to May 17, 2027, which was approved by the Shareholders at the Annual General Meeting held on September 16, 2022. Ms. Chakraborty's role had transitioned to Non-Executive and Non-Independent Director of the Company with effect from June 01, 2023. Ms. Chakraborty being eligible has offered herself for re-appointment.

Proposal:

Shareholders are requested to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of Ms. Rituparna Chakraborty (DIN: 07332241) as Non-Executive and Non-Independent Director of the Company."

B. SPECIAL BUSINESS:

ITEM NO. 5

To approve remuneration payable in the form of commission to Independent Directors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to

- (i) the provisions of Sections 149, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act");
 - (ii) the applicable provisions of the Articles of Association of the Company;
 - (iii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"); and
 - (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications,
- consent of the Shareholders of the Company be and is hereby accorded for a payment of a yearly

remuneration not exceeding ₹ 10,00,000 Lakhs (Rupees Ten Lakhs only) each, subject to overall limit not exceeding in aggregate, 1% (one percent) of the net profits of the Company of each Financial Year calculated in accordance with Section 198 of the Act (in case of profits), to the Independent Directors of the Company based on the recommendation by the Nomination and Remuneration Committee at the discretion of the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee constituted / may be constituted by the Board of Directors of the Company); in such proportion and in such a manner as may be determined by the Board of Directors of the Company, in addition to sitting fees, if any, payable to each Director for every Meeting of the Board or Committees thereof attended by him/her and in addition to reimbursement of expenses for attending the meetings, and that this Resolution shall remain in force for a period of five years.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office:

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
<https://group.teamlease.com/>

Date: May 22, 2024

Place: Bangalore

By Order of the Board of Directors
TeamLease Services Limited

Alaka Chanda
Company Secretary and Compliance Officer
Membership No: F10911

Notes:

1. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") Circular No. 09/2023 dated September 25, 2023 read with Circular Nos. 10/2022 dated December 28, 2022, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and all other relevant Circulars and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 (hereinafter collectively referred to as "the Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC" / "OAVM") without the physical presence of stakeholders at a common venue.
2. KFin Technologies Limited, Registrar & Transfer Agent of the Company, (formerly known as KFin Technologies Private Limited) ("KFinTech") shall be providing facility for voting through remote E-Voting, for participation in the AGM through VC/ OAVM facility and E-Voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 26 below.
3. Pursuant to the above mentioned MCA Circulars, physical attendance of the Shareholders is not required at the AGM and attendance of the Shareholders through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of Proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate/Institutional Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote E-Voting or at the AGM. Corporate/ Institutional Shareholders intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board Resolution / Authorization Letter to the Company by September 19, 2024 at 05:00 P.M. IST at e-mail ID corporateaffairs@teamlease.com with a copy marked to einward.ris@kfintech.com authorizing its representative(s) to attend and vote through VC/OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.
6. Shareholders of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM and vote thereat.
7. In compliance with applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015 read with above mentioned MCA and SEBI Circulars, the AGM of the Company is being conducted through VC/OAVM.
8. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed to this Notice.
9. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the AGM, is annexed hereto.
 - a. Directors' Interest in Ordinary Business(es)

In terms of the provisions of Section 152 of the Act, Ms. Rituparna Chakraborty, Non-Executive and Non-Independent Director, retires by rotation at the Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment.

Ms. Chakraborty is interested in the Ordinary Business set out at Item No. 4 of the Notice with regard to her re- appointment.

Details of Director retiring by rotation at this Meeting is provided in the **"Annexure 1"** to the Notice.
 - b. Directors' Interest in Special Business

All the Independent Directors are interested in the Special Business set out at Item No. 5 of the Notice with regard to remuneration to Independent Directors in the form of Commission.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business(es) or Special Business(es) set out under Item Nos. 1 to 5 of the Notice.
10. In case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available

electronically for inspection by the Shareholders during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Shareholders from the date of circulation of this Notice up to the date of AGM, i.e., September 20, 2024. Shareholders seeking to inspect such documents can send an email to corporateaffairs@teamlease.com.

12. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during business hours up to the date of the AGM.
13. Notice is sent to all the Shareholders (electronic copy), whose names appear in the Register of Shareholders as on Friday, August 09, 2024. The Notice of the AGM is also hosted on the website of the Company i.e., <https://group.teamlease.com/investor/teamlease-annual-report/>.
14. Shareholders holding shares in electronic form are advised to inform the particulars of their bank account, change of address and email ID to their respective depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form are advised to inform the particulars of their bank account, change of address and email ID to the Company or Registrar and Share Transfer Agents, KFin Technologies Limited.
15. Shareholders holding shares in electronic (Demat) form or in physical mode are requested to quote their DP ID & Client ID or Folio details respectively in all correspondences, to KFinTech. Shareholders holding shares in physical form are requested to approach their DP for dematerialization of their shares as per SEBI notification dated June 08, 2018 which mandates the transfer of securities to be in dematerialized form only, with effect from December 05, 2018. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Shareholders are advised to dematerialise their shares held in physical form.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant(s). Shareholders holding shares in physical form are required to submit their PAN details to KFinTech.
17. Shareholders holding shares in single name in physical mode are advised to make nomination in respect of their shareholding in the Company. Shareholders holding shares in electronic mode may contact their respective depository participants for availing the nomination

facility. Shareholders can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Shareholders desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFinTech at the above mentioned address.

18. Shareholders who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to KFinTech, for consolidation into a single folio.
19. Mr. Mukesh Siroya, Practicing Company Secretary, Mumbai, has been appointed as the Scrutiniser to scrutinise the E-Voting process in a fair and transparent manner. In case of any failure/inability to scrutinize the E-Voting process by Mr. Mukesh Siroya (Membership No. F5682; CoP No. 4157), Ms. Bhavyata Acharya (Membership No. A25734; CoP No. 21758), Practicing Company Secretary, shall be the alternate Scrutinizer to him. The Scrutiniser will, after the conclusion of E-Voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote E-Voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the AGM. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Friday, September 20, 2024.
20. For ease of conduct of AGM, Shareholders who wish to ask questions/express their views on the items of the business(es) to be transacted at the meeting are requested to write to the Company's email ID corporateaffairs@teamlease.com, at least 48 hours before the time fixed for the AGM i.e., by 03:00 P.M. IST on Wednesday, September 18, 2024, mentioning their name, demat account no./folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM. Alternatively, Shareholders holding shares as on the E-Voting cut-off date i.e., Friday, September 13, 2024, may also visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries" and post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number.

The window shall be closed 48 hours before the time fixed for the AGM at 03:00 P.M. IST on September 20, 2024. The Company will, at the AGM, endeavour to address the queries received till 03:00 P.M. IST on September 18, 2024 from those Shareholders who have sent queries from their registered email ID's.

Please note that Shareholders' questions will be answered only if they continue to hold shares as on the cut-off date. Shareholders of the Company, holding shares as on the cut-off date i.e., Friday, September 13, 2024 and who would like to speak or express their

views or ask questions during the AGM may register themselves as speakers by visiting <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from Monday, September 16, 2024 (09:00 A.M. IST) upto Wednesday, September 18, 2024 (03:00 P.M. IST).

Those Shareholders who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

Shareholders will be allowed to attend the AGM through VC / OAVM on first come, first served basis. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Shareholders on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21. Non-Resident Indian Shareholders are requested to inform KFintech / respective depository participants, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

The Company will not be dispatching physical copies of Annual Report and Notice of AGM to any Member. Shareholders are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure.

Shareholders may note that Twenty Fourth (24th) AGM Notice, Annual Report 2024 and E-Voting instructions are also available on the Company's website i.e., <https://group.teamlease.com/investor/teamlease-annual-report/> and website of the Stock Exchanges where the shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at <https://evoting.kfintech.com/>.

22. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the

Institute of Company Secretaries of India, the Company is pleased to provide its Shareholders the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Fourth (24th) AGM by electronic means and the business may be transacted through E-Voting services. The facility of casting the votes by the Shareholders using an electronic voting system from a place other than venue of the AGM ("remote E-Voting") will be provided by KFintech.

23. The voting through electronic means is scheduled as below:

The Company has fixed Friday, September 13, 2024, as cut-off date for determining the Shareholders eligible for voting, through electronic means as well as during the AGM.

Commencement of remote E-Voting	Tuesday, September 17, 2024 (09:00 A.M. IST)
End of remote E-Voting	Thursday, September 19, 2024 (05:00 P.M. IST)

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, September 13, 2024.

24. In accordance with MCA and SEBI Circulars, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the Annual Report 2024 and the Notice of the Twenty Fourth (24th) AGM are being sent by electronic mode only to Shareholders whose email ID's are registered with the Company/Depository Participant(s)/RTA for communication purpose.

The Shareholders who have cast their vote(s) by remote E-Voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. A member can opt for only single mode of voting per EVEN, i.e., through remote E-Voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote E-Voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

25. The relevant details as required under Regulation 26 (4) & 36 (3) of SEBI LODR Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, for Item No. 4 of the Notice is mentioned in "**Annexure 1**" of this AGM Notice.

26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a. ATTENDING THE AGM: Shareholders will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Shareholders are requested to login at <https://emeetings.kfintech.com> and click on the "Video Conference" tab to join the Meeting by using the remote E-Voting credentials.
- b. Please note that Shareholders who do not have the remote E-Voting credentials like User ID and Password for E-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in E-Voting Instructions forming part of this AGM Notice.
- c. Shareholders may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Shareholders will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Shareholders will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox.

Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Shareholders are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

- d. Shareholders can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned at Note No. 26(a) above in the Notice and this mode will be available throughout the proceedings of the AGM.
 - e. In case of any query and/or help, in respect of attending AGM through VC/OAVM mode, Shareholders may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of <https://evoting.kfintech.com/> or contact at corporateaffairs@teamlease.com, or contact Ms. Rajitha Cholleti / Mr. Premkumar Nair - Corporate Registry, KFintech at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500032, India or at the email ID einward.ris@kfintech.com or call KFintech's toll free No.: 1-800-309-4001 for any further clarifications.
27. The results shall be declared within 2 working days from conclusion of the Meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at <https://group.teamlease.com/investor/annual-compliances> and the website of KFintech: <https://evoting.kfintech.com/> immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

Registered Office:

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

<https://group.teamlease.com/>

Date: May 22, 2024

Place: Bangalore

By Order of the Board of Directors
TeamLease Services Limited

Alaka Chanda
Company Secretary and Compliance Officer
Membership No: F10911

Information at a glance:

Day, date and time	: Friday, September 20, 2024, at 03:00 P.M. IST
Venue	: Video Conferencing/ Other Audio Visual Means and the deemed venue of the AGM shall be TeamLease Registered Office at Bangalore
Financial Year	: April 01, 2023 to March 31, 2024
Cut-off date for determining the names of Shareholders eligible to get Notice of Annual General Meeting	Friday, August 09, 2024
Cut-off date for determining the names of Shareholders eligible to vote	Friday, September 13, 2024
Remote E-Voting start time and date	: Tuesday, September 17, 2024 (09:00 A.M. IST)
Remote E-Voting end time and date	: Thursday, September 19, 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 (formerly known as KFin Technologies Private Limited) Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500032, India Contact detail: KFintech's toll free No.: 1-800-309-4001
Participation through Video-Conferencing	: Shareholders can login from 02:45 P.M. IST on the date of AGM at https://emeetings.kfintech.com
Helpline Number for VC participation	: Call KFintech's toll free No.: 1-800-309-4001
Submission of Questions / Queries before AGM	: Questions/queries are requested to be submitted 48 hours before the time fixed for AGM i.e. by 03:00 P.M. IST on September 18, 2024, by any of the following process: <ul style="list-style-type: none"> • Email to corporateaffairs@teamlease.com mentioning name, demat account no./folio number, email ID, mobile number, etc. • Shareholders holding shares as on the cut- off date i.e. Friday, September 13, 2024, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/views/ questions in the window provided, by mentioning name, demat account number/folio number, email ID and mobile number.
Speaker Registration before AGM	: Visit https://emeetings.kfintech.com and click on "Speaker Registration" and register as Speaker until 48 hours before the time fixed for AGM i.e., from Monday, September 16, 2024 (09:00 A.M. IST) upto Wednesday, September 18, 2024 (03:00 P.M. IST).
Recorded transcript	: Will be made available post AGM at https://group.teamlease.com/investor/annual-compliances/

Annexure 1

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

For Agenda Item 4

To appoint a Director in place of Ms. Rituparna Chakraborty (DIN: 07332241) who retires by rotation and being eligible, offers herself for re-appointment



Ms. Rituparna Chakraborty
(DIN: 07332241)

Brief Profile of Ms. Rituparna Chakraborty, Qualification and Nature of Expertise:

Rituparna Chakraborty aged about 49 Years (25/03/1975) is an accomplished business leader with multi-faceted experience, passion for excellence, and a proven ability to drive growth at scale. She has business experience of 25 years and as co-founder of TeamLease she has been instrumental in making TeamLease India's largest people supply chain Company. She is included in the Global Power 100 and International 50 Woman in Staffing and is the winner of the Telstra Business Woman in Asia Award. She is also an AMP Alumnus of Columbia Business School batch of 2022.

Besides scaling the staffing business to over ₹ 5000 Crores business since its inception she has played an active role in driving several public policy changes — the four labour codes being one of the primary ones. She continues to be involved in forums like CII, FICCI, ILO, ISF within India and internationally to give a voice to important issues in the area of employment and employability. She is currently Independent Director of Navi General Insurance, Navi AMC and Lithium Urban Technologies She is also on the Governing Board of Goa Institute of Management and Center of Digital Enterprises, IIM Udaipur.

Ms. Chakraborty was appointed as an Executive Director with effect from May 18, 2022. Her role was transitioned to Non-Executive and Non-Independent Director of the Company with effect from June 01, 2023.

Other Details:

Date of first appointment	18/05/2022 as an Executive Director
Category	Non-Executive and Non-Independent Director with effect from June 01, 2023
Disclosure of Relationship between Directors Inter-se	NIL
Direct Shareholding in the Company	89,076 Equity Shares
Number of Meetings of the Board attended during the year	Attended all the five (5) Board Meetings conducted during the Financial Year
Details of remuneration drawn in 2023-24	As an Executive Director (Till May 31, 2023) : ₹ 0.63 Crores As Non-Executive Non-Independent Director (From June 01, 2023) : ₹ 0.06 Crores in the form of Sitting Fees
Details of remuneration proposed to be drawn in 2024-25	Only Sitting fees for attending Board and Committee Meetings
Listed entities from which the Director has resigned in the last 3 years	NIL

Indian Public Companies (Listed and Unlisted) in which Ms. Rituparna Chakraborty holds Directorship and Committee Chairmanship/ Membership:

Company	Director	Committee	Chairman
TeamLease Services Ltd.	Yes-Non-Executive Director	-	-
Navi AMC Ltd.	Yes-Non-Executive Director	-	-
Navi General Insurance Ltd.	Yes-Non-Executive Director	-	-

Notes:

1. 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).

2. As required by Regulation 36(3)(d), there has been no resignation by Ms. Chakraborty from listed entities during the past three years.

For other details such as number of meetings of the Board attended during the year, remuneration drawn etc. Please refer to the Corporate Governance Report which forms part of this Annual Report.

Explanatory Statement(s) pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Business set out in the Notice convening the Twenty Fourth (24th) Annual General Meeting of the Company to be held through VC / OAVM on Friday, September 20, 2024, at 03.00 P.M. IST.

For Agenda Item 5

To approve remuneration payable in the form of commission to Independent Directors of the Company

In view of Sections 197, 198 and any other relevant provisions of the Companies Act, 2013, it is proposed that the Independent Directors of the Company be paid a remuneration in the form of commission for FY 2023-24 and subsequent years, in addition to sitting fees and reimbursement of expenses for attending the meetings, at an overall amount not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, in such amounts or proportions and in all respects as may be decided by the Board of Directors.

The Company's Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Independent Directors have been shaping and steering the long term strategy and make invaluable contributions towards TeamLease strategy, monitoring of risk management, compliances etc. The detailed description of Director's Skill & Expertise is covered in Corporate Governance Report.

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the Company is seeking approval of the Shareholders to compensate the Independent Directors by way of payment of commission for their time devoted and contribution made, to the extent as determined by the Board of Directors, subject to the aforesaid limit of 1% per annum. Such commission will be paid to the Independent Directors in addition to sitting fees for attending the meetings of the Board and its Committees.

Approval of the Shareholders is sought by way of an Ordinary Resolution under Section 197 of the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations for the payment of remuneration by way of commission to the Independent Directors.

None of the Whole-Time Directors, Non-Executive Non-Independent Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or, otherwise, in the resolution set out at Item No. 5 of the Notice. Independent Directors are interested in the resolution set out at Item No. 5 to the extent of remuneration or fees that may be received by them.

Your Directors recommend the above Resolution set out in Item No. 5 as an Ordinary Resolution for your approval.



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 | <https://group.teamlease.com/>

Twenty Fourth (24th) Annual General Meeting – Friday, September 20, 2024

Dear Shareholder(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, substituted by Companies (Management and Administration) Amendment, 2015 and Regulation 44 of the SEBI LODR 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 Twenty Fourth (24th) AGM to be held on Friday, September 20, 2024, at 03:00 P.M. IST through VC/OAVM facility. The Company has engaged the services of KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (KFinTech) to provide the E-Voting facility.

The Notice is displayed on the Company's website, <https://group.teamlease.com/investor/annual-compliances/> 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
Tuesday, September 17, 2024 at 09:00 A.M. IST	Thursday, September 19, 2024 at 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 KFinTech upon expiry of said period.

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Twenty Fourth (24th) AGM of the Company to be held on Friday, September 20, 2024.

Registered Office:

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

By Order of the Board of Directors
TeamLease Services Limited

Alaka Chanda
Company Secretary and Compliance Officer
Membership No: F10911

corporateaffairs@teamlease.com
<https://group.teamlease.com/>

Date: May 22, 2024

Place: Bangalore

PROCEDURE FOR REMOTE E-VOTING

A. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, Shareholders are provided with the facility to cast their vote electronically, through the E-Voting services provided by KFintech on all resolutions set forth in this Notice, through remote E-Voting.

Shareholders are requested to note that the Company is providing facility for remote E-Voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote E-Voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Instructions:

a. Member will receive an e-mail from KFintech [for Shareholders whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), USER ID and password:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- (ii) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN 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 KFintech for E-Voting, you can login by using 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., TeamLease Services Limited.

(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 on the cut-off date. You may also choose the option ABSTAIN. If the Member 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) 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.

(ix) Shareholders holding multiple folios/ demat accounts shall vote separately for each folio/ demat account.

(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.

(xii) Corporate/Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., duly authorising their authorized representative(s) to attend the AGM on its behalf and to vote through remote E-Voting to the Company at the e-mail ID corporateaffairs@teamlease.com with a copy marked to <https://evoting.kfintech.com/> and it should reach the Company by email not later than Thursday, September 19, 2024 (05:00 P.M. IST). In case if the authorized representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of AGM.

b. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and inform KFintech at the email ID <https://evoting.kfintech.com/> (in case of Shares held in physical form):

- (i) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
- (ii) Please follow all steps from Note. No. A (a) (i) to (xii) above to cast your vote by electronic means.

B. 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.kfintech.com/> or contact at corporateaffairs@teamlease.com, or Ms. Rajitha Cholleti / Mr. Premkumar Nair - Corporate Registry at KFintech, Selenium, Tower B, Plot No. 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or call KFintech's toll free No.:1- 800-309-4001 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 Tuesday, September 17, 2024 (09:00 A.M. IST) and ends on Thursday, September 19, 2024 (05:00 P.M. IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Friday, September 13, 2024 may cast their votes electronically. The remote E-Voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- d. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, September 13, 2024, being the cut-off date. Shareholders are eligible to cast vote only if they are holding shares as on that date.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e., Friday, September 13, 2024, he/she/it may obtain the User ID and Password in the manner as mentioned below:
 - (i) If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> Folio No. or DP ID Client ID to +91 9212993399.

In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL:

MYEPWD <space> IN12345612345678

Example for CDSL:

MYEPWD <space> 1402345612345678

Example for Physical:

MYEPWD <space> XXXX1234567890
(XXXX being EVEN)

- (ii) If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (iii) Member may call KFintech toll free number 1- 800-309-4001.
- (iv) Member may send an e-mail request to einward.ris@kfintech.com.

KFintech shall send User ID and Password to those new Shareholders whose e-mail ID's are available.

VOTING AT THE AGM:

- a. The procedure for E-Voting during the AGM is same as the instructions mentioned above for remote E-Voting since the AGM is being held through VC/OAVM.
- b. The E-Voting window shall be activated upon instructions of the Chairman of the AGM during the AGM.
- c. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system in the AGM.
- d. Shareholders who have already cast their votes by remote E-Voting are eligible to attend the AGM through VC/ OAVM; however, these Shareholders are not entitled to cast their vote again during the AGM. A Member can opt for only single mode of voting i.e., through Remote E-Voting or voting through VC/ OAVM mode during the AGM.

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

As per the SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Option 1 – Login through Depositories (NSDL/CDSL)

NSDL	CDSL
<p>1. Shareholders who have already registered and opted for IDeAS facility to follow below steps:</p> <p>(i) Go to URL: https://eservices.nsdl.com</p> <p>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>(iii) On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>(iv) Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period</p> <p>2. User not registered for IDeAS e-Services</p> <p>(i) To register click on link: https://eservices.nsdl.com (Select “Register Online for IDeAS”) or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(ii) Proceed with completing the required fields</p> <p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Go to URL: https://www.evoting.nsdl.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(v) Click on the Company name or e-Voting service provider name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period.</p>	<p>1. Members who have already registered and opted for Easi/ Easiest to follow below steps:</p> <p>(i) Go to URL: https://web.cdslindia.com/myeasitoken/home/login/ ; or</p> <p>(ii) URL: www.cdslindia.com and then go to Login and select New System Myeasi</p> <p>(iii) Login with user id and password.</p> <p>(iv) The option will be made available to reach e-Voting page without any further authentication.</p> <p>(v) Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period</p> <p>2. User not registered for Easi/Easiest</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> <p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Go to URL: www.cdslindia.com</p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(v) After successful authentication, the user will be provided links for the respective ESP where the eVoting is in progress.</p> <p>(vi) Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Option 2 - Login through Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the 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 or joining virtual meeting and voting during the meeting.

Board's Report

Dear Shareholder(s),

Your Directors have the pleasure in presenting the Twenty Fourth (24th) Board Report of your Company (**TeamLease Services Limited/TeamLease**) on business and operations of the Company along with the Audited Standalone and Consolidated Financial Statements and the Auditor's Report for the year ended March 31, 2024 (Year under review). Consolidated performances of the Company, and its Subsidiaries have been referred to wherever required.

1. Corporate Overview

The Company was incorporated in 2000 and has thereafter transformed to being one of the leading human resource service companies in the organized segment. TeamLease is listed on BSE Limited and National Stock Exchange of India Limited since 2016, and has its corporate headquarters at Bangalore.

2. Financial Summary and Highlights

A summary of the Company's Financial Results for the Financial Year 2023-24 is as under:

Particulars	₹ in Crores			
	Consolidated		Standalone	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	9,321.53	7,870.00	8,440.80	6,876.17
Other Income	46.18	43.94	60.27	52.95
Total Income	9,367.71	7,913.94	8,501.07	6,929.12
Profit before finance cost, depreciation, amortisation and taxes	176.98	166.21	145.24	129.74
Depreciation and Amortisation	52.53	43.16	31.87	23.47
Profit before Finance Cost and Taxes	124.45	123.05	137.05	124.98
Finance Cost	10.23	5.69	8.19	4.76
Profit before share of profit/(loss) from Associates	-	-	NA	NA
Share of (loss)/ profit from associates	-	-	NA	NA
Exceptional Item	3.51	(2.33)	3.51	(2.33)
Profit before tax	117.73	115.03	108.69	99.18
Income Tax (credit)/expense	5.07	3.48	2.89	1.98
Net Profit for the year	112.66	111.55	105.80	97.20
Other Comprehensive Income/(Loss) for the year	(1.09)	1.27	(0.31)	0.17
Total Comprehensive Income for the year	111.57	112.82	105.49	97.37
Earnings Per Equity Share of H10 each:				
-Basic & Diluted (in ₹)	66.65	65.12	62.87	56.85

3. Standalone and Consolidated Financial Statements

As mandated by the Ministry of Corporate Affairs, the Financial Statements for the year ended March 31, 2024, has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "The Act") read with the Companies (Accounts) Rules, 2014, as amended from time to time. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2024. The Notes to the Financial Statements adequately cover the Standalone and Consolidated Audited Statements and form an integral part of this Report.

4. Review of Business Operations and Future Prospects / State of Affairs

Your Directors wish to present the details of Business Operations done during the year under review:

The Company's Revenue from Operations for the year ended March 31, 2024 on a Standalone Basis has increased to ₹ 8,440.80 Crores from ₹ 6,876.17 Crores during the previous year. The Company achieved an EBIDTA (excluding other income and exceptional items) of ₹ 84.97 Crores during the current year as against the previous year EBIDTA (excluding other income and exceptional items) of ₹ 76.79 Crores. The net profit after tax of the Company for the year ended March 31, 2024 was ₹ 105.80 Crores as against the previous year profit after tax of ₹ 97.20 Crores.

Consolidated Operations

The Company's Revenue from Operations for the year ended March 31, 2024, on a Consolidated Basis has increased to ₹ 9,321.53 Crores from ₹ 7870.00 Crores during the previous year. The Company achieved an EBIDTA (excluding other income and exceptional items) of ₹ 130.80 Crores during the current year as against the previous year EBIDTA (excluding other income exceptional items) of ₹ 122.28 Crores. The net profit after tax of the Company for the year ended March 31, 2023 was ₹ 112.66 Crores as against the previous year profit after tax of ₹ 111.55 Crores.

Number of Associate Employees as on the date of closure of Financial Year of the Company was ~3,19,030 (including the NETAP Trainees of 44,800) as against the previous year Associate employees of ~2,82,450 (including the NETAP Trainees of 50,350).

Your Directors express their satisfaction on the overall financial performance and the progress made on different areas by the Company during the year under review.

From a business continuity purpose and in preparation for the future, cash flow availability and costs are key focus areas under the present circumstances. The Company is closely watching market conditions and evaluating all projects in pipeline and will pace them in line with market conditions. The revised timelines for the development plan will need to be re-assessed as the situation unfolds.

The Management, based on its assessment of the situation, has internally revised its business forecasts for the near term and assessed the cash flow required. The cash on books, the sanctioned lines of credit and the operating cash flows as per the forecast appear to be reasonably adequate to meet the debt servicing obligations and minimal capital spends in respect of the development pipeline for the year.

A comprehensive re-negotiation exercise is under way with our vendors and service providers; initial outcome of these discussions has been favourable.

The Company has the policy on the employment diversity which states the equal opportunity to everyone without any discrimination of gender, region, caste or religion.

5. Dividend Distribution Policy

As per the provisions of Regulation 43A of SEBI LODR Regulations, 2015, the top 1000 listed companies on the basis of market capitalization, shall formulate a Dividend Distribution Policy. Accordingly, the Dividend Distribution Policy was adopted to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its Shareholders and/or retaining profits earned by the Company. The Policy is furnished herewith as **Annexure I** to the Board's Report and is also available on the Company's website at <https://group.teamlease.com/wp-content/uploads/2021/04/Dividend-Distribution-Policy.pdf>.

6. Dividend and Reserves

Your Directors would like to use the profits earned for purpose of enhancing business and hence do not propose any dividend for the Financial Year under review. No amount has been transferred to reserves and the profit for the year has been retained in the surplus forming part of the reserves of the Company.

7. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

There were no unpaid/unclaimed dividends declared and paid in previous years and hence the provisions of Section 125 of the Companies Act, 2013 do not apply for the year under review.

8. Subsidiary Companies

Your Company has formulated a Policy for determining 'Material Subsidiaries' pursuant to the provisions of Regulation 16 of SEBI LODR Regulations, 2015. The said Policy is available on the Company's website https://group.teamlease.com/wp-content/uploads/2021/04/4.-TeamLease_Policy_for_determining_Material_Subsidiaries-1.pdf.

The Company has five Subsidiaries and one Public-Private Partnership as on March 31, 2024. There are no material Subsidiaries of the Company for the Financial Year 2023-24.

The details of Subsidiaries and Public-Private Partnership are given below.

Name of the Company/ Entity	Percentage (%) holding by TeamLease	Category
1. TeamLease Foundation (formerly known as TeamLease Education Foundation) (TLF)	100%	Wholly Owned Subsidiary
2. TeamLease Digital Private Limited (TDPL)	100%	Wholly Owned Subsidiary
3. TeamLease HRTech Private Limited (formerly known as TeamLease E-Hire Private Limited) (TL HRTech)	100%	Wholly Owned Subsidiary
4. TeamLease Edtech Limited (formerly known as School Guru Eduserve Private Limited) (TL Edtech)	77.67%	Subsidiary
5. TeamLease RegTech Private Limited (formerly known as Avantis Regtech Private Limited) (TL RegTech)	61.50%	Subsidiary
6. TeamLease Skills University (TLSU)	Not Consolidated	Public-Private Partnership

Brief Details of Subsidiaries and Public Private owned concerns of TeamLease are as below:

- 1. TeamLease Foundation (formerly known as TeamLease Education Foundation) (TLF),** an initiative of the TeamLease Group was established with a vision to create sustainable impact on the lives of underprivileged and underserved communities by empowering them through skilling initiatives. TLF views skilling, employability and employment as a continue that needs to be looked at as a whole and has made significant investments to develop skilling and capabilities in-house. TLF operates at the intersection of the 3Es - Education, Employability, and Employment.

The Foundation works with corporates to ensure efficient use of CSR funds in the areas of education, skilling, and employment. Currently, TLF's portfolio of skilling initiatives include skilling and training programs in the BFSI, Mining, Pharmacy, Automotive, and IT sectors. As we move forward, we aim to leverage our expertise and expand into sectors beyond these as well.

- 2. TeamLease Digital Private Limited (TDPL)** was incorporated under the provisions of Companies Act, 2013 for the purpose of entering into the IT staffing business. TDPL

is wholly-owned Subsidiary of TeamLease Services Limited, which offers Tech Staffing Solutions across industries. In the current Financial Year Keystone Business Solutions Private Limited (Keystone) and I.M.S.I Staffing Private Limited (IMSI) have been merged with TeamLease Digital Private Limited (TDPL) through the scheme of merger approved by NCLT (Order dated January 04, 2024).

TDPL has emerged as one of the largest Tech Staffing & Solutions providers in the country and has hired 85,000+ professionals since its inception (2016). We currently have more than 8,000+ consultants working across more than 200 clients including some of the largest Fortune 500 companies.

With the purpose of 'Putting India to Work', we are committed to being part of the amazing growth story of our country. TDPL has been creating business impact for its clients by matching their needs with best resources available in the market, in a quick and cost-efficient way and having one of the best professional hiring engines in the staffing industry. A leadership team comprising industry veterans, sturdy finances, and a pan-

India presence, has made TDPL the preferred partner and a leader in the industry.

- 3. TeamLease HRTech Private Limited (formerly known as TeamLease E-Hire Private Limited (TL HRTech))** was an Associate Company w.e.f. June 01, 2017 with an investment of 30% stake in TL HRTech. Your Company further acquired additional 21% stake and pursuant to such an investment, TL HRTech became Subsidiary Company w.e.f. July 31, 2018. Your Company further acquired additional 25% stake on July 04, 2019 and 24% stake on June 09, 2020 bringing the total investment to 100% as on March 31, 2021.

The Bangalore headquartered [freshersworld.com](https://www.freshersworld.com) (A TeamLease Digital Company) is the leading job site for entry level hiring in India with about 17.80K unique visits every day along with 607K visitors per month. It has a database of 2 Million+ resumes with over 54.60K resumes added every month, 3,054K followers on social media with 32,500K number of page views in a year. According to Similar Web's report, the Company website boasts an impressive 88.46% share of the traffic in the Jobs and Employment categories, contributing significantly to our overall traffic. According to the report it has over 27K registered employers/ recruiters this year and conducts 20-24 virtual recruitment drives every month.

- 4. TeamLease Edtech Limited (formerly known as School Guru Eduserve Private Limited) (TL Edtech)** was an Associate Company w.e.f. December 01, 2017. Your Company had acquired ~36.17% stake on September 08, 2020 and on December 23, 2020 the CCPS (Compulsorily Convertible Preference Shares) held in the name of your Company was converted to Equity. Pursuant to the said acquisition of additional stake and the conversion of CCPS into Equity, your Company now holds 77.67% stake in TL Edtech, thereby making it a Subsidiary with effect from the even date. Established in 2012, it is India's premier technology-led specialized academic services organization. TL Edtech partners with Indian Universities to help them provide premium online and virtual courses for their students. TL Edtech solicits partnerships only from State / Central universities that are either an Open University (meant to run Distance Education Programs only) or have a significant Distance Education activity.

Their managed technology platform provides all the components that a University may need to run their Information and Communication

Technology services for their students ranging from the hosting platform, the underlying ERP, admission and fee management, the content, the streaming services, student engagement and communication, student servicing and the expertise to manage the platform. The platform is mobile native and is designed to adopt innovations in machine learning, multi-reality, and analytics to offer personalized and effective learning to millions.

- 5. TeamLease Regtech Private Limited (formerly known as Avantis Regtech Private Limited (TL RegTech))** is a Subsidiary of your Company. Established in October 12, 2018, TL RegTech is a B2B RegTech (Regulatory Technology) Company in India currently with 298 Enterprise customers serving over 5500+ locations across 29 states and 7 union territories in India across 30+ different industries with State of the art cloud enabled SAAS (Software as a Service) Platform equipped with enterprise workflow and document management capabilities.
- 6. TeamLease Skills University (TLSU)** is India's First Skills University, established under Public-Private Partnership with Government of Gujarat under the Gujarat Private University Act with effect from April 22, 2013. The management of the University gratefully acknowledges the supportive action of the Government.

The University is sponsored by TeamLease Foundation with a mission to facilitate willing individuals to acquire skills and capabilities, prepare them to get appropriate employment and ensure their competitiveness in national and international work environment.

TLSU offers different full-time skill-based degree programmes along with other diploma and certificate programmes using the novel concept of Four classrooms viz. On-Campus, Online, Onsite and On-Job training to make TLSU the hub of Skill Based Education in India. We have 100% student placement record over the past years.

Companies that ceased to be part of TeamLease during the year under review:

- **Keystone Business Solutions Private Limited (Keystone)** was incorporated under the provisions of Companies Act, 2013 and is engaged in the business of providing information technology staffing solutions and consulting. Keystone is a step down wholly owned Subsidiary of the Company through TDPL

- **I.M.S.I Staffing Private Limited (IMSI)** was acquired by your Company on November 12, 2019 with an investment of 72.70% stake in equity and additional 21.24% stake was acquired by your Company on February 03, 2020. Further 6.06 % stake was acquired on July 24, 2021. IMSI is an IT Infra staffing Company. IMSI is a leader in providing specialized technical manpower for managing IT Infrastructure projects, hardware platforms, OS platforms, developing and maintaining enterprise software applications, networking, data management and storage and internet-web-mobile-cloud platforms. IMSI is one of the largest manpower outsourcing partners in IT Infra space in India. Over the past 20 years, they have built strong customer relationship and brand recall supported by reliable and efficient delivery engine.

During the year under review, I.M.S.I Staffing Private Limited (IMSI/Transferor Company 1), a Wholly Owned Subsidiary of TeamLease and Keystone Business Solutions Private Limited (Keystone/Transferor Company 2), a step down Wholly Owned Subsidiary of TeamLease were amalgamated into TeamLease Digital Private Limited (TDPL/Transferee), Wholly Owned Subsidiary of TeamLease vide NCLT Order dated January 04, 2024.

Performance and Financial Position of the Subsidiary Companies:

Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a Report on the performance and financial position of the Subsidiary Companies as per the Companies Act, 2013 in the Form AOC-1 is furnished as **Annexure II** to the Board's Report.

The separate Audited Financial Statements in respect of each of the Subsidiaries shall be kept open for inspection at the Registered Office of the Company. The Company will also make available these documents upon request by any member of the Company interested in obtaining the same.

The separate Audited Financial Statements in respect of each of the Subsidiaries are also available on the website of the Company at <https://group.teamlease.com/investor/financial-statement-of-subsidiaries/>.

Subsidiary Companies Monitoring Framework

All the Subsidiary Companies of the Company are managed by their respective Boards and the Management. The Board of Directors and Audit Committee of the Company review the minutes of the Meetings, Financial Statements, investments made, significant transactions and arrangements of the unlisted Subsidiary Companies in accordance with the SEBI LODR Regulations, 2015.

9. Management Discussion and Analysis (MD&A) Report

Pursuant to the provisions of Regulation 34 of the SEBI LODR Regulations, 2015, the Management Discussion and Analysis capturing your Company's performance, industry trends and other material changes with respect to your Companies and its Subsidiaries, wherever applicable, are set out from pages 208 to 214 in this Annual Report.

The MD&A Report provides a consolidated perspective of economic, social and environmental aspects material to your Company's strategy and its ability to create and sustain value to your Company's key stakeholders and includes aspects of reporting as required by Regulation 34 of the SEBI LODR Regulations, 2015 on Business Responsibility and Sustainability Report (BRSR). Statutory section of Business Responsibility and Sustainability Report is provided from pages 166 to 207 of this Annual Report.

10. Corporate Governance

Your Company is committed to maintain the highest standards of corporate governance. We believe sound corporate governance is critical to enhance and retain investor trust. Our disclosures seek to attain the best practices in corporate governance as prevalent globally. We have implemented several best corporate governance practices in the Company to enhance long-term shareholder value and respect minority rights in all our business decisions. Corporate Governance Report for Financial Year 2023-24 is set out in pages 114 to 165 of this Annual Report. The requisite certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under Regulation 34 (3) read with Schedule V of the SEBI LODR Regulations, 2015 is annexed to the Corporate Governance Report.

11. Deposits

Your Company has not accepted any deposit and as such no amount of principal and interest were outstanding as on the Balance Sheet date.

12. Particulars of Loans, Guarantees or Investments

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are furnished in the notes to the Financial Statements, forming part of this Annual Report.

The Loans, Guarantees and Investments have been utilised by the Subsidiaries for their working capital requirements.

13. Board of Directors, Committees of the Board and Key Managerial Personnel(s) (KMP(s))

a. Board of Directors

Your Company's Board of Directors comprises of two Executive Directors, seven Independent Directors and one Non-Executive and Non-Independent Director, including three Women Directors and the same is detailed in the Report on Corporate Governance, as set out in pages 114 to 165 of this Annual Report.

b. Lead Independent Director

Mr. Narayan Ramachandran was appointed as Lead Independent Director of the Company from July 31, 2020. He will be in charge of the Board's shareholder engagement relationship on Corporate Governance matters. He shall review and provide input regarding the agenda for Board meetings; preside at all meetings at which the Executive Chairman is not present, including executive sessions of the Independent Directors, call meetings of the Independent Directors when necessary and appropriate and oversee the efficacy and the continued evolution of the Company's governance standards.

c. Committees of the Board

As required under the Companies Act, 2013 and SEBI LODR Regulations, 2015, the Board has formed five Committees viz.

- Audit Committee,
- Corporate Social Responsibility Committee,
- Nomination and Remuneration Committee,
- Risk Management Committee and
- Stakeholders' Relationship Committee.

Keeping in view the requirements of the Companies Act, 2013 and SEBI LODR Regulations, 2015, the Board decides the terms of reference of these Committees and the assignment of members to various Committees. The recommendations, if any, of these Committees are submitted to the Board for approval.

Pursuant to Section 177(8) of the Companies Act, 2013, the composition of the Audit Committee as on March 31, 2024 is disclosed as under:

Sl. No	Members	Designation
1	Mrs. Latika Pradhan	Chairperson (Independent Director)

Sl. No	Members	Designation
2	Dr. V. Raghunathan	Member (Independent Director)
3	Mr. Subramaniam Somasundaram	Member (Independent Director)

The Composition of Audit Committee with effect from May 22, 2024 is as below:

Sl. No	Members	Designation
1	Mr. Subramaniam Somasundaram	Chairman (Independent Director)
2	Mr. Narayan Ramachandran	Member (Lead Independent Director & Non-Executive Chairman)
3	Mr. Rajnarayan Ramakrishnan	Member (Independent Director)
4	Mrs. Meenakshi Nevatia	Member (Independent Director)
5	Mr. Mekin Maheshwari	Member (Independent Director)
6	Mrs. Latika Pradhan	Member (Independent Director)
7	Dr. V. Raghunathan	Member (Independent Director)

The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The details of all the Committees of the Board along with their composition, number of meetings and attendance at the meeting as set out in Report on Corporate Governance, in pages 114 to 165 of this Annual Report.

d. Key Managerial Personnel(s) (KMP(s))

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel(s) (KMP(s)) of the Company are:

Sl. No	Members	Designation
1	Mr. Manish Sabharwal	Whole Time Director & Executive Vice Chairman
2	Mr. Ashok Reddy	Managing Director & CEO
3	Ms. Ramani Dathi	Chief Financial Officer
4	Ms. Alaka Chanda	Company Secretary & Compliance Officer

e. Details of Directors and/or Key Managerial Personnel(s) (KMP(s)) who were appointed or have resigned during the year:

a. Retirement by Rotation

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Ms. Rituparna Chakraborty (DIN: 07332241), Non-Executive and Non-Independent Director of the Company, retires by rotation at the forthcoming AGM and being eligible, offers herself for re-appointment. The details of Ms. Chakraborty are furnished in the Notice of the AGM. The Board recommends her re-appointment for the consideration of the Members of the Company at the forthcoming AGM.

b. Changes during the year under review:

i. Executive Directors:

a. In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Manish Sabharwal (DIN: 00969601) retired by rotation at the Twenty Third (23rd) AGM held on September 15, 2023 and being eligible, offered himself for re-appointment. The same was approved by the Members of the Company.

ii. Independent Directors:

a. Mr. Rajnarayan Ramakrishnan was appointed as an Independent Director of your Company for a tenure of 5 years commencing from November 08, 2023 based on recommendation of Nomination and Remuneration Committee of the Company. The same was placed for Shareholders' approval vide Postal Ballot Notice dated November 08, 2023 and approved by the Shareholders on January 06, 2024.

b. Mr. Zarir Batliwala (DIN: 01028343), Independent Director of the Company, appointed on March 29, 2019, completed his first term on March 28, 2024. Mr. Zarir

Batliwala shall attain the age of seventy-five years on October 29, 2024. Mr. Batliwala had expressed his intent to not proceed with his re-appointment as an Independent Director for the second term owing to Regulation 17(1A) of SEBI LODR Regulations, 2015, in alignment with good governance practices, followed and promoted by TeamLease.

iii. Key Managerial Personnel(s) (KMP(s)):

During the year under review, Key Managerial Personnel(s) (KMP(s)) who have tendered their resignation:

None

During the year under review, Key Managerial Personnel(s) (KMP(s)) who have been appointed:

None

Receipt of any commission by MD / WTD from Company or from its holding or Subsidiary Company

The Company has not paid any commission to any of its Directors. The Managing Director & Whole Time Director draw remuneration only from the Company and do not receive any remuneration or commission from any of its Subsidiary companies / holding Company. Further, none of the Subsidiaries of the Company has paid any commission/remuneration to any of the Directors of the Company.

14. Declaration by Independent Directors

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI LODR Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics. The Independent Directors have also submitted a declaration to the Board on compliance of inclusion of name in Data Bank maintained by Indian Institute of Corporate Affairs (IICA) pursuant to Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

15. Declaration by the Board on the Independent Directors

In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI LODR Regulations, 2015 and possess the requisite integrity, expertise and experience, including the proficiency expected from the Independent Directors appointed on the Board.

The details of Directors, pertaining to the online proficiency test conducted by Indian Institute of Corporate Affairs (IICA) are as below:

Sl. No.	Director	Designation	Date of Registration	Validity of Registration**	Online Proficiency Test Requirement	Status of Online Proficiency Test
1	Mr. Narayan Ramachandran	(Non- Executive Chairman and Lead Independent Director)	03/01/2020	02/01/2025	Voluntary	-
2	Mr. Manish Sabharwal	(Whole Time Director & Executive Vice Chairman)	27/02/2020	26/02/2025	Voluntary	-
3	Mr. Ashok Reddy	(Managing Director & CEO)	Exempted	-	Exempted	-
4	Mrs. Latika Pradhan	(Independent Director)	20/12/2019	19/12/2024	Mandatory	Successfully qualified on Dec 03, 2020
5	Mr. Rajnarayan Ramakrishnan	(Independent Director)	14/09/2023	13/09/2024	Mandatory	Will be attended before the due date
6	Dr. V. Raghunathan	(Independent Director)	23/12/2019	22/12/2024	Voluntary	-
7	Mrs. Meenakshi Nevatia	(Independent Director)	06/07/2021	05/07/2026	Mandatory	Successfully qualified on July 11, 2021
8	Mr. Mekin Maheshwari	(Independent Director)	10/04/2021	09/04/2026	Mandatory	Successfully qualified on May 04, 2021
9	Mr. Subramaniam Somasundaram	(Independent Director)	14/07/2021	Lifetime	Exempted	-
10	Ms. Rituparna Chakraborty*	(Non-Executive & Non-Independent Director)	11/04/2023	Lifetime	Voluntary	-

* Ms. Rituparna Chakraborty's role transitioned from Executive Director to Non-Executive Non-Independent Director of the Company w.e.f. June 01, 2023.

**The Independent Directors will be re-registered with IICA on expiry of current validity period of registration.

16. Board Evaluation

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board Committees and Executive / Non-Executive / Independent Directors.

In terms of the requirements of the Companies Act, 2013 and pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of SEBI LODR Regulations, 2015, read with SEBI LODR Amendment Regulations, the Board carried out the Annual Performance Evaluation of all the Directors individually, Board Committees and the Board as a whole. During the year, Board Evaluation cycle was completed by the Company with support of an external agency. To maintain transparency and to promote good corporate governance, from previous year the evaluation process was automated and implemented with help of an external service provider "Potentia" (<https://fidemBoards.com/>) who had partnered with TeamLease to facilitate the Board Evaluation process of the Company.

For facilitating the evaluation of performance, questionnaires were framed separately for the evaluation of Board, the Committees, the individual directors and the Chairperson. The questionnaires were circulated to the Board members via individual emails with user specific login credentials for all Board Members. On completion of Board Evaluation process, the Report and summary results of the filled-in questionnaires pertaining to the Board Evaluation for Financial Year 2023-24 was submitted to the Nomination and Remuneration Committee Chairman for his onward discussion with Board Members. The Evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgment. It is specifically informed that directors subject to evaluation did not participate in the own evaluation process.

The results of the evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on an action to further improve the effectiveness and functioning of the Board and Committees. The Chairman of respective Board Committees also shared the results of evaluation with the respective Committee Members.

The Nomination and Remuneration Committee also formulated the additional criteria of independence and independent judgment for the assessment of the performance of Independent Directors along with other criteria such as qualification, experience relevant to the industry, knowledge & competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution and integrity as required under the guidelines provided by SEBI in respect of Board Evaluation.

This evaluation was led by the Chairman of the Nomination and Remuneration Committee with specific focus on the performance and effective functioning of the Board. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and SEBI LODR Regulations, 2015, and in consonance with Guidance Note on Board Evaluation issued by SEBI in January 2017. The Board evaluation was conducted through questionnaire having qualitative parameters and feedback based on ratings.

Evaluation of the Board

Evaluation of the Board was based on criteria such as composition and role of the Board, communication and relationships between the Board of Directors, functioning of Board Committees, review of performance and compensation to Executive Directors, succession planning, strategic planning, etc.

Evaluation of Directors

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representation of shareholder interest and enhancing shareholder value, experience and expertise to provide feedback and guidance to top management on business strategy, governance and risk, understanding of the organization's strategy, risk and environment, etc.

Evaluation of Committees

Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board, etc.

Evaluation of the Independent Directors

The Performance Evaluation of the Independent Directors was carried out by the entire Board.

Some of the performance indicators, based on which the Independent Directors are evaluated include:

- The ability to contribute to and monitor our corporate governance practices.

- The ability to contribute by introducing international best practices to address business challenges and risks.
- Active participation in long-term strategic planning.
- Commitment to the fulfilment of a Director's obligations and fiduciary responsibilities; these include participation in Board and Committee meetings.
- Performance of the directors.
- Fulfillment of the independence criteria as specified in these regulations and their independence from the management.

Evaluation of the Chairman and Managing Director

The Performance Evaluation of the Chairman and Managing Director was carried out by the Independent Directors.

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management and the openness of the Management in sharing strategic information to enable the Board Members to discharge their responsibilities. It is specifically informed that directors subject to evaluation did not participate in the own evaluation process.

The Board has received improved ratings on its overall effectiveness, including higher rating on Board communication, relationships and Board Committees. The Board has also noted areas requiring more focus in the future.

The Independent Directors had their meeting on May 22, 2024 to assess the performance of the Board and Committees as a whole and for the assessment of Executive Vice Chairman, Executive Director, Independent Directors & Non- Executive Non- Independent Directors.

The Board was largely satisfied with the effectiveness and governance standards as well as the performance of the Board, Board Committees, and the individual

Directors. Suggestions of the Board members to further strengthen the Board effectiveness were noted and taken up for implementation.

17. Meetings of the Board

The meetings of the Board are scheduled at regular intervals to decide and discuss on business performance, policies, strategies and other matters of significance.

The schedules of the meetings are circulated in advance, to ensure proper planning and effective participation in meetings. In certain exigencies, decisions of the Board are also accorded through Circular Resolution.

The Board during the Financial Year 2023-24 met Five (5) times. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013. Detailed information regarding the meetings of the Board are included in the report on Corporate Governance, as set out in pages 114-165 of this Annual Report.

Board Retreat

The Company organises Board retreat meeting of two days as part of annual strategy planning process to deliberate on various topics related to strategic planning, review of ongoing strategic initiatives, risks associated with the strategy execution and review of the need for new strategic programs to achieve the long-term objectives of the Company. The Board retreat meeting provides a platform for the Board members to bring their expertise to various strategic initiatives, while also providing an opportunity for them to understand detailed aspects of execution and challenges relating to the various business segment of the Company. During two days of the Board retreat, detailed presentation is made by the Senior Management covering key business segments of the Company and its Subsidiaries.

During the Financial Year 2023-24, the Board retreats were held in November 2023 from 18th to 20th at Marwar, in the state of Rajasthan and in March 2024 from 22nd to March 23rd at "Janpriya", Bangalore where the Board conducted a detailed strategic review of the Company's business segments and discussed various governance related matters. This allows the Board members to interact closely with the senior leadership of the various business segments of the Company and its Subsidiaries.

18. Auditors

As per the provisions of Section 139 of the Companies Act, 2013, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (FRN: 101049W/E300004), Bangalore were appointed as Statutory Auditors of the Company in the Annual General Meeting held on July 07, 2017 for a period of five consecutive years up to the conclusion of 22nd AGM, at a remuneration mutually agreed upon by the Board of Directors and Statutory Auditors.

Statutory Auditor

The Board of Directors at their meeting held on May 18, 2022 had considered and recommended re-appointment of M/s. S.R. Batliboi & Associates LLP as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of the 22nd AGM basis the recommendation of Audit Committee. The shareholders' had approved the recommended re-appointment of M/s. S.R. Batliboi & Associates LLP as Statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of the 22nd Annual General Meeting held in the year 2022 till the conclusion of the 27th Annual General Meeting to be held in the year 2027 on such remuneration plus applicable taxes and out of pocket expenses and remuneration for other certifications as may be mutually decided by the Board of Directors in consultation with the Statutory Auditors of the Company based on recommendation of the Audit Committee.

Statutory Auditor's Report

The Auditor's Report on the Financial Statements of the Company for the year ended March 31, 2024 is unmodified i.e., it does not contain any qualification, reservation or adverse remark. The Statutory Auditor's Report is enclosed with the Financial Statements forming part of the Annual Report.

Pursuant to the provisions of Section 204 of the Act and Rules made thereunder, the Company had appointed M Siroya & Company, Practicing Company Secretaries, Mumbai bearing Membership Number: 5682 to undertake the Secretarial Audit of the Company for FY 23-24.

Secretarial Auditor

Section 204 of the Companies Act, 2013, inter- alia, requires every listed Company to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board of Directors appointed Mr. Mukesh Siroya, M Siroya & Company, Practicing Company Secretaries, Mumbai, bearing Membership Number: 5682 as Secretarial Auditor to conduct the Secretarial Audit of the Company for FY 2023-24 and his Report is annexed to this Board Report as **Annexure III**.

Secretarial Auditor's Report

There are no disqualifications, reservations, adverse remarks or disclaimers in the Secretarial Auditor's report.

Internal Auditor

Your Company has continued its engagement with M/s. Grant Thornton Bharat LLP, to conduct internal audit across the organization. We have also strengthened the in-house internal audit and compliance team to supplement and support the efforts of M/s. Grant Thornton Bharat LLP. Your Company conducted 4 (Four) meetings of the Audit Committee during the year under review.

Secretarial Compliance Report of TeamLease Services Limited for the year ended March 31, 2024

As per Regulation 24A of SEBI LODR Regulations, 2018, read with SEBI Circular dated February 08, 2019; the listed entities are required to submit the Annual Secretarial Compliance Report with BSE Limited & National Stock Exchange of India Limited within sixty days of the end of the year. The same was submitted to the respective Stock Exchange(s) within the stipulated date and a copy of the same is hosted at our website at <https://group.teamlease.com/wp-content/uploads/2024/05TeamLeaseAnnualSecretarialComplianceReport31032024.pdf>.

Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Statutory Auditors and the Practicing Company Secretary in their respective Reports

In connection with the Statutory Audit of the Company for the year under review, there was no qualification, reservation or adverse remark in the report by the Statutory Auditors, save and except disclaimer made by them in discharge of their professional obligation.

No frauds are reported by the Statutory Auditor under sub section (12) of Section 143 of the Companies Act, 2013.

In connection with the Secretarial Audit of the Company for the year under review, there was no qualification, reservation or adverse remark in the report by the Secretarial Auditors, save and except disclaimer made by them in discharge of their professional obligation.

Internal Financial Control

The Company has laid down certain guidelines, processes and structures, which enable implementation of appropriate internal financial controls across the organization. Such internal financial controls encompasses policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information.

These include control processes both on manual and IT applications wherein the transactions are approved and recorded. Appropriate review and control mechanisms are built in place to ensure that such control systems are adequate and are operating effectively. Because of the inherent limitations of internal financial controls, including the possibility of collusion or improper management override of controls, material misstatements in financial reporting due to error or fraud may occur and not be detected.

Also, evaluations of the internal financial controls are subject to the risk that the internal financial control may become inadequate because of changes in conditions, or that the compliance with the policies or procedures may deteriorate. The Company has, in all material respects, an adequate internal financial controls system and such internal financial controls were operating effectively based on the internal control criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to Grant Thornton, our Internal Auditors. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism. The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairperson of the Audit Committee.

Details in respect of adequacy of Internal Financial Controls with reference to the Financial Statements

Your Company has in place adequate financial controls with reference to Financial Statements. During the year under review, such controls were reviewed and it did not observe any reportable material weakness in the design or operation of financial controls.

Reporting of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Companies Act, 2013 and Rules framed thereunder.

Maintenance of Cost Records

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

19. Material changes and commitments, if any, affecting the Financial Position of Company occurred between the end of the Financial Year to which this Financial Statements relate and the date of the Report.

No changes and commitments have occurred after the closure of the Financial Year 2023-24 till the date of this Report, which would materially impact the financial position of your Company.

20. Acquisition of Companies / Investment in Associates/Subsidiaries during the year under review

a. During the year under review, the Company had made the following acquisitions:

NIL

b. During the year under review, the Company had made the following Investments:

NIL

21. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Conservation of Energy The Company being in the service industry does not have any power generation units and does not produce/generate any renewable or conventional power. However, Company has taken all steps to conserve energy in the work places by using energy saving lamps at all work stations and educating the employees to conserve energy.

Technology Absorption The Company being in Service Sector has adopted all new technology in terms of software and hardware for the better working and efficient reporting. The Company has an in house Information Technology team which constantly works on the adoption and implementation of new technology into the businesses of the Company.

Foreign Exchange Earnings and Outgo During the year under review, the Company on standalone basis has incurred ₹0.01 Crores towards expenditure in foreign currencies and earned NIL towards export of services.

22. Research and Development

The Company has not undertaken any Research and Development activity in any specific area during the year under review, and hence no cost has been incurred towards same.

23. Whistle Blower and Vigil Mechanism Policy

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Pursuant to Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI LODR Regulations, 2015, a Whistle Blower and Vigil Mechanism Policy was established for directors, employees and stakeholders to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or ethics policy, genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee. No person has been denied access to the Chairperson of the Audit Committee. The said Policy is hosted on the website of the Company at the following link <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf>

24. Statement concerning development and implementation of Risk Management Policy of the Company

Pursuant to Regulation 21 of the SEBI LODR Regulations, 2015, the Company has constituted Risk Management Committee comprising of the following Members mentioned below to frame, implement and monitor the Risk Management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

The Risk Management Committee Members as on March 31, 2024 are as below:

Sl. No.	Members	Designation
1	Mr. Subramaniam Somasundaram	Chairman (Independent Director)
2	Mr. Ashok Reddy	Member (Managing Director & CEO)
3	Mrs. Latika Pradhan	Member (Independent Director)
4	Mr. Zarir Batliwala	Member (Till January 30, 2024) (Independent Director)
5	Dr. V. Raghunathan	Member (Independent Director)
6	Mr. Mekin Maheshwari	Member (Independent Director)
7	Mrs. Meenakshi Nevatia	Member (Independent Director)
8	Ms. Rituparna Chakraborty [^]	Member (Non-Executive Director)
9	Mr. Rajnarayan Ramakrishnan	Member (With effect from January 31, 2024) (Independent Director)

Notes:

^Ms. Rituparna' Chakraborty's role transitioned from Executive Director to Non-Executive Non-Independent Director of the Company w.e.f. June 01, 2023.

The Composition of Risk Management Committee with effect from May 22, 2024 is as below:

Sl. No.	Members	Designation
1	Mr. Narayan Ramachandran	Chairman (Lead Independent Director & Non-Executive Chairman)
2	Mr. Subramaniam Somasundaram	Member (Independent Director)
3	Mr. Rajnarayan Ramakrishnan	Member (Independent Director)
4	Mrs. Meenakshi Nevatia	Member (Independent Director)
5	Mr. Mekin Maheshwari	Member (Independent Director)
6	Mrs. Latika Pradhan	Member (Independent Director)
7	Dr. V Raghunathan	Member (Independent Director)

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

The Company has put in place an enterprise wide Risk Management Framework with an object of timely identification of risks, assessment and evaluation of the same in line with overall business objectives and define adequate mitigation strategy. The Risk Management Committee reviews critical risks on a rotation basis in line with the mitigation progress/ effectiveness and its impact on overall risk exposure of the Company, all the critical risk areas are covered at least once a year. Annually, all critical risk areas identified are re-evaluated.

25. Insider Trading Regulations

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for Insider Trading (Code), as approved by the Board is in force by the Company. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees, their relatives and other connected employees from trading in the securities of the Company at the time when there is access to Unpublished Price Sensitive Information (UPS). The

Company also has formulated a comprehensive Policy for Determination of Legitimate Purposes pertaining to Unpublished Price Sensitive Information and a comprehensive Policy for enquiry of leak of Unpublished Price Sensitive Information.

26. Policies on Appointment of Directors and Remuneration of Directors, Key Managerial Personnel(s) (KMP(s)) and Employees

In accordance with the provisions of Section 134(3) (e) of the Companies Act, 2013 read with Section 178(2) of the Act and Regulation 17 of the SEBI LODR Regulations, 2015, the Board of Directors have framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel(s) (KMP(s)) and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-Executive Directors (by way of sitting fees), Key Managerial Personnel(s) (KMP(s)), Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and independence of Director and criteria for appointment of Key Managerial Personnel(s) (KMP(s)) / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

The Company's current Nomination and Remuneration Policy recommends having an appropriate mix of Executive and Independent Directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2024, the Board consists of Ten Directors, majority of them being Independent Directors. Besides the Vice Chairman and Managing Director who are the Promoters, the Board comprises of Seven Independent Directors and One Non-Executive and Non-Independent Director. The Board periodically evaluates the need for change in its composition and size. The Policy of the Company on Director's Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013 are formulated by the Nomination and Remuneration Committee.

Your Company has also adopted the Policy on appointment of directors and senior management and Policy on Remuneration of Directors, Key Managerial Personnel(s) (KMP(s)) and Employees of the Company in accordance with the provisions of sub-section (4) of Section 178 of the Companies Act, 2013, and the same is furnished in **Annexure IV** of this Board's Report.

27. Board Diversity

A diverse Board enables efficient functioning through differences in perspective and skill, and also fosters differentiated thought processes at the back of varied industrial and management expertise, gender, knowledge and geographical background. The Board recognizes the importance of a diverse composition and has adopted a Board Diversity Policy which sets out the approach to diversity. The Policy is available at the web-link: <https://group.teamlease.com/wp-content/uploads/2021/04/3.-POLICY-ON-BOARD-DIVERSITY.pdf>.

28. Details of Policy developed and implemented by the Company on its Corporate Social Responsibility (CSR) initiatives

Pursuant to the provisions of Section 135, read with Schedule VII of the Companies Act, 2013, your Company has duly constituted the Corporate Social Responsibility Committee. The said Committee comprises of:

Sl. No.	Members	Designation
1	Mr. Mekin Maheshwari	Chairman (Independent Director)
2	Mr. Rajnarayan Ramakrishnan	Member (Independent Director)
3	Mr. Manish Sabharwal	Member (Executive Vice Chairman & Whole Time Director)

Notes:

- Dr. V. Raghunathan and Mrs. Latika Pradhan have ceased to be Members of the Corporate Social Responsibility Committee with effect from March 23, 2024.*
- Mr. Rajnarayan Ramakrishnan and Mr. Manish Sabharwal have been appointed as Members of the Corporate Social Responsibility Committee with effect from March 23, 2024.*
- Mr. Mekin Maheshwari transitioned to the role of Chairman of the Committee with effect from March 23, 2024.*

At TeamLease, CSR has been an integral part of our business since its inception, by the very nature of the business being that of a Social Enterprise.

As part of its initiatives under Corporate Social Responsibility (CSR), the CSR Committee has been entrusted with the prime responsibility of recommending to the Board about Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of Companies Act, 2013, the amount of expenditure to be incurred on CSR activities and monitoring the implementation of the framework of the CSR Policy. The CSR Policy has been placed on the Website of the Company and can

be accessed through the <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Corporate-Social-Responsibility-Policy.pdf>.

During the year under review, your Company had allocated a limit equivalent to 2% of the average net profits of its three immediately preceding Financial Years for implementation of CSR activities as per the Companies Act, 2013 totalling to a sum of ₹ 157.26 Lakhs towards CSR. Out of the amount of ₹ 157.26 Lakhs that has been spent this Financial Year on CSR, ₹ 132.88 Lakhs was contributed towards Research Initiatives of National Council of Applied Economic Research and the balance amount of ₹ 24.38 Lakhs was done via NAPs quota/ Internal deployment of Trainees pursuant to MCA circular dated 24.05.2022 on CSR fund for Apprenticeship Training which include expenditure on Basic Training and stipend payable to apprentices, under The Apprentices Act, 1961

The details along with the statutory disclosures pursuant to Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 with respect to CSR activities forms part of this Annual Report and is annexed herewith as **Annexure V**.

29. Policy on Preservation & Archival of Documents

This Policy is implemented as per Regulation 9 read with Regulation 30(8) of the SEBI LODR Regulations, 2015, for preservation of the documents inter alia to aid the employees in handling the documents efficiently either in physical form or electronic form. This Policy is intended to provide guidelines for the retention of records, preservation of relevant documents for such duration after which the documents shall be archived and safe disposal/destruction of the documents. This Policy is available on the Company's website <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Preservation-of-Documents-and-Archival-Policy-Final.pdf>. It not only covers the various aspects on preservation, but also archival of documents.

30. Business Responsibility and Sustainability Report

Pursuant to Regulation 34(2)(f) of the SEBI LODR Regulations, 2015, the Business Responsibility and Sustainability Report (BRSR) of your Company for the FY 2023-24 is set out in pages 166-207 and forms an integral part of this Annual Report.

31. Particulars of Contracts or Arrangements made with Related Parties

The Company in the normal course of its business enters into Related Party Transactions with its Subsidiaries and/or Group Companies. The Company has a robust framework in place for identification and monitoring of such Related Party Transactions.

All transactions entered with Related Parties for the year under review were on arm's length basis and thus a disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. Further, there are no material Related Party Transactions during the year under review with the Promoters, Directors or Key Managerial Personnel(s) (KMP(s)). All Related Party Transactions are mentioned in the notes to the accounts. The Company has developed a framework through Standard Operating Procedures for the purpose of identification and monitoring of such Related Party Transactions.

Company has formulated a Policy on "Materiality of Related Party Transactions" and on "the process of dealing with such transactions", which are in line with the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI LODR Regulations, 2015. The same is also available on the web-link: <https://group.teamlease.com/wp-content/uploads/2024/04/TeamLease-Policy-on-related-party-transactions.pdf>. Prior omnibus approval from the Audit Committee is obtained for transactions which are repetitive and also normal in nature. Further, disclosures on related party contracts and arrangements are made to the Audit Committee and the Board on a quarterly basis. During the year under review, there were no material Related Party Transactions under Regulation 23 (4) of SEBI LODR Regulations, 2015 entered into by the Company, which necessitates approval of Shareholders.

None of the Directors have any pecuniary relationship or transaction with the Company except for receiving remuneration/sitting fees.

32. Disclosures of Transactions of the Listed Entity with any Person or Entity belonging to the Promoter/Promoter Group which hold(s) 10% or more Shareholding in the Listed Entity, in the format prescribed in the relevant Accounting Standards for Annual Results

Your Company has not entered into any transactions with any person or entity belonging to Promoter/Promoter Group holding 10% or more of the shareholding in your Company. Therefore, the same is not applicable to your Company.

33. Extracts of Annual Return

Pursuant to Section 134 and Section 92 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the details <https://group.teamlease.com/investor/teamlease-annual-return/>.

34. Credit Ratings

The Company continues to maintain its credit ratings.

Pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof, it is informed that the Company continues to maintain its credit ratings.

The Credit Rating Information Services of India Limited (CRISIL) & Investment Information and Credit Rating Agency (ICRA) has continued to assign the ratings to the Company's various credit facilities and debt instruments during the Financial Year 2023-24 and they are as below:

Long-term Fund-based Facilities	₹ 150.00 Crores	Rated ICRA A (Stable)
Long-term – Non-fund Based Facilities	₹ 18.00 Crores	Rated ICRA A (Stable)
Short-term – Unallocated Limits	₹ 10.00 Crores	Rated ICRA A1
Bank loan rating for bank facilities	₹ 195.00 Crores	Long-term rating of CRISIL A/Stable and short-term rating of CRISIL A1 is assigned by CRISIL.

35. Directors' Responsibility Statement

Based on the framework of internal financial controls established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on March 31, 2024.

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act, 2013:

- (i) that in the preparation of the Annual Accounts for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis;

- (v) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

36. Compliance with Secretarial Standards

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

37. Listing on Stock Exchange

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited since 2016.

38. Suspension of Securities of the Company

The securities of the Company have not been suspended from trading in any of the Stock Exchanges.

purchased and extinguished a total of 3,27,869 Equity Shares from the Stock Exchange at a volume weighted average buyback price of ₹ 3,050/- per Equity Share comprising 1.92% of the pre buyback paid-up equity share capital of the Company. The following Promoters had participated in the Buyback and they tendered Equity Shares as detailed below in compliance with the terms of the Buyback or as permitted under applicable law:

Sl. No.	Name of Promoter	Number of Equity Shares held as on the Date of Board Meeting and the Postal Ballot Notice	Number of Equity Shares tendered
1	NED CONSULTANTS LLP	11,96,997	42,000
2	HR OFFSHORING VENTURES PTE LTD	40,58,876	77,836
	Total	53,87,615	1,19,836

The entire Buyback process was completed, and 3,27,869 Equity Shares were extinguished with effect from June 12, 2023.

The Company does not have any outstanding paid up preference share capital as on date of this report. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company. Further, during the year under review, none of the promoters acquired or off-loaded any shares of the Company.

- A2.** Ms. Arati Menon's Shareholding has been reclassified from "Promoter Group" Category to "Public" Category vide approval of the Stock Exchanges dated February 15, 2024.
- A3.** Non-Executive Director, Ms. Rituparna Chakraborty held 89,076 Shares, Mr. Narayan Ramachandran; Non-Executive Chairman and Lead Independent Director held 9,835 Shares and Mr. Subramaniam Somasundaram; Independent Director held 28 Shares in the Company as on March 31, 2024.

39. Details of Significant and Material orders passed by the Regulators or Courts or Tribunals Impacting the Going concern status and Company's operations in future

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

40. Shares

A1. Share Capital

As on March 31, 2024, the Authorized Share Capital of the Company is ₹ 2,330.00 Lakhs and Paid-up Share Capital is ₹ 1,676.89 Lakhs. There was change in the paid up share capital of the Company during the year under review pursuant to Buyback of Shares.

The Buyback was offered to all Equity Shareholders of the Company (including the Promoters, the Promoter Group and Persons in Control of the Company) under the Tender offer route through the Stock Exchange. The Buyback of Equity Shares through the Stock Exchange commenced on May 12, 2023 and was completed on May 25, 2023. During this Buyback period the Company had

B. Buy Back of Securities

The Shareholders approved the proposal of Buyback of Equity Shares recommended by the Board of Directors by way of E-Voting on the Postal Ballot, the results of which were declared on March 16, 2023. The Buyback was offered to all Equity Shareholders of the Company (including the Promoters, the Promoter Group and Persons in Control of the Company) under the Tender offer route through the Stock Exchange. The Buyback of Equity Shares through the Stock Exchange commenced on May 12, 2023 and was completed on May 25, 2023. During this Buyback period the Company had purchased and extinguished a total of 3,27,869 Equity Shares from the Stock Exchange at a volume weighted average buyback price of ₹ 3,050/- per Equity Share comprising 1.92% of the pre buyback paid-up equity share capital of the Company. The following Promoters had participated in the Buyback and they tendered Equity Shares as detailed below in compliance with the terms of the Buyback or as permitted under applicable law:

Sl. No.	Name of Promoter	Number of Equity Shares held as on the Date of Board Meeting and the Postal Ballot Notice	Number of Equity Shares tendered
1	NED CONSULTANTS LLP	11,96,997	42,000
2	HR OFFSHORING VENTURES PTE LTD	40,58,876	77,836
Total		53,87,615	1,19,836

The entire Buyback process was completed, and 3,27,869 Equity Shares were extinguished with effect from June 12, 2023.

C. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

D. Issue of Bonus Shares

The Company during the year under review has not issued/ allotted any bonus shares.

E. Employee Stock Option Plan (ESOP)

Nomination and Remuneration Committee of the Board, inter alia, administers and monitors the Company's Employees' Stock Option Plan (ESOP Plan) in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 (SBEB Regulations). The ESOP Plan is implemented through TeamLease ESOP Trust (ESOP Trust).

As on March 31, 2024, the ESOP Trust held 6,050 Equity Shares of the Company. During the year ended March 31, 2024 there has been no material change in the Company's existing plan and the plan is in compliance with SBEB Regulations. Note 38 of Standalone Financials Statements to be referred for information as required under SBEB Regulations read with SEBI Circular CIR/CFD/POLICYCELL/2/2015 dated June 16, 2015.

- any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year stands NIL; and
- identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant stands NIL

The Company has received a certificate from the Secretarial Auditor of the Company that the ESOP Plan has been implemented in accordance with SEBI Share Based Employee Benefits (SBEB) Regulations, 2014 and in line with the resolutions passed/ approved by the Shareholders in this regard. The said Certificate shall be available at the Annual General Meeting for inspection by the Members.

Detailed disclosure on ESOP is hosted in the website at <https://group.teamlease.com/investor/esop-declarations/>.

41. Particulars of Employees

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished in **Annexure VI** of the Board's Report.

Pursuant to Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of top 10 employees in terms of remuneration drawn are available for inspection by the shareholders. Further, the Annual Reports are being sent to the Members excluding the aforesaid particulars. In terms of Section 136 of the Act, the said particulars are open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at corporateaffairs@teamlease.com.

42. Disclosure under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

At TeamLease Services Limited, all employees are of equal value. There is no discrimination between individuals at any point on the basis of race, colour, gender, religion, political opinion, national extraction,

social origin, sexual orientation or age. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed off during the year under review. The same were investigated in accordance with procedures prescribed and adequate steps were taken to resolve them.

Particulars	Numbers
No. of complaints pending at the beginning of the Financial Year 2023-24:	2
No. of complaints received during the Financial Year 2023-24:	19
No. of complaints disposed off during the Financial Year 2023-24:	18
No. of complaints pending at the end of the Financial Year 2023-24:	3*

**The number of cases pending as on March 31, 2024 were attended and resolved within the specified time period provided in Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013*

43. Human Resources

The Human Resource function works as a strategic partner of the business.

The Company has all required policies under the required laws for the time being in force and as required under the Companies Act, 2013 and SEBI LODR Regulations, 2015 the policies pertaining the Code of Conduct and Business Ethics Policy for employees, senior management team and directors, Policy on Succession Plan and Prevention of Sexual Harassment Policy as required under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Whistle Blower and Vigil Mechanism Policy, Anti-Bribery Policy, Policy on Insider Trading as required under SEBI Prohibition of Insider Trading Regulations, 2015 and subsequent Amendments made thereon, etc. and all the Policies/Codes have been uploaded in the Website of the Company <https://group.teamlease.com/investor/policies-and-guidelines/>.

Your Company ensures that employees are aligned with the organizational culture and values whilst never losing sight of our business objectives.

Technical and safety training programmes are given periodically to workers. The Company has a robust performance evaluation process through which individual goals are aligned to organizational goals so that the individuals and the organisation grow in tandem.

During the year under review, the Industrial relations remained generally cordial.

44. Statutory Disclosures

None of the Directors of your Company are disqualified as per the provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015.

The Company has received a Certificate pursuant to Schedule V(10)(i) of SEBI LODR Amendment Regulations, 2018 from Mr. Mukesh Siroya, M Siroya & Company, Practicing Company Secretaries, Mumbai, bearing Membership Number: 5682, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority during the period under review.

The certificate is annexed to the Board's Report as **Annexure VII**.

45. Change in Nature of Business

There has been no change in the nature of business of the Company. Your Company continues to one-stop provider of human resources services to various industries and diverse functional roles, offering staffing, payroll processing, recruitment, compliance and training services. Your Company set in motion the larger Company mission of 'Putting India to Work' by focusing on its vision of 3 E's – Employment, Employability and E-workforce.

46. Cyber Security

TeamLease strictly practices the principles of 'Security by Design' and 'Privacy by Design' and has a well-defined information security and data privacy framework. A comprehensive ISMS (Information Security Management System) has been designed as per ISO27001:2013 and NIST Risk Management Framework and the privacy controls have been designed as per GAPP (Generally Accepted Privacy Principles).

47. Declaration on Code of Conduct

The Company has adopted the Code of Conduct for all its Senior Management Personnel and Directors and the same is affirmed by all the Board Members and Senior Management Personnel as required under Regulation 34 read with Part D of Schedule V of the SEBI LODR Regulations, 2015. A declaration signed by Mr. Ashok Reddy, Managing Director of the Company affirming the compliance with the Code of Conduct of the Company for the Financial Year 2023-24 as set out in Corporate Governance Report in pages 114-165 of this Annual Report.

48. MD and CFO Certification

As required by SEBI LODR Regulations, 2015, the Managing Director and Chief Financial Officer have given appropriate certifications to the Board of Directors and the same forms part of the Corporate Governance Report.

49. MOA & AOA

During the year under review, there is no change in the Memorandum of Association and Articles of Association of the Company.

50. Cautionary Statement

Statements in this Board's Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in Government regulations, Tax regimes, economic developments within India and other ancillary factor.

51. Integrated Reporting

The Company being one of the top companies in the country in terms of market capitalization, has voluntarily provided Integrated Report, which encompasses both financial and non-financial information to enable the Members to take well informed decisions and have a better understanding of the Company's longterm perspective. The Report also touches upon aspects such as organisation's strategy, governance framework, performance and prospects of value creation based on the six forms of capital viz. financial capital, manufactured capital, intellectual capital, human capital, social and relationship capital and natural capital.

Reporting boundary and period

This Integrated Annual Report includes the Statutory Reports, Audited Financial Statements, and covers the financial and non-financial performance of our operations for the period April 01, 2023 to March 31, 2024 (unless otherwise stated).

Reporting on ESG

This Integrated Report provides an integrated view of how we embed sustainability into our business strategy, decisions, and operations. The Report contains our ESG commitment, outlook, and impact. It is guided by priority sustainability topics identified through a comprehensive stakeholder engagement.

Reporting frameworks

This Integrated Report has been prepared in reference to the Guiding Principles and Content Elements of the International Framework of the International Integrated Reporting Council and the Global Reporting Initiative (GRI) Standards 2021. The Report also includes the Business Responsibility and Sustainability Report (BRSR), prepared in accordance with the guidelines issued by the Securities and Exchange Board of India (SEBI).

Responsibility statement

This report is a fair representation of our Company's financial, non-financial, sustainability, and operational performance for FY 2024, and has been approved by the Board. Assurance on Financial Statements has been provided by the Statutory Auditors, M/s. S. R. Batliboi & Associates LLP on pages 215-326 of this Integrated Annual Report.

52. Acknowledgements

Your Directors sincerely thank the Central and State Government Departments especially the Ministry of Labour, for the help and co-operation extended by them during the year. The Directors place on record their sincere appreciation towards various organizations and agencies for their continued support. Your Directors also gratefully acknowledge all stakeholders of the Company viz. Shareholders, customers, dealers, vendors, banks and other business partners for the excellent support received from them during the year.

Your directors also wish to place on record their appreciation for the contribution made by the employees at all levels for their unstinted commitment and continued contribution to the Company. Our consistent growth was made possible by their hard work, solidarity, co-operation and support.

For and on behalf of Board of Directors

Place: Bangalore
Date: May 22, 2024

Ashok Reddy
Managing Director
DIN: 00151814

Subramaniam Somasundaram
Independent Director
DIN: 01494407

Annexures to Board's Report

ANNEXURES	PARTICULARS	APPLICABLE PROVISIONS OF LAW
Annexure I	Dividend Distribution Policy	Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Annexure II	Form AOC-1 – Statement containing salient features of the Financial Statement of Subsidiaries/ Associate Companies/ Joint Ventures	Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014
Annexure III	Form MR-3 – Secretarial Audit Report	Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
Annexure IV	Policy on Directors' Appointment and Remuneration	Section 178(4) of the Companies Act, 2013 and Regulation 19 of SEBI LODR Regulations, 2015
Annexure V	Annual Report on Corporate Social Responsibility (CSR) Activities	Section 135 of the Companies Act, 2013 and as per Rule 8 (1) of Companies (Corporate Social Responsibility Policy) Rules, 2014
Annexure VI	Details of Managerial Remuneration	Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
Annexure VII	Certificate of Non-Disqualification of Directors	Regulation 34(3) and Clause (10)(i) of Para C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure I

DIVIDEND DISTRIBUTION POLICY

The Policy

The Dividend Distribution Policy (the Policy) establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company.

Commencement:

This Policy shall come into force for accounting periods beginning from 1st April 2019 and the policy is effective from the date of approval of the Board i.e., from January 29, 2019.

This policy is being adopted and published in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016 that introduces Regulations 43A mandated top 500 Listed Entities based on market capitalization to formulate Dividend Distribution Policy. Thereafter, The SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 has mandated under Regulation 43A top 1000 listed entities based on market capitalization shall formulate a dividend distribution policy which shall be disclosed on the website of the listed entity and a web-link shall also be provided in their annual reports.

The Regulation further prescribed that, the Dividend Distribution Policy shall include the following parameters:

- a. the circumstances under which the shareholders of the listed entities may or may not expect dividend;
- b. the financial parameters that shall be considered while declaring dividend;
- c. internal and external factors that shall be considered for declaration of dividend;
- d. policy as to how the retained earnings shall be utilized; and
- e. parameters that shall be adopted with regard to various classes of shares:

Provided that if the listed entity proposes to declare dividend on the basis of parameters in addition to clauses (a) to (e) or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its Annual Report and on its Website.

Objective:

- a. This Policy is framed in accordance with the requirement under Regulation 43A of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 (including any amendments thereof).
- b. The Company shall make appropriate disclosures as required under the LODR Regulations, 2015.

Definitions:

- a. "Board" means the Board of Directors of TeamLease Services Limited.
- b. "Company" means TeamLease Services Limited.
- c. "Policy" means this Policy, as amended from time to time.
- d. "Dividend" includes interim dividend.
- e. "Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereof).
- f. "Financial year" shall mean the period starting from 1st day of April and ending on 31st day of March every year.

Declaration of Dividend:

The declaration of dividend (including interim dividend) would be subject to compliance with the applicable provisions of the Companies Act, 2013, Rules and Listing Regulations made thereunder as amended from time to time.

Parameters for Dividend Payout:

a. The circumstances under which the shareholders may or may not expect dividend:

The Company intends to offer maximum return on investment to the shareholders keeping in mind the underlying growth and future of the Company. However, the Board may not consider to declare any dividend or declare a lower rate of dividend based on the following circumstances:

1. Prospective growth opportunities of the Company;
2. Threats/concerns of the Company;
3. Inadequacy or absence of profits;
4. Higher working capital requirements for business operations of the Company.

b. Financial Parameters including Internal Factors that shall be considered while declaration of dividend:

The financial parameters which would be considered while declaration of dividend by the Board are as follows:

1. Current year profits of the Company;
2. Past dividend pattern;
3. Major capital expenditure to be incurred by the Company;
4. Operating Cash flow and treasury needs/requirement;
5. Debt-equity ratio of the Company;
6. Cost of borrowing of the Company, keeping in view the growth opportunities;
7. Debt obligations of the Company;
8. Investments in new business;
9. Provisioning for financial implications arising out of unforeseen events and/or contingencies;
10. Reputation of the Company;
11. Restrictions/covenants if any, contained in any lender agreements or any other arrangement or agreement entered into by the Company.

c. External Factors that shall be considered while declaration of dividend:

Certain external factors could compel the Board of the Company to reflect on the dividend payout for any Financial Year of the Company. Some of the external factors affecting the Company's dividend payment are:

- 1) **Macroeconomic conditions:** In the event of uncertain or recessionary economic and business conditions, the Board may consider retaining a

larger part of the profits to have sufficient reserves to absorb unforeseen circumstances;

- 2) **Statutory requirements:** Statutory requirements, regulatory conditions or restrictions as applicable including tax laws, Companies Act, 2013 and SEBI Regulations etc.;

- 3) **Agreements with Lending Institutions:** The Board may consider protective covenants in a bond indenture or loan agreement that may include leverage limits & restrictions on payment of cash dividends in order to preserve the Company's ability to service its debt; and

- 4) **Capital Markets:** In favorable market scenarios, the Board may consider for liberal payout. However, it may resort to a conservative dividend pay-out in case of unfavorable market conditions.

d. Utilization of Retained Earnings:

The Company believes in cash retention for growth, expansion and diversification including acquisitions to be made by it, and also as a means to meet contingency requirements. The retained earnings of the Company may be used in any of the following ways:

1. Capital expenditure for working capital;
2. Organic and/or inorganic growth;
3. Investment in new business(es);
4. Additional investment in existing business(es);
5. Declaration of dividend;
6. Capitalisation of shares;
7. Buy back of shares;
8. General corporate purposes, including contingencies;
9. Any other permitted usage as per the Companies Act, 2013.

e. Parameters adopted to various classes of shares:

- a) At present, the issued, subscribed and paid up shares capital comprises only one class, i.e., equity shares.
- b) The payment of dividend shall be based on the respective rights attached to each class of shares as per their term of issue.
- c) The dividends shall be paid out of the Company's distributable profits and / or general reserves and from such other reserves as may be statutorily permissible, and shall be allocated among shareholders on a pro rata basis according to the number of each type and class of shares held.

This Dividend Distribution Policy shall be applicable to equity shares.

Procedure:

Final dividend is declared at the Annual General Meeting (AGM) of the shareholders on the basis of recommendations of the Board. The Board may, at its discretion, also declare an interim dividend.

Manner of utilization of Retained Earnings

Retained Earnings may be used for corporate actions in accordance with applicable laws and for investments towards growth of the business.

Statutory / Regulatory requirements and tax considerations

- a. The Company shall observe the relevant statutory requirements including those with respect to mandatory transfer of a certain portion of profits to any specific reserve(s), as may be applicable to the Company at the time of taking decision with regard to dividend declaration or retention of profit.
- b. Dividend distribution tax as per applicable tax regulations in India.

- c. Any restriction on payment of dividends by virtue of any regulation, if any, as may be applicable to the Company at the time of declaration of dividend.

Rate/Quantum of Dividend

It has always been the Company's endeavour to deliver sustainable value to all its stakeholders. The Company will strive to distribute an optimal and appropriate level of the profits earned by it in its business, to the shareholders, in the form of dividend. The Company would maintain a dividend pay-out as may be determined by the Board from time to time, considering the general business factors and other significant parameters specified in this policy.

Board Discretion:

The Board may recommend special dividend as and when it deems fit.

The Dividend Distribution Policy shall also be uploaded on the website of the Company at <https://group.teamlease.com/>

Annexure II

AOC 1

[Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

₹ in Crores

Sl. No.	Particulars	TeamLease Foundation (formerly known as TeamLease Education Foundation)	TeamLease Digital Private Limited *	TeamLease HRTech Private Limited (formerly known as TeamLease E-Hire Private Limited)	TeamLease Edtech Limited (formerly known as School Guru Eduserve Private Limited)	TeamLease Regtech Private Limited (formerly known as Avantis Regtech Private Limited)
1	Name of the Subsidiary					
2	Date of Incorporation	27.06.2011	04.07.2016	21.12.2005	27.12.2010	12.10.2018
3	Date of Acquisition	-	-	01.08.2018	09.09.2020	03.04.2021
4	Reporting period for the Subsidiary concerned, if different from the holding Company's reporting period	NA	NA	NA	NA	NA
5	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign Subsidiaries	₹	₹	₹	₹	₹
6	Share capital	0.01	5.94	0.01	111	0.02
7	Reserves & surplus (includes other comprehensive income and securities premium)	(5.76)	5.41	(6.51)	22.33	6.27
8	Total assets	26.06	30018	6.34	68.34	13.49
9	Total Liabilities (excluding share capital and reserves and surplus)	31.81	288.83	12.84	44.90	7.20
10	Investments (excludes investment in Subsidiaries)	NIL	NIL	NIL	NIL	NIL
11	Turnover (include inter-Company transactions)	198.64	595.28	9.01	93.94	18.17
12	Profit/(loss) before taxation	(3.55)	10.13	1.55	4.53	(0.96)
13	Provision for taxation	(0.01)	3.91	(0.19)	1.11	(0.30)
14	Profit/(Loss) after taxation	(3.56)	6.22	1.74	3.42	(0.66)
15	Proposed Dividend	-	-	-	-	-
15	% of shareholding	100%	100%	100%	77.67%	61.50%

*During the year, TDPL, I.M.S.I. and Keystone has received NCLT approval for the Scheme with the appointed date as April 01, 2022. Being a common control transaction under Ind-As 103 "Business Combination", TDPL has accounted the said amalgamation using "pooling of interest method" in accordance with the approved scheme.

Part "B": Associates and Joint Ventures

Not Applicable

For and on behalf of the Board of Directors

TeamLease Services Limited

Ashok Reddy

Managing Director & CEO
DIN: 00151814

Subramaniam Somasundaram

Independent Director
DIN: 01494407

Ramani Dathi

Chief Financial Officer

Alaka Chanda

Company Secretary
M.No. F10911

Place: Bangalore

Date: May 22, 2024

Annexure III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TeamLease Services Limited (hereinafter called the Company) for the audit period covering the Financial Year ended March 31, 2024. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder as may be applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. There is no Overseas Direct Investment or External Commercial Borrowing in the Company; and
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable during the Financial Year);
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (f) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

We have also examined compliance with the applicable clauses of the following:

- (i) The Equity Listing Agreements entered by the Company with BSE Limited and National Stock Exchange of India; and
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India as amended time to time.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned herein above.

Based on the representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the laws applicable to the Company, a list whereof is enclosed herewith as an **Annexure A**.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Independent Directors and Woman Director. The following changes in the directors and Key Managerial Personal, during the year under review, were carried out in compliance with the provisions of the Act:

- i. Ms. Rituparna Chakraborty has on March 28, 2023 resigned from the position of Executive Director w.e.f. the close of business hours on May 31, 2023 and continues as a Non-Executive, Non-Independent Director, liable to retire by rotation, w.e.f. June 01, 2023; and
- ii. Mr. Rajnarayan Ramakrishnan was appointed as an Additional (Independent Director) of the Company w.e.f. November 08, 2023 and Members (through Postal Ballot) approved the appointment as an Independent Director on January 06, 2024.

Mr. Zarir Batliwala, appointed on March 29, 2019, completed his first term of five years with effect from the end of business hours on March 28, 2024. Further, Mr. Batliwala shall attain the age of seventy-five years on October 29, 2024 and therefore had expressed his intent to not proceed with his re-appointment as an Independent Director for the second term owing to Regulation 17 (1A). Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except for the Unpublished Price Sensitive Information which were, pursuant to clause no. 1.3.7 of Secretarial Standard 1 ("SS 1"), circulated separately or placed at the Meetings of the Board and the Committees, after due compliance with the SS 1, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation & deliberations at these Meetings.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company in order to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has not undertaken any significant or material corporate events/ actions which may have a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For **M Siroya and Company**
Company Secretaries

Mukesh Siroya

Proprietor

FCS No.: 5682

CP No.: 4157

UDIN: F005682F000417821

PR No: 1075/2021

Date: May 22, 2024

Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure B** and forms an integral part of this report.

List of Laws applicable specifically to the Company

1. Industrial Disputes Act, 1947
2. The Payment of Wages Act, 1936
3. The Minimum Wages Act, 1948
4. Employees' State Insurance Act, 1948
5. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
6. The Payment of Bonus Act, 1965
7. The Payment of Gratuity Act, 1972
8. The Contract Labour (Regulation & Abolition) Act, 1970
9. The Maternity Benefit Act, 1961
10. The Child Labour (Prohibition & Regulation) Act, 1986
11. The Industrial Employment (Standing Order) Act, 1946
12. The Employees' Compensation Act, 1923
13. The Apprentices Act, 1961
14. Equal Remuneration Act, 1976
15. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
16. Labour Welfare Acts of respective states
17. Profession Tax Acts of respective states
18. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

To,
The Members,
TeamLease Services Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **M Siroya and Company**
Company Secretaries

Mukesh Siroya

Proprietor

FCS No.: 5682

CP No.: 4157

UDIN: F005682F000417821

PR No: 1075/2021

Date: May 22, 2024

Place: Mumbai

Annexure IV

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy on Appointment and Remuneration of Directors and Key Managerial Personnel (the Policy) provides an underlying basis and guide for human resource management, thereby aligning plans for strategic growth of the Company. This Policy is framed pursuant to Section 178 (4) of the Companies Act, 2013 and Regulation 19 of SEBI LODR Regulations, 2015.

The Policy as administered by the Nomination and Remuneration Committee of the Board is verbatim reproduced herewith-

1. Objective:

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013, as amended from time to time, read along with the applicable Rules thereto. The Key Objectives of the Committee are:

- i. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel(s) (hereinafter referred to as KMP(s)) and other employees as may be prescribed under the Companies Act, 2013.
- ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- iii. To recommend to the Board on remuneration payable to the Directors, KMP(s) and other employees as may be prescribed under the Companies Act, 2013.
- iv. To provide to KMP(s) and other employees as may be prescribed under the Companies Act, 2013, reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- v. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- vi. To develop a succession plan for the Board and to regularly review the succession plan.

2. Definitions:

- i. "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- ii. "Board" means Board of Directors of the Company.
- iii. "Directors" mean Directors of the Company.
- iv. "Company" means TeamLease Services Limited
- v. "Committee" means Nomination and Remuneration Committee of the Company.

2.1. Key Managerial Personnel(s) (KMP(s)) mean

- a. Managing Director
- b. Chief Financial Officer;
- c. Company Secretary;
- d. Whole Time Director;
- e. Chief Executive Officer; and
- f. Such other officer, not more than one level below the directors who is in whole-time employment, designated as Key Managerial Personnel by the Board;

2.2. Other Employees prescribed under the Companies Act, 2013, means personnel of the Company who are members of its core management team being one level below the Board.

3. Role of Committee:

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

The Committee shall:

3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

3.1.2 Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy.

3.1.3 Recommend to the Board, appointment and removal of Director, KMP(s) and other employees.

3.2. Policy for appointment and removal of Director, KMP(s) and other employees

3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, and experience of the person for appointment as Director, KMP(s) or at other level as may be prescribed under the law and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided, that the term of the person holding this

position on may be extended beyond the age of seventy years with the approval of Shareholders by passing a special resolution based on the explanatory statement annexed to the notice indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term /Tenure

a) Managing Director/Whole-Time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time, no re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

3.2.3. Evaluation:

The Nomination and Remuneration Committee shall carry out yearly Performance Evaluation for all Board members. The evaluation of Independent Directors shall be done by the entire Board of Directors which shall include

- a) performance of the directors;
- b) fulfillment of the independence criteria as specified in these Regulations and their independence from the management; and
- c) On the basis of the report of Performance Evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director

Company Secretary and Compliance Officer will undertake the process for and on behalf of the Nomination and Remuneration Committee and submit the report to Nomination and Remuneration Committee Chairman.

Nomination and Remuneration Committee Chairman will present it to the Board Chairman and discuss it during Board Meeting. He may also discuss it during Independent Directors' Meeting.

3.2.4. Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, or under any other applicable Act, Rules and Regulations there under, the Committee may recommend, to the Board with reasons recorded In writing, removal of a Director, KMP(s) or other employee

subject to the provisions and compliance of the said Act, Rules and Regulations.

3.2.5. Retirement:

The Director, KMP(s) and other employees shall retire as per the applicable provisions of the Companies Act, 2013, and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP(s), other employees in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3.1 Policy relating to the Remuneration for the Whole-Time Director, KMP(s) and other employees:

- a. The remuneration / compensation / commission etc. to the Whole Time Director, KMP(s) and other employees will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. shall be subject to the prior/ post approval of the Shareholders of the Company, whenever required.
- b. The remuneration and commission to be paid to the Whole Time Director shall be in accordance with the percentage/slabs/ conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013.
- c. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which would be within the slabs approved by the Shareholders in the case of Whole Time Director.
- d. Where any insurance is taken by the Company on behalf of its Whole Time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
- e. In case any difficulty or doubt arising in the interpretation or implementation of this policy, the decision of the Chairman / Managing Director of the Company shall be final. In exceptional circumstances, the Chairman / Managing Director shall be authorized to exercise functions vested in the Committee in so far as these relate to Key Managerial Personnel(s) (KMP(s)) and other employees; provided however that such actions taken by the Chairman and Managing Director shall be placed before the Committee for ratification in the succeeding Committee Meeting.

3.3.2 Remuneration to Whole Time/ Executive/ Managing Director, KMP(s) and other employees:

a) Fixed Pay:

The Whole-Time Director/ KMP(s) and such other employees shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc, shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the Shareholders, wherever required.

b) Minimum remuneration:

If, in any Financial Year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-Time Director in accordance with the provisions of Schedule V of the Companies Act, 2013.

c) Provisions for excess remuneration:

If any Whole-Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013, where required, he / she shall refund such sums to the Company and unless such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3. Remuneration to Non- Executive / Independent Director:

Remuneration / Commission/ Sitting Fee:

The remuneration / commission / sitting fee, if any paid, shall be fixed as per Articles of Association and the Companies Act, 2013 read with applicable rules.

4. Membership:

- i. The Committee shall consist of a minimum 3 Non-Executive Directors, majority of them being independent.
- ii. Membership of the Committee shall be disclosed in the Annual Report.
- iii. Term of the Committee shall be continued unless terminated by the Board of Directors.

5. Chairperson

- a. Chairperson of the Committee shall be an Independent Director.
- b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairperson of the Committee.

- c. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

- d. Chairperson of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the Shareholders' queries.

6. Frequency of Meetings

The Nomination and Remuneration Committee shall meet at least once in a year.

The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the Committee, whichever is greater, including at least one Independent Director in attendance.

7. Committee Members' Interests:

- i. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- ii. The Committee may invite such Executives, as it considers appropriate, to be present at the meetings of the Committee.

8. Secretary:

The Company Secretary or any other nominee of the Company shall act as Secretary of the Committee.

9. Voting:

- i. Matters arising for determination at Committee Meetings shall be decided by a majority of votes of Committee Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- ii. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. Duties:

Remuneration

- a. Determine and agree with the Board the framework or broad policy for the remuneration of the Company's Managing Director /Chief Executive, Chairman, the Executive/ Whole Time Directors, and such other members of the Executive management as it is designated to consider. No Director or Manager shall be involved in any decisions as to their own remuneration;
- b. In determining such policy, take into account all factors which it deems necessary and review and approve for the Managing Director and other Executive Directors on the Board of Directors:

1. Annual base salary;
 2. Annual incentive bonus, including specific goals and amount;
 3. Equity compensation;
 4. Employment agreements and other service agreements; and
 5. Any other benefits / compensation payable to Managing Director, Executive Directors or Key Management Personnel(s) (KMP(s)); and
 6. To ensure that members of the Executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
 7. Review the performance of the Managing Director and Executive Director on the Board of Directors at such intervals as the Committee may deem fit.
- c. review the ongoing appropriateness and relevance of the Nomination and Remuneration Policy;
- d. approve the design of, and determine targets for, any performance related pay schemes scheme operated by the Company and approve the total annual payments made under such schemes.
- e. review the design of all share incentive plans/ stock options for approval by the Board and Shareholders. For any such plans, determine each year whether options would be granted and if so, the overall amount of such awards, including:-
- i. the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - ii. the conditions under which options vested in employees may lapse in case of termination of employment for misconduct;
 - iii. the exercise period within which the employee should exercise the option and that the options would lapse on failure to exercise the option within the exercise period;
 - iv. the specified me period within which the employee should exercise the vested options in the event of termination or resignation of an employee;
 - v. the right of an employee to exercise all the options vested in him at one me or at various points of me within the exercise period;
 - vi. the procedure for making a fair and reasonable adjustments to the number of options and the exercise price in case of corporate actions such as right issues, bonus issues, merger, sale of division and others;
 - vii. the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options.
- f. determine the policy for, and scope of, pension arrangements for each Executive Director and other employees;
- g. ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- h. within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive Officer as appropriate, determine the total individual remuneration package of each Executive and Non-Executive Director and other employees including bonuses, incentive payments and share options or other share awards, if any;
- i. in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the SEBI Guidelines and Companies Act, 2013 and other applicable laws;
- j. review and note annually the remuneration trends across the Company or group;
- k. oversee any major changes in employee benefits structures throughout the Company or group;
- l. ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- m. be exclusively responsible for establishing the selection criteria, selecting, appointing and serving the terms of reference for any remuneration consultants who advise the Committee;
- n. obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.
- 11. Nomination:**
- i. Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
 - ii. give full consideration to succession planning for directors and other employees in the course of

- its work, taking into account the challenges and opportunities facing the Company, and what skills and experience are therefore needed on the Board and in the Company and make consequential recommendation to the Board of Directors;
- iii. keep under review the leadership needs of the organization, both executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - iv. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - v. review annually the performance required from Non- Executive Directors. Performance Evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfill their dues;
 - vi. ensure that on appointment to the Independent Directors receive a formal letter of appointment stating out clearly what is expected of them in terms of the commitment, Committee service and involvement outside Board Meetings;
 - vii. The Committee:
 - a. shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance and shall recommend to the Board, all remuneration, in whatever form, payable to Senior Management. (Senior Management as defined under Section 178 of the Companies Act, 2013 and also pursuant to Regulation 16 of SEBI LODR Regulations, 2015 read with its Amendments).
 - b. shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel(s) (KMP(s)) and other Employees.
 - c. while formulating the policy under clause (b) above ensure that—
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to Directors, Key Managerial Personnel and other Employees involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals, provided that such policy shall be disclosed in the Board's Report.
 - viii. The Committee shall also make recommendations to the Board concerning:
 - (a) formulating plans for succession for both Executive and Non-Executive Directors;
 - (b) membership of the Audit Committee in consultation with the Chairperson of that Committee;
 - (c) the re-appointment of any Non-Executive and Independent Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - (d) the re-election by Shareholders of any Director under the 'retirement by rotation' provisions in the Company's Articles of Association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - (e) any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the Law and their service contract;
 - (f) the appointment of any Director to Executive Director or other office or position of profit within the Company.

12. Minutes of Committee Meeting

Proceedings of all meetings must be minuted and signed by the Chairperson of the Committee at the subsequent meetings. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

The Policy on Directors' Appointment and Remuneration is also hosted on the website of the Company at <https://group.teamlease.com/wp-content/uploads/2020/11/TeamLease-Nomination-and-Remuneration-Policy.pdf>.

Annexure V

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 and as per Rule 8 (1) of Companies (Corporate Social Responsibility Policy) Rules, 2014]

- 1. Brief outline on CSR Policy of the Company**
- The CSR initiatives undertaken by your Company upholds the principles of a responsible corporate citizen and aims to distribute the economic benefits derived by it through active collaboration with credible institutions.
- Consequent to the implementation of the Companies Act, 2013, the Company has adopted the CSR Policy through CSR Committee. The CSR Committee, with the approval of the Board, has adopted the CSR Policy as required under Section 135 of the Companies Act, 2013. The guiding principle of TeamLease's CSR programs is "Impact through Empowerment".
- Empowerment results in enabling people to lead a better life. The Company's focus areas are Education and Skill Development.
- Brief outline on CSR Policy of the Company:**
- This CSR Policy is formulated to meet the CSR objectives set out by the Company as well as the applicable statutory requirements notified by the Ministry of Corporate Affairs through the Act. This CSR Policy shall apply to all CSR activities / projects / programs undertaken by the Company.
 - The scope of the CSR activities of the Company will cover all the areas as specified under Schedule VII of the Companies Act, 2013 (as amended from time to time) read with Section 135, but not limited to the same and may extend to other specific projects/programs as permitted under the law from time to time.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Membership	Number of Meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Mekin Maheshwari	Chairman (Independent Director)	2	2
2	Mr. Rajnarayan Ramakrishnan	Member (Independent Director)	2	2
3	Mr. Manish Sabharwal	Member (Whole Time Director & Executive Vice Chairman)	2	2

Notes:

- Dr. V. Raghunathan and Mrs. Latika Pradhan have ceased to be Members of the Corporate Social Responsibility Committee with effect from March 23, 2024.*
- Mr. Rajnarayan Ramakrishnan and Mr. Manish Sabharwal have been appointed as Members of the Corporate Social Responsibility Committee with effect from March 23, 2024.*
- Mr. Mekin Maheshwari transitioned to the role of Chairman of the Committee with effect from March 23, 2024.*
- Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company. - <https://group.teamlease.com/investors/teamlease-corporate-social-responsibility-policy/>
- Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. - Rule 8 (3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable to the Company.
- (a) Average net profit of the Company as per sub-section (5) of section 135. - ₹ 78.63 Crores
- (b) Two percent of average net profit of the Company as per sub-section (5) of section 135. - ₹ 1.57 Crores
- (c) Surplus arising out of the CSR Projects or programmes or activities of the previous Financial Years. - NIL
- (d) Amount required to be set-off for the Financial Year, if any. - NIL
- (e) Total CSR obligation for the Financial Year [(b)+(c)-(d)]. - ₹ 1.57 Crores

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). - ₹ 1.57 Crores
 (b) Amount spent in Administrative Overheads. - NIL
 (c) Amount spent on Impact Assessment, if applicable. - NA
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]. - ₹ 1.57 Crores
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1.57 Crores*	NA	NA	NA	NA	NA

- National Council of Applied Economic Research (NCAER): ₹ 1.33 Crores. Established in 1956, NCAER is India's oldest and largest independent, non-profit, economic policy research institute.
- Done via NAPs quota/ Internal deployment of Trainees pursuant to MCA circular dated 24.05.2022 on CSR fund for Apprenticeship Training which include expenditure on Basic Training and stipend payable to apprentices, under The Apprentices Act, 1961: ₹ 0.24 Crores.

Total Amount Spent - ₹ 1.57 Crores.

- (f) Excess amount for set-off, if any:

Sl. No.	Particulars	Amount (in ₹)
1	2	3
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	1.57 Crores
(ii)	Total amount spent for the Financial Year	1.57 Crores
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Note 2

Details of Unspent CSR amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	2022-23	NA	NA	1.47 Crores	NA	NA	NA	NA
2	2021-22	NA	NA	1.88 Crores	NA	NA	NA	NA
3	2020-21	NA	NA	2.54 Crores (including amount unspent in FY 19-20)	NA	NA	NA	NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: - Not Applicable

Yes No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

1	2	3	4	5	6		
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR	Name	Registered address
					Registration Number, if applicable		

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. - Not Applicable

For and on behalf of the Board of Directors

Place: Bangalore
Date: May 22, 2024

Mr. Mekin Maheshwari
Chairman – CSR Committee
DIN: 03621431

Ashok Reddy
Managing Director & CEO
DIN: 00151814

Annexure VI

DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Relevant clause u/r 5(1)	Prescribed Requirement	Particulars			
		Remuneration of Directors/ KMPs for the Financial Year 2023-24 (Amount in ₹)	Median Salary (Amount in ₹)	Ratio of the remuneration of each Director to the median remuneration of the Employees	% increase in Remuneration in the Financial Year 2023-24
I & II	Mr. Ashok Reddy, Managing Director & CEO	80,91,996	4,01,840	20.14	-51.10
	Mr. Manish Mahendra Sabharwal, Whole Time Director & Executive Vice Chairman	65,00,004	4,01,840	16.18	-49.80
	Ms. Rituparna Chakraborty, Executive Director (Till May 31, 2023)	1,18,18,956	4,01,840	29.41	-22.50%
	Ms. Rituparna Chakraborty, Non-Executive Non-Independent Director (From June 01, 2023)	6,40,000	4,01,840	1.59	Non Comparable
	Mrs. Latika Pradhan, Independent Director	13,80,000	4,01,840	3.43	-1.40
	Mr. Narayan Ramachandran, Non-Executive Chairman and Lead Independent Director	9,00,000	4,01,840	2.24	-10.00
	Dr. V. Raghunathan, Independent Director	13,00,000	4,01,840	3.24	-7.10
	Mr. Zarir Batliwala, Independent Director (Till March 28, 2024)	13,00,000	4,01,840	3.24	-1.50
	Mr. Mekin Maheshwari, Independent Director	12,20,000	4,01,840	3.04	-1.60
	Mr. S. Subramaniam, Independent Director	10,60,000	4,01,840	2.64	-14.50
	Mrs. Meenakshi Nevatia, Independent Director	11,40,000	4,01,840	2.84	-6.60
	Mr. Rajnarayan Ramakrishnan, Independent Director	2,00,000	4,01,840	0.50	Non Comparable
	Ms. Ramani Dathi, Chief Financial Officer	1,23,62,652	4,01,840	30.77	-38.50
	Ms. Alaka Chanda, Company Secretary and Compliance Officer	36,98,613	4,01,840	9.20	-31.00
	III	Percentage increase in the median remuneration of employees in the Financial Year	Median Remuneration during the year was ₹ 4,10,840. The median remuneration increased by 2.30%.		
IV	Number of permanent employees on the rolls of Company	1,112 Core Employees as on March 31, 2024			
V	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	a) Average increase/(decrease) in remuneration of employees other than the Managerial Personnel: 2.21%. b) Average increase in remuneration of Managerial Personnel: (50.54%).			
VI	The key parameters for any variable component of remuneration availed by the Directors	The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.			
VII	Affirmation that the remuneration is as per the remuneration policy of the Company	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of Section 178 of the Companies Act, 2013.			

Annexure VII

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and clause (10)(i) of Para C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
TeamLease Services Limited
315 Work Avenue Campus, Ascent Bldg.,
Koramangala Industrial Layout, Jyoti Nivas College Road,
Koramangala, Bangalore- 560095,
Karnataka, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TeamLease Services Limited bearing CIN: L74140KA2000PLC118395 and having Registered Office at 315 Work Avenue Campus, Ascent Bldg., Koramangala Industrial Layout, Jyoti Nivas College Road, Koramangala, Bangalore- 560095, Karnataka, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal of the Ministry of Corporate Affairs at www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Directors	DIN	Date of appointment in Company
1	Ashok Kumar Nedurumalli	00151814	03.09.2015
2	Viswanathan Raghunathan	00254091	09.07.2015
3	Manish Sabharwal	00969601	02.02.2000
4	Zarir Batliwala*	01028343	29.03.2019
5	Subramaniam Somasundaram	01494407	28.07.2021
6	Narayan Ramachandran	01873080	09.07.2015
7	Mekin Maheshwari	03621431	09.06.2021
8	Latika Prakash Pradhan	07118801	09.07.2015
9	Rituparna Chakraborty	07332241	18.05.2022
10	Meenakshi Nevatia	08235844	28.07.2021
11	Rajnarayan Ramakrishnan	02545177	08.11.2023

*Completed first term as an Independent Director on 28.03.2024 and didn't seek re-appointment.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M Siroya and Company
Company Secretaries

Mukesh Siroya

Proprietor

FCS No.: 5682

CP No.: 4157

UDIN:F005682F000417863

PR No.: 1075/2021

Date: May 22, 2024

Place: Mumbai

Corporate Governance Report

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2024, in terms of Regulation 34(3) read with Schedule V of the SEBI LODR Regulations, 2015

For years, TeamLease Services Limited (TeamLease/ Company) has promoted practices, standards and resources that benefit all Stakeholders, comprising customers, vendors, investors, regulators and employees at large.

Your Company is committed to the principles of 'Accountability,' 'Transparency' and 'Fairness' in its dealing with Stakeholders. Accordingly, in the endeavor to take balanced care of Stakeholders, your Company adheres to good corporate governance practices in its business processes. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company's terms of appointment with Independent Directors suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013. These Codes and terms of appointment are available on the Company's website and can be accessed at <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Terms-and-conditions-for-appointment-of-IDAppointment-letter-for-ID.pdf>.

Corporate Governance is an ethically driven business process that is committed to values, aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting Stakeholders expectations. At TeamLease, it is imperative that our Company's affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our Stakeholders. Achievement of excellence in good Corporate Governance practices requires continuous efforts and focus on its resources, strengths and strategies towards ensuring fairness and transparency in all its dealings with its Stakeholders including society at large. Corporate Governance has indeed assumed greater significance as the world has moved towards closer integration and free trade.

For ensuring sound Corporate Governance practices, the Government of India has put in place, a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Global trends and some governance failures across the world drive the demand for a high quality of governance practices. Besides complying with the statutorily prescribed Corporate Governance practices, the Company has voluntarily adopted and evolved various practices of governance conforming to ethical and responsible standards of business.

The pillars of Corporate Governance of TeamLease are based on:

- Accountability

For us, accountability is about holding ourselves firmly responsible for what we believe in and for delivering what we have promised. We ensure this by promoting a mind-set of end-to-end ownership throughout the organization. By means of openness and transparency, we consider ourselves accountable to the entire universe of Stakeholders including our clients, employees, Shareholders, vendors, government agencies, society, medical community, customers and business partners, and supply chain participants.

- Transparency

For us, transparency is the key to healthy self-sustaining growth and promotes self-enforcing checks and balances. It also fosters deep and long standing trust among our Stakeholders. We strive to demonstrate the highest levels of transparency, over and above statutory requirements, through accurate and prompt disclosures.

- Fairness

We practice fair play and integrity, in our transactions with all Stakeholders, both within and outside the organization. We conduct ourselves in the most equitable manner.

- Competent Leadership and Management

We believe that dynamic, diverse and experienced Board with focus on excellence plays a pivotal role in organization's corporate governance aspirations. In view of this, we endeavour to maintain Board composition that brings healthy balance of skills, experience, independence, assurance, growth mind-set and deep knowledge of the sector.

- Empowerment

The empowerment of leaders and employees is an important step in enabling high performance and developing leadership capability within the Company. They define a common vocabulary and approach for building leadership within the Company.

Our governance conforms to global standards through continuous evaluation and benchmarking. The broad tenets the Company follows are:

- Transparent procedures, practices and decisions based on adequate information.
- Compliance with all relevant laws in letter and spirit.
- High levels of disclosures to disseminate corporate, financial and operational information to all Stakeholders.
- Policies on tenure of Directors, Rotation of Auditors and a Code of Conduct for Directors and Senior Management.

- Constitution of various Committees such as Audit, Nomination and Remuneration, Risk Management, Corporate Social Responsibility, Stakeholders' Relationship etc.
- Complete and timely disclosure of relevant financial and operational information to enable the Board to play an effective role in guiding strategies.
- Meetings of Independent Directors without the presence of any Non-Independent / Executive Directors and members from the management to identify areas, where they need more clarity or information and for open and transparent discussions and placing these before the Board and Management.
- Formal induction schedule and familiarization programme for new Board members that enable them to meet individually with the top management team, etc.
- Regular reviews and establishing effective meeting practices that encourage active participation and contribution from all members.
- Independence of Directors in reviewing and approving corporate strategy, major business plans and activities.
- Well-defined corporate structure that establishes checks, balances and delegates decision making to appropriate levels in the organization though the Board always remains in effective control of affairs.
- Fair and equitable treatment towards Stakeholders to encourage active cooperation.
- Board Members act on a fully informed basis in good faith, with due diligence and care and in the best interest of the Company and the Shareholders and appropriate composition and size of the Board is ensured.
- Continually reinforcing a culture in the organisation of acting lawfully, ethically and responsibly.
- Establishing a sound risk management framework and periodically reviewing the effectiveness of that framework.

This report on Corporate Governance is divided into the following parts:

- I. Company's Philosophy on Corporate Governance
- II. Shareholders
- III. Board of Directors
- IV. Board Meetings
- V. Number of Board Meetings, Attendance of the Directors at Meetings of the Board and the Annual General Meeting
- VI. Shareholding of Directors
- VII. Pecuniary Relationship
- VIII. Meeting of the Independent Directors
- IX. Directors' Induction and Familiarization
- X. Board Evaluation

- XI. Directors and Officers Insurance
- XII. Succession Planning
- XIII. Committees of the Board
- XIV. Details of Company Secretary and Compliance Officer
- XV. Details of Shareholders Complaints received, solved and pending share transfers
- XVI. Remuneration to Directors
- XVII. General Body Meetings
- XVIII. General Shareholders Information
- XIX. Other Disclosures
- XX. Request to Shareholders
- XXI. Green Initiative in Corporate Governance
- XXII. Compliance Certificate on Corporate Governance
- XXIII. Secretarial Audit
- XXIV. Details of Corporate Policies
- XXV. The Disclosures of the Compliance with Corporate Governance Requirements specified in Regulation 17 to 27 and Regulation 46(2) of SEBI LODR Regulations, 2015 read with its Amendments
- XXVI. Adoption and Compliance with Discretionary Requirements

A. Report on Compliance with Corporate Governance principles as prescribed under Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 is given below:

I. Company's Philosophy on Corporate Governance

Corporate Governance is an effective tool to bring integrity and transparency in terms of reporting so as to protect the interest of all the Stakeholders of the Company. Keeping this in mind, the Companies Act, 2013, and SEBI LODR Regulations, 2015 read with its Amendments have laid down provisions so as to ensure that the effective Corporate Governance is implemented by the Corporates, beyond the legal compliance. TeamLease is committed to bring in effective Corporate Governance so as to ensure a strong relationship with the Stakeholders by providing the truthful internal information on how the Company is being run or managed. The Management/ Board of Directors is considerate to adopt the system of effective communication on the disclosures that are essential for the Stakeholders through proper channels with utmost integrity and transparency. The Company has adopted the philosophy of Corporate Governance not only to satisfy the spirit of law, but also in the spirit of the letter of law.

TeamLease believes that good Corporate Governance emerges from the application of the best management practices and compliance with the law coupled with the highest standards of integrity, transparency, accountability and ethics in all business matters.

At TeamLease, we also consider it as our inherent responsibility to disclose timely and accurate information regarding our financials and performance as well as leadership and governance of the Company.

Corporate Governance at TeamLease Services Limited is implemented through robust Board governance processes, internal control systems and processes, and strong audit mechanisms. These are articulated through Company's Code of Business Conduct, Corporate Governance Guidelines and charters of various Committees of the Board and Company's Disclosure Policy. TeamLease Services Limited's corporate governance practices can be described through the following four layers:

- Governance by the Shareholders
- Governance by Board of Directors
- Governance by Committees of Board, and
- Governance through Management Process

II. Shareholders

The Companies Act, 2013 and SEBI LODR Regulations, 2015 prescribe the governance mechanism by Shareholders in terms of passing of ordinary and special resolutions, voting rights, participation in the corporate actions. Your Company follows a robust process to ensure that the Shareholders of the Company are well informed of Board decisions both on financial and non-financial information and adequate notice with a detailed explanation is sent to the Shareholders well in advance to obtain necessary approvals.

III. Board of Directors

In terms of the Corporate Governance policy, all statutory and other significant and material information are placed before the Board to enable it discharge its responsibility of strategic supervision of the Company as trustees to the Shareholders. The Board of Directors ('the Board') is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

All Board members are encouraged to meet and interact with the management. Board Members are invited to key meetings for strategic guidance and advice.

The Company's day to day affairs are managed by competent management team under the able supervision of the Board.

Although the Company has a Non-Executive Chairman to preside the Board, the constitution of Board is such that not less than fifty percent of the Board comprises of Independent Directors. The Company has three Women Directors in its Board and hence Company has complied with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1)(a) of the SEBI LODR

Regulations, 2015. The Board believes that the current size is appropriate, based on the Company's present volume of operations and nature of business.

Governance Codes:

▪ **Code of Business Conduct & Ethics:** The Company's Code of Business Conduct & Ethics requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in a professional, courteous and respectful manner. The Code is displayed on the Company's website at <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf>.

▪ **Conflict of Interest:** On a quarterly basis, each Director informs the Company about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. Members of the Board while discharging their duties avoid conflict of interest in the decision making process. The members of the Board restrict themselves from any decision and voting in transaction that they have concern or interest.

▪ **Code of Conduct for Insider Trading:** The Company has adopted a Code of Conduct for Prohibition of Insider Trading, 2015 in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-for-Prohibition-of-Insider-Trading-2.pdf>

Roles, Responsibilities and Duties of the Board

The Board of Directors is the apex body constituted by Shareholders and is vested with the powers of governance, control, direction and management of affairs of the Company. The Board provides strategic direction and guidance to the Company, and has been steering the Company towards achieving its business objectives. Driven on the principles of ethics and accountability, the Board strives to work in best interest of the Company and its Stakeholders.

The duties of Board of Directors have been enumerated in SEBI LODR Regulations, 2015, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

A. Chairman

The Chairman acts as the leader of the Board and presides over the meetings of the Board and the Shareholders. The primary responsibility is to ensure that collectively Board is effective in its task of setting and implementing the Company's strategy. He oversees the conduct of the Board

and ensures that it adheres to the statutory requirements and good governance practices in true letter and spirit.

His role, inter alia, includes to:

- Provide leadership to the Board & preside over all Board & General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

B. Managing Director (MD)

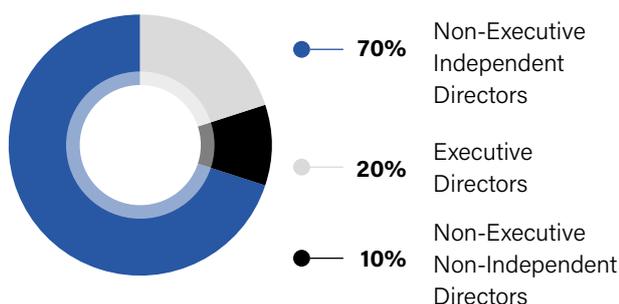
The day to day management of the operations rest with the MD. He is responsible for the business performance, driving growth and implementation of strategic decisions taken at the Board level. As the MD of the Company, his priorities include articulating TeamLease Services Limited's long-term strategy based on organic & inorganic initiatives, defining innovation agenda for the Company, balancing growth imperatives with the margin and return on capital thresholds, executing Company's roadmap to maintain momentum across the markets in which it operates, augmenting the capabilities in operations and support functions, and building a strong talent focused organization ready to take on the challenges. The MD works

The Independent Directors are renowned professionals drawn from diverse fields possessing requisite qualification and experience in corporate management which enable them to contribute effectively to your Company and enhance the quality of Board decision making process. The current Independent Directors of the Company are Mr. Narayan Ramachandran, Mrs. Latika Pradhan, Dr. V. Raghunathan, Mr. Mekin Maheshwari, Mrs. Meenakshi Nevatia, Mr. Subramaniam Somasundaram and Mr. Rajnarayan Ramakrishnan.

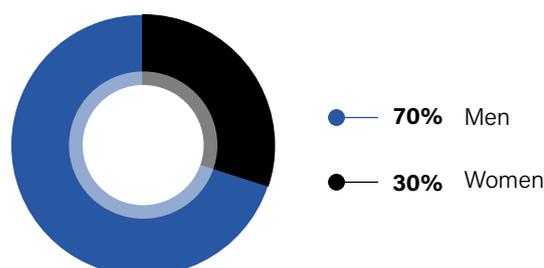
The Independent Directors annually provide a Certificate of Independence in accordance with the applicable laws which is taken on record by the Board.

The composition of the Board of Directors of the Company is in conformity with Regulation 17 of the SEBI LODR Regulations, 2015. The Company has an optimum combination of Executive and Non-Executive Directors.

Board Composition



Board Gender Diversity



under the supervision of the Board of Directors and is vested with the sufficient power of the management to undertake day to day affairs.

C. Non-Executive Directors and Independent Directors

They play a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes to:

- Impart balance to the Board by providing independent judgement.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

D. Composition of the Board

The Board of Directors has ten members, consisting of seven Independent Directors, one Non-Executive and Non-Independent Director and two Executive Directors. Mr. Narayan Ramachandran is the Non Executive Chairman and Lead Independent Director, Mr. Manish Sabharwal is the Executive Vice Chairman, Mr. Ashok Reddy is the Managing Director of your Company and Ms. Rituparna Chakraborty is Non-Executive and Non-Independent Director. Ms. Chakraborty's role transitioned from the role of Executive Director to Non-Executive & Non-Independent Director with effect from June 01, 2023.

The details and categories of Board Members, the number of Directorships and Committee positions held by them are tabulated below.

Composition and Directorship(s) / Committee Membership(s) / Chairmanship(s) as per Regulation 26 of SEBI LODR Regulations, 2015 is as below:

Sl. No.	Name of the Director	Date of First Appointment	Designation	Category	No. of Directorship(s) and Committee(s) Membership(s)/ Chairpersonship(s) (excluding the Company)		
					Other Directorship(s)	Committee Membership	Committee Chairpersonship
1.	Mr. Narayan Ramachandran	09-07-2015	Non-Executive Chairman and Lead Independent Director	Independent Director	-	-	-
2.	Mr. Manish Sabharwal	02-02-2000	Whole Time Director and Executive Vice Chairman	Promoter & Executive Director	-	-	-
3.	Mr. Ashok Reddy	03-09-2015	Managing Director & CEO	Promoter & Executive Director	-	-	-
4.	Mrs. Latika Pradhan	09-07-2015	Independent Director	Independent Director	1. Mafatlal Industries Limited Designation: Independent Director 2. Fulford (India) Limited Designation: Director 3. Atul Bioscience Limited Designation: Non Executive Director	1. Mafatlal Industries Limited - Audit Committee 2. Fulford (India) Limited - Audit Committee 3. Atul Bioscience Limited - Audit Committee	
5.	Dr. V. Raghunathan	09-07-2015	Independent Director	Independent Director	-	-	-
6.	Mr. Mekin Maheshwari	09-06-2021	Independent Director	Independent Director	-	-	-
7.	Mrs. Meenakshi Nevatia ⁶	28-07-2021	Independent Director	Independent Director	1. Pfizer Limited Designation: Managing Director	1. Pfizer Limited – Stakeholders' Relationship Committee	-
8.	Mr. Subramaniam Somasundaram ⁷	28-07-2021	Independent Director	Independent Director	1. API Holdings Limited Designation: Independent Director 2. Titan Commodity Trading Limited Designation: Director 3. United Breweries Limited Designation: Independent Director 4. Honasa Consumer Limited Designation: Independent Director	1. Honasa Consumer Limited – Stakeholders' Relationship Committee	1. API Holdings Limited – Audit Committee 2. Honasa Consumer Limited – Audit Committee 3. United Breweries Limited – Audit Committee

Sl. No.	Name of the Director	Date of First Appointment	Designation	Category	No. of Directorship(s) and Committee(s) Membership(s)/ Chairpersonship(s) (excluding the Company)		
					Other Directorship(s)	Committee Membership	Committee Chairpersonship
9.	Mr. Rajnarayan Ramakrishnan	08-11-2023	Independent Director	Independent Director	-	-	-
10.	Ms. Rituparna Chakraborty ⁸	18-05-2022	Non-Executive & Non-Independent Director	Non-Executive Director	1. Navi AMC Limited Designation: Non-Executive Director 2. Navi General Insurance Limited Designation: Non-Executive Director	-	-

Notes:

- None of the Directors hold Directorships in more than 20 companies including 10 public limited companies and private companies which are either Subsidiary or holding Company of a public Company pursuant to Section 165 of the Companies Act, 2013.
- None of the Directors serve as Director or as an Independent Director ("ID") in more than seven listed companies and none of the Executive Directors serve as ID's in more than three listed companies.
- None of the Directors hold membership in more than 10 Committees or chairpersonship of more than 5 Committees as required under Regulation 26 of the SEBI LODR Regulations, 2015.
- The Directorship/Committee membership is based on the disclosures received from the Directors as on March 31, 2024.
- No Director has any inter-se relationship with other Directors.
- Appointed on the Board of Pfizer Limited with effect from April 03, 2023.
- Appointed on the Board of United Breweries Limited with effect from June 04, 2023.
- Transitioned from the role of Executive Director to Non-Executive & Non-Independent Director with effect from June 01, 2023.
- Mr. Zarir Batliwala retired from the position of Independent Director with effect from end of business hours on March 28, 2024.

E. Changes in the Composition of the Board

- The Members at the Twenty Third (23rd) AGM of the Company held on September 15, 2023 had re-appointed Mr. Manish Sabharwal (DIN: 00969601), Executive Vice Chairman of the Company in accordance with the provisions of Section 152 (6) of the Companies Act, 2013 and in terms of the Articles of Association of the Company who had retired by rotation and being eligible had offered himself for re-appointment.
- Mr. Rajnarayan Ramakrishnan was appointed as an Independent Director (Additional) on the Board of Directors of your Company for a tenure of 5 years commencing from November 08, 2023, to November 07, 2028 based on recommendation of Nomination and

Remuneration Committee of the Company. His appointment was placed for Shareholders' approval vide Postal Ballot Notice dated November 08, 2023 and was duly approved by the Shareholders' on January 06, 2024.

- Resignations, Retirement, or Removal of the Directors, if any:

Mr. Zarir Batliwala ceased to be an Independent Director with effect from the end of business hours on Thursday, March 28, 2024. Mr. Batliwala, appointed on March 29, 2019, completed his first term of five years on March 28, 2024. Further, Mr. Batliwala shall attain the age of seventy-five years on October 29, 2024. Mr. Batliwala has expressed his intent to not proceed with his re-appointment as an Independent Director for the second term owing to Regulation 17(1A), in alignment with good governance practices followed and promoted by TeamLease.

F. Appointment of Independent Directors

As per the provisions of the Companies Act, 2013, the Independent Directors shall be appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation.

Your Board has adopted the provisions with respect to appointment and tenure of Independent Directors consistent with the Companies Act, 2013 and SEBI LODR Regulations, 2015.

At the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The template of the letter of appointment is available on our website at <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Terms-and-conditions-for-appointment-of-IDAppointment-letter-for-ID.pdf>.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics. The Independent Directors have also submitted a declaration to the Board of compliance of inclusion of name in Data Bank maintained by Indian Institute of Corporate Affairs (IICA) pursuant to Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

G. Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid

down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 and that they are independent from the management of the Company, and possess the requisite integrity, expertise and experience, including the proficiency of the Independent directors appointed on the Board. The Independent Directors have also submitted a declaration to the Board of compliance of inclusion of name in Data Bank maintained by Indian Institute of Corporate Affairs (IICA) pursuant to Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019. The Directors of the Company are not inter-se related to each other.

The details of Directors, pertaining to the online proficiency test conducted by Indian Institute of Corporate Affairs (IICA) are as below:

Sl. No.	Director	Designation	Date of Registration	Validity of Registration**	Online Proficiency Test Requirement	Status of Online Proficiency Test
1	Mr. Narayan Ramachandran	Non- Executive Chairman and Lead Independent Director	03/01/2020	02/01/2025	Voluntary	-
2	Mr. Manish Sabharwal	Whole Time Director & Executive Vice Chairman	27/02/2020	26/02/2025	Voluntary	-
3	Mr. Ashok Reddy	Managing Director & CEO	Exempted	-	Exempted	-
4	Mrs. Latika Pradhan	Independent Director	20/12/2019	19/12/2024	Mandatory	Successfully qualified on Dec 03, 2020
5	Mr. Rajnarayan Ramakrishnan	Independent Director	14/09/2023	13/09/2024	Mandatory	Will be closed before the due date
6	Dr. V. Raghunathan	Independent Director	23/12/2019	22/12/2024	Voluntary	-
7	Mrs. Meenakshi Nevatia	Independent Director	06/07/2021	05/07/2026	Mandatory	Successfully qualified on July 11, 2021
8	Mr. Mekin Maheshwari	Independent Director	10/04/2021	09/04/2026	Mandatory	Successfully qualified on May 04, 2021
9	Mr. Subramaniam Somasundaram	Independent Director	14/07/2021	Lifetime	Exempted	-
10	Ms. Rituparna Chakraborty*	Non-Executive & Non-Independent Director	11/04/2023	Lifetime	Voluntary	-

*Ms. Rituparna Chakraborty's role transitioned from Executive Director to Non-Executive Non-Independent Director of the Company w.e.f. June 01, 2023.

**The Independent Directors will be re-registered with IICA on expiry of current validity period of registration.

H. Number of Independent Directorships

As per Regulation 17A of the SEBI LODR Regulations, 2015 Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

I. Policy for Selection and Appointment of Directors and their Remuneration

Nomination and Remuneration Committee has adopted a Policy which, inter alia, deals with the manner of selection of Board of Directors and payment of their remuneration. The said Policy forms part of Board's Report as **Annexure IV**.

J. Criteria of Selection of Independent Directors

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These Directors are nominated based on well-defined selection criteria. The Nomination and Remuneration Committee considers, inter alia, the following attributes / criteria, whilst recommending to the Board the candidature for appointment as an Independent Director:

- Qualification, expertise and experience in their respective fields.
- Personal characteristics which align with the Company's values, such as integrity, accountability, financial literacy, high performance standards, etc.
- Diversity of thought, experience, knowledge, perspective and gender in the Board.
- Such other criteria as prescribed in the Corporate Governance Guidelines of the Company or prescribed by the Board from time to time.

In case of appointment of Independent Directors, the Nomination and Remuneration Committee satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to discharge its functions and duties effectively. The Nomination and Remuneration Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013.

In case of re-appointment of Independent Directors, the Board takes into consideration the performance evaluation of the Independent Directors and their engagement level.

Further pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof, it is hereby confirmed that in the opinion of the Board, the Independent Directors fulfill the conditions specified SEBI LODR Regulations, 2015 read with Amendments thereof and that they are independent of the management.

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors have completed the registration with the Independent Directors Databank.

K. List of core skills/expertise/competencies

Further pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof, below are the list of core skills/expertise/competencies identified by the Board of Directors for the year under review as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board:

Board of Directors Skill & Expertise



Mr. Manish Sabharwal

**Whole Time Director &
Executive Vice Chairman**

DIN: 00969601



Mr. Ashok Reddy

Managing Director & CEO

DIN: 00151814

Diversity	Y
Age	54 yrs
Overall Experience as Director	26 yrs
Current Term	Till March 31, 2027
Education & Qualification	Master of Business Administration (Wharton School) and is an alumnus of Shri Ram College, Delhi
Direct Shareholding	-
Indirect Shareholding	Holdings as Promoters: 23.80% via HR Offshoring Ventures Pte. Ltd. and 0.78% via Hansini Management Consultant Private Limited

Diversity	Y
Age	54 yrs
Overall Experience as Director	27 yrs
Current Term	Till August 31, 2025
Education & Qualification	Diploma in Management (IIM-B) and holds a Bachelor's degree in Commerce from the Shri Ram College of Commerce, Delhi
Direct Shareholding	-
Indirect Shareholding	Holdings as Promoters : 23.80% via HR Offshoring Ventures Pte. Ltd. and 7.02% via NED Consultants LLP

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	N
Member / Chairman of Nomination & Remuneration Committee	N
Member / Chairman of Stakeholders' Relationship Committee	N
Member / Chairman of Risk Management Committee	N
Member / Chairman of Corporate Social Responsibility Committee	Member

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	N
Member / Chairman of Nomination & remuneration Committee	N
Member / Chairman of Stakeholders' Relationship Committee	Member
Member / Chairman of Risk Management Committee	N
Member / Chairman of Corporate Social Responsibility Committee	N

[To know more- Click here](#)

[To know more- Click here](#)

**Mrs. Latika Pradhan****Independent Director**

DIN: 07118801

**Mr. Narayan Ramachandran****Non-Executive Chairman and
Lead Independent Director**

DIN: 01873080

Diversity	Y
Age	69 yrs
Overall Experience as Director	10 yrs
Current Term	2 nd - Till July 07, 2025
Education & Qualification	Chartered Accountant, Cost and Management Accountant, Company Secretary and Bachelor of Laws
Direct Shareholding	-
Indirect Shareholding	-

Diversity	Y
Age	61 yrs
Overall Experience as Director	20 yrs
Current Term	2 nd - Till July 07, 2025
Education & Qualification	Certified Financial Analyst and Master of Business Administration (University of Michingan)
Direct Shareholding	9,835 Shares
Indirect Shareholding	-

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	Member
Member / Chairman of Nomination & Remuneration Committee	Member
Member / Chairman of Stakeholders' Relationship Committee	N
Member / Chairman of Risk Management Committee	Member
Member / Chairman of Corporate Social Responsibility Committee	N

[To know more- Click here](#)

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	Member
Member / Chairman of Nomination & Remuneration Committee	Member
Member / Chairman of Stakeholders' Relationship Committee	Member
Member / Chairman of Risk Management Committee	Chairman
Member / Chairman of Corporate Social Responsibility Committee	N

[To know more- Click here](#)

**Dr. V. Raghunathan****Independent Director**

DIN: 00254091

**Mr. Mekin Maheshwari****Independent Director**

DIN: 03621431

Diversity	Y
Age	69 yrs
Overall Experience as Director	20 yrs
Current Term	2 nd - Till July 07, 2025
Education & Qualification	Master of Business Administration (IIM-C)
Direct Shareholding	-
Indirect Shareholding	-

Diversity	Y
Age	43 yrs
Overall Experience as Director	13 yrs
Current Term	1 st - Till June 08, 2026
Education & Qualification	Graduate in Engineering (PESIT, Bangalore)
Direct Shareholding	-
Indirect Shareholding	-

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	Member
Member / Chairman of Nomination & Remuneration Committee	Member
Member / Chairman of Stakeholders' Relationship Committee	N
Member / Chairman of Risk Management Committee	Member
Member / Chairman of Corporate Social Responsibility Committee	N

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	Member
Member / Chairman of Nomination & Remuneration Committee	Member
Member / Chairman of Stakeholders' Relationship Committee	N
Member / Chairman of Risk Management Committee	Member
Member / Chairman of Corporate Social Responsibility Committee	Chairman

[To know more- Click here](#)[To know more- Click here](#)

**Mrs. Meenakshi Nevatia****Independent Director**

DIN: 08235844

**Mr. Subramaniam Somasundaram****Independent Director**

DIN: 01494407

Diversity	Y
Age	53 yrs
Overall Experience as Director	07 yrs
Current Term	1 st - Till July 27, 2026
Education & Qualification	Master of Business Administration (IIM-A)
Direct Shareholding	-
Indirect Shareholding	-

Diversity	Y
Age	63 yrs
Overall Experience as Director	17 yrs
Current Term	1 st - Till July 27, 2026
Education & Qualification	Chartered Accountant & Cost and Management Accountant
Direct Shareholding	28 Shares
Indirect Shareholding	-

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	Member
Member / Chairman of Nomination & Remuneration Committee	Member
Member / Chairman of Stakeholders' Relationship Committee	N
Member / Chairman of Risk Management Committee	Member
Member / Chairman of Corporate Social Responsibility Committee	N

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	Chairman
Member / Chairman of Nomination & Remuneration Committee	Member
Member / Chairman of Stakeholders' Relationship Committee	Chairman
Member / Chairman of Risk Management Committee	Member
Member / Chairman of Corporate Social Responsibility Committee	N

[To know more- Click here](#)

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**Mr. Rajnarayan Ramakrishnan****Independent Director**

DIN: 02545177

**Ms. Rituparna Chakraborty****Non-Executive Non-Independent Director**

DIN: 07332241

Diversity	Y
Age	64 yrs
Overall Experience as Director	02 yrs
Current Term	1 st - Till November 07, 2028
Education & Qualification	Masters in Management (XLRI Jamshedpur)
Direct Shareholding	-
Indirect Shareholding	-

Diversity	Y
Age	49 yrs
Overall Experience as Director	07 yrs
Current Term	Executive Director till May 31, 2023. Change in Designation to Non-Executive & Non-Independent Director w.e.f. June 01, 2023.
Education & Qualification	Advanced Management Programme (Columbia Business School) and Master of Business Administration (Goa Institute of Management)
Direct Shareholding	89,076 Shares
Indirect Shareholding	-

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	Member
Member / Chairman of Nomination & Remuneration Committee	Chairman
Member / Chairman of Stakeholders' Relationship Committee	N
Member / Chairman of Risk Management Committee	Member
Member / Chairman of Corporate Social Responsibility Committee	Member

Executive Leadership	Y
Industry & Technology Experience	Y
Strategic Planning	Y
Financial Expertise	Y
Manufacturing & Operations	Y
International Experience	Y
Human Capital	Y
Risk Management	Y
IT and Cybersecurity	Y
Board Service and Corporate Governance	Y
ESG Expertise	Y
Mergers and Acquisitions	Y
Global Business	Y
Sales and Marketing	Y
Member / Chairman of Audit Committee	N
Member / Chairman of Nomination & Remuneration Committee	N
Member / Chairman of Stakeholders' Relationship Committee	N
Member / Chairman of Risk Management Committee	N
Member / Chairman of Corporate Social Responsibility Committee	N

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Core skills/expertise/competencies of the Board of Directors

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.

L. Other listed entities where our Board Members are Director and the Category of Directorship

Pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof, the details of the Listed Entities where our Board Members are Director(s) and the Category of Directorship are given below:

Sl. No.	Name of the Director	Name of the Company (Other Listed Entity)	CIN	Category of Directorship	Member of the Committee(s)	Chairmanship of the Committee(s)
1	Mr. Manish Sabharwal	-	-	-	-	-
2	Mr. Ashok Reddy	-	-	-	-	-
3	Mrs. Latika Pradhan	Mafatal Industries Limited	L17110GJ1913PLC000035	Director	1	-
4	Mr. Narayan Ramachandran	-	-	-	-	-
5	Dr. V. Raghunathan	-	-	-	-	-
6	Mr. Rajnayaran Ramakrishnan	-	-	-	-	-
7	Mr. Mekin Maheshwari	-	-	-	-	-
8	Mrs. Meenakshi Nevatia	Pfizer Limited ¹	L24231MH1950PLC008311	Managing Director	1	-
9	Mr. Subramaniam Somasundaram	United Breweries Limited ²	L36999KA1999PLC025195	Independent Director	-	1
		Honasa Consumer Limited ³	U74999DL2016PLC306016 ⁴	Independent Director	1	1
10	Ms. Rituparna Chakraborty	-	-	-	-	-

1. Appointed on the Board of Pfizer Limited with effect from April 03, 2023.
2. Appointed on the Board of United Breweries Limited with effect from June 04, 2023.
3. Appointed on the Board of Honasa Consumer Limited with effect from February 11, 2022.
4. The CIN of Honasa Consumer Limited is due to be updated on the records of MCA

M. Summary of all outstanding material litigations against the Company, its 'material Subsidiaries,' as well as their respective Promoters, Whole-Time Directors and Key Managerial Personnel as on March 31, 2024

I. Company

Particulars	Against the Company	Filed by the Company
Non-payment of statutory dues	NIL	NIL
Overdue to banks and financial institutions (FIs)	NIL	NIL
Defaults against banks and Fis	NIL	NIL
Contingent liabilities not provided for	NIL	NIL
Details of legal proceedings initiated (including civil offences, economic offences, consumer court actions)	NIL	NIL
All actions by statutory / regulatory authorities (including overseas regulatory authorities)	NIL	NIL
All actions by sectoral ombudsmen	NIL	NIL
Details of legal proceedings initiated (Criminal matters)	NIL	NIL
Details of Litigation involving Tax Liabilities		
(i) Direct Tax Liabilities:	Please refer to Note 46 (Contingent Liabilities) of Financial Statements.	
(ii) Indirect Taxes Liabilities:		
Other Pending Litigations:	NIL	NIL

II. **Against the Material Subsidiaries: The Company had no material Subsidiaries during the year under review.**

III. **Promoters:**

Particulars	Against the Promoters	By the Promoters
Non-payment of statutory dues	NIL	NIL
Overdue to banks and financial institutions (FIs)	NIL	NIL
Defaults against banks and Fis	NIL	NIL
Contingent liabilities not provided for	NIL	NIL
Details of legal proceedings initiated (including civil offences, economic offences, consumer court actions)	NIL	NIL
All actions by statutory / regulatory authorities (including overseas regulatory authorities)	NIL	NIL
All actions by sectoral ombudsmen	NIL	NIL
Details of legal proceedings initiated (Criminal matters)	NIL	NIL
Details of Litigation involving Tax Liabilities	NIL	NIL
(i) Direct Tax Liabilities:		
(ii) Indirect Taxes Liabilities:		
Other Pending Litigations:	NIL	NIL

IV. **Executive Directors:**

Particulars	Against the Executive Directors	By the Executive Directors
Overdue to banks and financial institutions (FIs)	NIL	NIL
Defaults against banks and Fis	NIL	NIL
Contingent liabilities not provided for	NIL	NIL
Details of legal proceedings initiated (including civil offences, economic offences, consumer court actions)	NIL	NIL
All actions by statutory / regulatory authorities (including overseas regulatory authorities)	NIL	NIL
All actions by sectoral ombudsmen	NIL	NIL
Details of legal proceedings initiated (Criminal matters)	NIL	NIL
Details of Litigation involving Tax Liabilities	NIL	NIL
(i) Direct Tax Liabilities:		
(ii) Indirect Taxes Liabilities:		
Other Pending Litigations:	NIL	NIL

V. **KMP(s):**

Particulars	Against the KMP(s)	By the KMP(s)
Non-payment of statutory dues	NIL	NIL
Overdue to banks and financial institutions (FIs)	NIL	NIL
Defaults against banks and Fis	NIL	NIL
Contingent liabilities not provided for	NIL	NIL
Details of legal proceedings initiated (including civil offences, economic offences, consumer court actions)	NIL	NIL
All actions by statutory / regulatory authorities (including overseas regulatory authorities)	NIL	NIL
All actions by sectoral ombudsmen	NIL	NIL
Details of legal proceedings initiated (Criminal matters)	NIL	NIL
Details of Litigation involving Tax Liabilities	NIL	NIL
(i) Direct Tax Liabilities:		
(ii) Indirect Taxes Liabilities:		
Other Pending Litigations:	NIL	NIL

IV. Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its Subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board Meeting is circulated to the Directors well in advance to facilitate them to plan their schedules accordingly. In case of business exigencies, the Board's approval is taken through Circular Resolutions. The Circular Resolutions are noted at the subsequent Board Meeting. Video conferencing facility is offered to facilitate Directors to participate in the Meetings of the Board and of Committees, as and when required.

Financial Calendar

The Company's Financial Year starts on April 01st and ends on March 31st every year. The tentative calendar for approval of quarterly Financial Results for Financial Year 24-25 is as under:



A. Information Flow to the Board Members

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. More specifically, we present our annual Strategic Plan and Operating Plans of our business to the Board for their review, inputs and approval. Likewise, our Quarterly Financial Statements and Annual Financial Statements are first presented to the Audit Committee and subsequently to the Board of Directors for their approval. In addition, specific cases of acquisitions, important managerial decisions, material positive/ negative developments and statutory matters are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board for their approval.

As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board Meeting. Inputs and feedback of Board Members are taken and considered while preparation of agenda and documents for the Board Meeting.

Detailed agenda is sent to each Director atleast seven (7) days in advance of Board and Committee meetings. All material information is incorporated in the agenda along with supporting documents and relevant presentations. Where it is not practicable to attach any document to the agenda, the same is tabled at the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. Video conferencing facilities are provided to enable Directors who are unable to attend the meetings in person, to participate in the meeting via video conferencing.

The Board reviews strategy and business plans, annual operating plans and capital expenditure budgets, investment and exposure limits, compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any. The Board also reviews major legal issues, minutes of meeting of various Committees of the Board and Subsidiary companies, significant transactions and arrangements entered into by the Subsidiary companies, adoption of financial results, transaction pertaining to purchase or disposal of properties, major accounting provisions and write-offs, corporate restructuring details of any joint ventures or collaboration agreement, material default in financial obligations, if any, fatal or serious accidents, any material effluent or pollution problems, transactions that involve substantial payment towards goodwill, brand equity or intellectual property, any issue that involves possible public product liability, and information on recruitment of Senior Officer just below the Board level of Key Management Personnel.

B. Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the SEBI LODR Regulations, 2015 to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

C. Post-Meeting Follow-up System

After the Board meeting, we have a formal system of follow up, review and reporting on actions taken by the management on the decisions of the Board and Committees of the Board.

The Company Secretary records minutes of the proceedings of each Board and Committee meetings. Draft minutes are circulated to Board /Committee members within 15 days from the meeting for their comments. Directors communicate their comments (if any) in writing on the draft minutes within 7 days from the date of circulation. The Minutes are entered in the Minute Books within 30 days from the conclusion of the meeting and signed by the Chairman at the subsequent meeting.

The guidelines for Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof. Important decisions taken at Board/Committee meetings are promptly communicated to the concerned departments/ divisions. Action taken Report on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/ Committee for noting.

Apart from Board members and the Company Secretary, the Board and Committee meetings are also attended by the Chief Financial Officer and wherever required by the heads of various corporate functions.

D. Board Support

The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance.

V. Number of Board meetings, Attendance of the Directors at Meetings of the Board and the Annual General Meeting:

During the year April 01, 2023 to March 31, 2024, the Board of Directors met five (5) times. The gap between any two Board meetings during this period did not exceed one hundred and twenty days as stipulated under Section 173 (1) of the Companies Act, 2013 and Regulation 17 (2) of SEBI LODR Regulations, 2015 and the Secretarial Standards by ICSI.

A. Directors Attendance at AGM and Board Meetings During FY 2024

Name of the Directors	AGM on September 15, 2023	Board Meeting Dates					Held During Tenure	Attended	% of Attendance
		1 May 17, 2023	2 July 26, 2023	3 Nov 08, 2023	4 Jan 30, 2024	5 Mar 23, 2024			
Executive Directors									
Mr. Manish Sabharwal	PO						5	5	100.00
Mr. Ashok Reddy							5	5	100.00
Non-Executive Independent Directors									
Mrs. Latika Pradhan							5	5	100.00
Mr. Narayan Ramachandran							5	5	100.00
Dr. V. Raghunathan							5	5	100.00
Mr. Zarir Batliwala [§]							5	5	100.00
Mr. Mekin Maheshwari	PO						5	5	100.00
Mrs. Meenakshi Nevatia							5	5	100.00
Mr. Subramaniam Somasundaram							5	5	100.00
Mr. Rajnayaran Ramakrishnan*	NA	NA	NA	NA			2	2	100.00
Non-Executive Non-Independent Directors									
Ms. Rituparna Chakraborty [#]							5	5	100.00
% Attendance	80%	100%	100%	100%	100%	100%			

Notes: means attended through Video Conferencing, means attended Physically, PO means Pre Occupied, NA means Not Applicable

[§]Mr. Zarir Batliwala ceased as member of the Board of Directors of the Company w.e.f. March 28, 2024.

*Mr. Rajnayaran Ramakrishnan was appointed as an Independent Director of the Company w.e.f. November 08, 2023.

[#]Ms. Chakraborty's role transitioned from Executive Director to Non-Executive Non-Independent Director w.e.f. June 01, 2023.

B. Discussions with Independent Directors and External Auditors

The Board's policy is to regularly have separate meetings with Independent Directors and External Auditors of the Company, to update them on all business related issues, new initiatives and changes in the industry specific market scenario. At such meetings, the Executive Directors and other Shareholders of the Management make presentations on relevant issues.

VI. Shareholding of Directors

A. Executive

None of the Executive Directors have direct shareholding in the Company. Mr. Ashok Reddy, Managing Director & CEO held 23.80% via HR Offshoring Ventures Pte. Ltd. and 7.02% via NED Consultants LLP and Mr. Manish Sabharwal, Whole Time Director & Executive Vice Chairman held 23.80% and via HR Offshoring Ventures Pte. Ltd. and 0.78% via Hansini Management Consultant Private Limited.

B. Non-Executive Non- Independent

Ms. Rituparna Chakraborty is the only Non-Executive and Non-Independent Director in the Company. She currently holds 89,076 Shares as on March 31, 2024.

C. Independent Directors

None of the Independent Directors except Mr. Narayan Ramachandran; Non-Executive Chairman and Lead Independent Director and Mr. Subramaniam Somasundaram; Independent Director held shares as on March 31, 2024. Mr. Narayan Ramachandran held 9,835 Shares and Mr. Subramaniam Somasundaram held 28 Shares, respectively.

VII. Pecuniary Relationship

There were no pecuniary relation or transactions of Non-Executive Directors vis-a-vis the Company other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

VIII. Meeting of the Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013, the Independent Directors of your Company met once during the Financial Year under review, on May 17, 2023 without the presence of Non-Independent Directors and Shareholders of the management, without the presence of the Chairman, Managing Director & Chief Executive Officer, other Non-Independent Director, Chief Financial Officer, Company Secretary and any other Management Personnel. The meeting was conducted in an informal and flexible manner to enable the Independent Directors to inter alia, discuss matters pertaining to review of performance of Non

Independent Directors and the Board as a whole, review the performance of the Chairman of the Company after taking into account the views of the Executive and Non-Executive Directors, assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All Independent Directors had attended the Independent Directors meeting.

IX. Directors' Induction and Familiarization

At the time of appointment, the Company conducts familiarization programmes for an Independent Director through meetings with key officials such as Executive Chairman and Managing Director, Chief Financial Officer, Head of Human Resources, General Counsel, Company Secretary and other senior business leaders. During these meetings, presentations are made on the roles and responsibilities, duties and obligations of the Board members, Company's business and strategy, financial reporting, governance and compliances and other related matters. Details regarding familiarization programme imparted by the Company for the year under review is available on our website at <https://group.teamlease.com/investor/familiarization-programme-policies/>.

As part of ongoing training, the Company schedules quarterly meetings of business heads and functional heads with the Independent Directors. During these meetings, comprehensive presentations are made on the various aspects such as business models, new strategic initiatives, risk minimization procedures, recent trends in technology, changes in domestic industry scenario, and regulatory regime affecting the Company. These meetings also facilitate Independent Directors to provide their inputs and suggestions on various strategic and operational matters directly to the business and functional heads.

The provision of an appropriate induction program for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Company Secretary is responsible for ensuring that such induction and training programs are extended to Directors. The Independent Directors, from time to time, request the Management to provide detailed understanding of any specific project, activity or process of the Company. The Management provides such information and training either at the meeting of Board of Directors or otherwise. The induction process is designed to:

- a. build an understanding of the Company, its businesses and the markets and regulatory environment in which it operates;
- b. provide an appreciation of the role and responsibilities of the Director;

- c. fully equip Directors to perform their role on the Board effectively; and
- d. develop understanding of Company's people and its key stakeholder relationships.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

In addition to the extensive induction and training provided as part of the familiarization program, the Independent Directors are also taken through various business and functional sessions during the pre-Board Meeting sessions to discuss strategy. The details of familiarization program are available on the Company's website at <https://group.teamlease.com/investor/familiarization-programme-policies/>.

The TeamLease Code of Conduct and Business Ethics Policy for members of the Board and Senior Management Personnel is in place, mentioning the duties, obligations and responsibilities and the same is available on the website of the Company under the following link <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf>.

The Company has also formed the Board Diversity and the same is adopted by the Board of Directors along with the policy on the evaluation of the performance of the directors and the same is available on the website of the Company with the following link <https://group.teamlease.com/wp-content/uploads/2021/04/3.-POLICY-ON-Board-DIVERSITY.pdf>.

X. Board Evaluation

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board Committees and Executive / Non-Executive / Independent Directors.

In terms of the requirements of the Companies Act, 2013 and pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of SEBI LODR Regulations, 2015, read with SEBI LODR Amendment Regulations, the Board carried out the Annual Performance Evaluation of all the Directors individually, Board Committees and the Board as a whole. During the year, Board Evaluation cycle was completed by the Company with support of an external agency. To maintain transparency and to promote good corporate governance, this year the evaluation process was automated and implemented with help of an external service provider "Potentia", (fidemBoards.com) who had partnered with TeamLease to facilitate the Board Evaluation process of the Company.

For facilitating the evaluation of performance, questionnaires were framed separately for the evaluation of Board, the Committees, the individual directors and the Chairperson. The questionnaires were circulated to the Board members via individual emails with user specific login credentials for all Board Members. On completion of Board Evaluation process, the Report and summary results of the filled-in questionnaires pertaining to the Board Evaluation for Financial Year 2023-24 was submitted to the Nomination and Remuneration Committee Chairman for his onward discussion with Board Members. The Evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgment. It is specifically informed that directors subject to evaluation did not participate in the own evaluation process.

The results of the evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on an action to further improve the effectiveness and functioning of the Board and Committees. The Chairman of respective Board Committees also shared the results of evaluation with the respective Committee Members.

The Nomination and Remuneration Committee also formulated the additional criteria of independence and independent judgment for the assessment of the performance of Independent Directors along with other criteria such as qualification, experience relevant to the industry, knowledge & competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution and integrity as required under the guidelines provided by SEBI in respect of Board Evaluation.

This evaluation was led by the Chairman of the Nomination and Remuneration Committee with specific focus on the performance and effective functioning of the Board. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and SEBI LODR Regulations, 2015, and in consonance with Guidance Note on Board Evaluation issued by SEBI in January 2017. The Board evaluation was conducted through questionnaire having qualitative parameters and feedback based on ratings.

Evaluation of the Board

Evaluation of the Board was based on criteria such as composition and role of the Board, communication and relationships between the Board of Directors,

functioning of Board Committees, review of performance and compensation to Executive Directors, succession planning, strategic planning, etc.

Evaluation of Directors

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representation of shareholder interest and enhancing shareholder value, experience and expertise to provide feedback and guidance to top management on business strategy, governance and risk, understanding of the organization's strategy, risk and environment, etc.

Evaluation of Committees

Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board, etc.

Evaluation of the Independent Directors

The Performance Evaluation of the Independent Directors was carried out by the entire Board.

Some of the performance indicators, based on which the Independent Directors are evaluated include:

- The ability to contribute to and monitor our corporate governance practices.
- The ability to contribute by introducing international best practices to address business challenges and risks.
- Active participation in long-term strategic planning.
- Commitment to the fulfilment of a Director's obligations and fiduciary responsibilities; these include participation in Board and Committee meetings.
- Performance of the directors.
- Fulfillment of the independence criteria as specified in these regulations and their independence from the management.

Evaluation of the Chairman and Managing Director

The Performance Evaluation of the Chairman and Managing Director was carried out by the Independent Directors.

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management and the openness of the Management in sharing strategic information to enable the Board Members to discharge their responsibilities. It is specifically informed that

directors subject to evaluation did not participate in the own evaluation process.

The Board has received improved ratings on its overall effectiveness, including higher rating on Board communication, relationships and Board Committees. The Board has also noted areas requiring more focus in the future.

The Independent Directors had their meeting on May 22, 2024 to assess the performance of the Board and Committees as a whole and for the assessment of Executive Vice Chairman, Executive Director, Independent Directors & Non- Executive Non- Independent Directors.

The Board was largely satisfied with the effectiveness and governance standards as well as the performance of the Board, Board Committees, and the individual Directors. Suggestions of the Board members to further strengthen the Board effectiveness were noted and taken up for implementation.

XI. Directors and Officers Insurance

The Company has obtained Directors and Officers Liability Insurance ('D & O Insurance') for all its Directors, including Independent Directors, for a quantum and risks as determined by the Board of Directors of the Company.

XII. Succession Planning

We have an effective mechanism for succession planning which focuses on orderly succession of Directors, including Executive Directors and other senior management team and executive officers. The Nomination and Remuneration Committee implements this mechanism in concurrence with the Board. The Board has adopted a Policy on appointment of Directors and Senior Management and Succession Planning for orderly succession to the Board and the Senior Management. The Senior Management has made disclosures to the Board confirming that there is no material, financial and/or commercial transaction between them and the Company, which could have potential conflict of interest with the Company at large.

XIII. Familiarization Programme and Training for Independent Directors

The Company has an orientation process/ familiarization Programme for its Independent Directors that includes:

- a) Briefing on their role, responsibilities, duties, and obligations as a member of the Board.
- b) Nature of business and business model of the Company, Company's strategic and operating plans.
- c) Matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Internal Audit, etc.

As a process, when a new Independent Director is appointed, a familiarization programme described

above is conducted by the senior management team and whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed. Each of our Independent Directors have attended such orientation process/familiarization programme when they were inducted into the Board.

As a part of ongoing training, the Company schedules quarterly meetings of business and functional heads with the Independent Directors. During these meetings, comprehensive presentations are made on various aspects such as business models, new business strategies and initiatives by business leaders, risk minimization procedures, recent trends in technology, changes in domestic/overseas industry scenario, digital transformation, state of global IT services industry, and regulatory regime affecting the Company globally. These meetings also facilitate Independent Directors to provide their inputs and suggestions on various strategic and operational matters directly to the business and functional heads.

The details of the familiarization programmes are available on the website of the Company at <https://group.teamlease.com/wp-content/uploads/2024/03/FamiliarisationProgrammeforID-2023-24-1.pdf>.

XIV. Committees of the Board

The Board of Directors have constituted various Committees to focus on specific areas and to make informed decisions within their authority. Each Committee is directed by its charter which outlines their scope, roles, responsibilities and powers. All the decisions and recommendations of the Committee are placed before the Board for their approval.

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board, to carry out clearly defined roles. The Board supervises the execution of its responsibilities by the Committee and is responsible for their action. The Minutes of the meetings of all the Committees are placed before the Board for review.

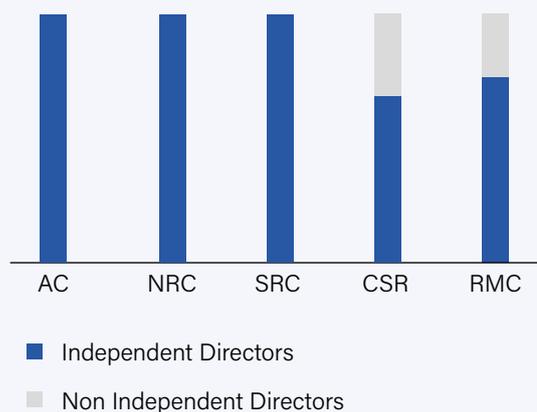
The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functions. Senior officers/ function heads are invited to present various details called for by the Committee at its meeting.

Committees of the Board are as under:

- A. Audit Committee (AC)
- B. Nomination and Remuneration Committee (NRC)
- C. Stakeholders' Relationship Committee (SRC)

- D. Corporate Social Responsibility Committee (CSR)
- E. Risk Management Committee (RMC)

Independence in Committee Composition as on March 31, 2024



Committee Matrix*

 Chairman  Member  Invitee	(March 24, 2024 onwards)	May 22, 2024 onwards			
	Corporate Social Responsibility Committee	Nomination And Remuneration Committee	Stakeholders' Relationship Committee	Audit Committee	Risk Management Committee
Mrs. Latika Pradhan (Independent Director)					
Mr. Narayan Ramchandran (Lead Independent Director & Non-Executive Chairman)					
Dr. V. Raghunathan (Independent Director)					
Mr. Rajnarayan Ramakrishnan (Independent Director)					
Mr. Mekin Maheshwari (Independent Director)					
Ms. Meenakshi Nevatia (Independent Director)					
Mr. S. Subramaniam (Independent Director)					
Mr. Manish Mahendra Sabharwal (Executive Vice Chairman)					
Mr. Ashok Reddy (Managing Director & CEO)					

*Date of formation of all the Committees -09/07/2015

A. Audit Committee

The Audit Committee has been constituted in terms of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI LODR Regulations, 2015.

The Committee meets at the frequent intervals depending upon the requirements. The Audit Committee comprises of the following members as on March 31, 2024:

Name of the Independent Directors	Position	Audit Committee Meeting Dates						Held during Tenure	Attended	% of Attendance
		1	2	3	4					
		May 17, 2023	July 26, 2023	Nov 08, 2023	Jan 30, 2024					
Mrs. Latika Pradhan	Chairperson							4	4	100.00
Dr. V. Raghunathan	Member							4	4	100.00
Mr. Subramaniam Somasundaram	Member							4	4	100.00
% Attendance		100%	100%	100%	100%					

Note: means attended through Video Conferencing, means attended Physically

However, there has been changes in the Composition of the Audit Committee with effect from May 22, 2024. The same is detailed as below:

Type of Meeting	Date of the Meeting
Mr. Subramaniam Somasundaram	Chairman (Independent Director)
Dr. V. Raghunathan	Member (Independent Director)
Mrs. Latika Pradhan	Member (Independent Director)
Mr. Narayan Ramachandran	Member (Independent Director)
Mr. Rajnarayan Ramakrishnan	Member (Independent Director)
Mrs. Meenakshi Nevatia	Member (Independent Director)
Mr. Mekin Maheshwari	Member (Independent Director)

Objectives of the Audit Committee:

The primary objective of the Committee 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' professional qualifications and independence;
- The performance of the Company's independent auditors and internal auditors; and
- Acquisitions and investments made by the Company.

Audit Committee Policy:

In India, we are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Regulation 18 of the SEBI LODR Regulations mandate that listed companies adopt an appropriate audit Committee policy. The Committee is guided by the Policy adopted by the Board, available on the Company's website at <https://group.teamlease.com/wp-content/uploads/2021/04/14-TeamLease-Audit-Committee-Charter-1.pdf>.

Extracts of Terms of Reference of Audit Committee Charter

The Audit Committee meets at frequent intervals and the terms of reference of the Audit Committee as required under Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI LODR Regulations, 2015 covers points as mentioned below:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its Financial Statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Company and the fixation of audit fee;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Approving payments to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with

- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the Financial Statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to Financial Statements;
 - f. Disclosure of any Related Party Transactions; and
 - g. Qualifications in the draft audit report.
- 6) Reviewing, with the management, the Quarterly, Half-Yearly and Annual Financial Statements before submission to the Board for approval;
 - 7) 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 utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed Offer by the Company;
 - 8) Approval or any subsequent modifications of transactions of the Company with related parties;
 - 9) Scrutinizing of inter-corporate loans and investments;
 - 10) Valuing of undertakings or assets of the Company, wherever it is necessary;
 - 11) Evaluating of internal financial controls and risk management systems;
 - 12) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 - 13) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
 - 14) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - 15) Discussing with internal auditors on any significant findings and follow up there on;
 - 16) Reviewing the findings of any internal investigations by the internal auditors 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;
 - 17) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - 18) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;
 - 19) Reviewing the functioning of the whistle blower mechanism;
 - 20) Reviewing the management discussion and analysis of financial condition and results of operations;
 - 21) Approving the appointment of the Chief Financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
 - 22) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
 - 23) reviewing the utilization of loans and/ or advances from/investment by the Company in the Subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the Subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
 - 24) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
 - 25) Statement of Deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI LODR Regulations, 2015.

- b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI LODR Regulations, 2015.

The Audit Committee Policy/Charter/Terms of Reference is hosted at the website of the Company at <https://group.teamlease.com/wp-content/uploads/2021/04/14-TeamLease-Audit-Committee-Charter-1.pdf>.

Audit Committee Governance Mechanism:

The Committee is comprised solely of independent directors and fulfills the requirements of:

- Audit Committee charter
- Section 149 and 177 of the Companies Act, 2013
- Regulation 18 of the Listing Regulations

The Committee, to carry out its responsibilities efficiently and transparently, relies on the Management's financial expertise and that of the internal and independent auditors. The Management is responsible for the Company's internal control over financial reporting and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's Financial Statements in accordance with the Generally Accepted Auditing Principles and for issuing a report based on the audit.

Cases of non-acceptance by the Board of Directors, of any recommendation of the Audit Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof: NIL

B. Nomination and Remuneration Committee

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 and Part D of Schedule II of SEBI LODR Regulations, 2015.

Objectives and Responsibilities of the Nomination and Remuneration Committee:

- i. Assist the Board in discharging its responsibilities relating to compensation of the Company's executive directors, Key Managerial Personnel (KMP) and senior management.
- ii. Evaluate and approve the adequacy of the compensation plans, policies, programs and succession plans for the Company's executive directors, KMP and senior management.

- iii. Formulate criteria for determining Board composition, Board effectiveness, Board succession, and independent functioning of the Board.
- iv. Oversee the Company's nomination process for the KMP and senior management and identify through a comprehensive selection process, individuals qualified to serve as directors, KMP and senior management consistent with the criteria approved by the Board.
- v. Recommend the appointment and removal of directors, for approval at the AGM.
- vi. Evaluate the performance of the Board, including Committees and individual directors.
- vii. Leadership development and succession planning of the organization.
- viii. Develop and maintain corporate governance policies applicable to the Company.
- ix. Devise a policy on Board diversity and sustainability.

Nomination and Remuneration Committee Policy:

In India, we are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Regulation 19 of the SEBI LODR Regulations mandate that listed companies adopt an appropriate NRC Committee policy. The Committee is guided by the Policy adopted by the Board, available on the Company's website, at https://group.teamlease.com/wp-content/uploads/2020/11/TeamLease_Nomination_and_Remuneration_Policy.pdf and is also part of this Annual Report in **Annexure IV**.

Nomination and Remuneration Committee Governance Mechanism:

The Committee is comprised solely of independent directors and fulfills the requirements of:

- Nomination and Remuneration Committee Policy
- Section 178 of the Companies Act, 2013
- Regulation 19 of the Listing Regulations

The Committee oversees key processes through which the Company recruits new members to its Board, and the processes through which the Company recruits,

motivates and retains outstanding senior management as well as the Company's overall approach to human resources management. The Board amended the charter of the nomination.

The Committee meets at the frequent intervals depending upon the requirements. Nomination and Remuneration Committee comprises of the following members of the Board as on March 31, 2024:

Name of the Independent Directors	Position	Nomination & Remuneration Committee Meeting Dates					Held during Tenure	Attended	% of Attendance
		1	2	3	4	5			
		May 16, 2023	July 19, 2023	Oct 13, 2023	Nov 08, 2023	Jan 30, 2024			
Mr. Zarir Batliwala*	Chairman						5	5	100.00
Mr. Narayan Ramachandran	Member						5	5	100.00
Mrs. Meenakshi Nevatia	Member						5	5	100.00
Mr. Mekin Maheshwari	Member						5	5	100.00
Mr. Rajnarayan Ramakrishnan#	Chairman	NA	NA	NA	NA		1	1	100.00
% Attendance		100%	100%	100%	100%	100%			

Notes: means attended through Video Conferencing, means attended Physically, NA means Not Applicable

*Mr. Zarir Batliwala was the Chairman till Jan 30, 2024

#Mr. Rajnarayan Ramakrishnan was appointed as the Chairman w.e.f Jan 31, 2024

However, there has been changes in the Composition of the Nomination and Remuneration Committee with effect from May 22, 2024. The same is detailed as below:

Type of Meeting	Date of the Meeting
Mr. Rajnarayan Ramakrishnan	Chairman (Independent Director)
Dr. V. Raghunathan	Member (Independent Director)
Mrs. Latika Pradhan	Member (Independent Director)
Mr. Narayan Ramachandran	Member (Independent Director)
Mr. Subramaniam Somasundaram	Member (Independent Director)
Mrs. Meenakshi Nevatia	Member (Independent Director)
Mr. Mekin Maheshwari	Member (Independent Director)

Extracts of Terms of Reference of Nomination and Remuneration Committee Charter:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, Key Managerial Personnel and other employees;
- Formulating of criteria for evaluation of the Independent Directors and the Board;
- Devising a policy on Board Diversity;
- Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every Director's performance;

- Determining the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment, and determining remuneration packages of such Directors;
- Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component including the matter relating to ESOP grants as per the scheme formulated by the Company;
- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- Perform such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- Whether to extend or continue the terms of appointment of the independent director, on the basis of the report of Performance Evaluation of Independent Directors.

Cases of non-acceptance by the Board of Directors, of any recommendation of the Nomination and Remuneration Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof: NIL

Besides, the Nomination and Remuneration Committee periodically reviews the composition of the Board to ensure that there is an appropriate mix of abilities, experience and diversity to serve the interests of all Shareholders and the Company.

The process of appointing a director/KMP(s)/ Senior Management Personnel is, that when a vacancy arises or is expected the Committee will identify, ascertain the integrity, qualification, appropriate expertise and experience, having regard to the skills that the candidate bring to the Board/Company and the balance of skills added to that of which the existing Members hold.

C. Stakeholders' Relationship Committee

Pursuant to provisions of Section 178 (5) of the Companies Act, 2013 read with Regulation 20 of the SEBI LODR Regulations, 2015, Stakeholders' Relationship Committee has been constituted by the Board. The Committee meets at frequent intervals depending upon the requirements.

Stakeholders' Relationship Committee comprises of the following members of the Board as on March 31, 2024:

Name of the Independent Directors	Position	Stakeholders Relationship Committee Meeting Dates				
		1	2	Held during Tenure	Attended	% of Attendance
		May 17, 2023	Jan 30, 2024			
Mrs. Latika Pradhan	Chairperson			2	2	100.00
Dr. V. Raghunathan	Member			2	2	100.00
Mr. Zarir Batliwala*	Member			2	2	100.00
Mr. Rajnarayan Ramakrishnan [#]	Member	NA		1	1	100.00
% Attendance		100%	100%			

Notes: means attended through Video Conferencing, means attended Physically, NA means Not Applicable

*Mr. Zarir Batliwala was the Member till Jan 30, 2024

[#]Mr. Rajnarayan Ramakrishnan was inducted as a Member of the Committee w.e.f. Jan 31, 2024

However, there has been changes in the Composition of the Stakeholders' Relationship Committee with effect from May 22, 2024. The same is detailed as below:

Type of Meeting	Date of the Meeting
Mr. Subramaniam Somasundaram	Chairman (Independent Director)
Mr. Narayan Ramachandran	Member (Independent Director)
Mr. Ashok Reddy	Member (Managing Director & CEO)

Objectives & Responsibilities of Stakeholders' Responsibility Committee:

1. Redressal of Shareholders'/Investors' Grievances;
2. Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
3. Issue of duplicate certificates and new certificates on split/ consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company or any other documents or information to be sent by the Company to its Shareholders;
5. Carrying out any other function as prescribed under Listing Obligations and Disclosure Requirements, Regulations, 2015 issued by SEBI; and
6. The Committee shall consider and resolve the grievances of the security holders of the listed

entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

Purpose of Stakeholders' Responsibility Committee:

The purpose of the Committee is to assist the Board and the Company to oversee the various aspects of interests of stakeholders of the Company.

Stakeholders' Responsibility Committee Policy:

In India, we are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Regulation 20 of the SEBI LODR Regulations mandate that listed companies adopt an appropriate SRC Committee policy. The Committee is guided by the Policy adopted by the Board, available on the Company's website, at https://group.teamlease.com/wp-content/uploads/2020/11/SRC-Terms-of-Reference_1.pdf.

Stakeholders' Responsibility Committee Governance Mechanism:

The Committee comprises three independent directors and performs the functions as required by:

- Section 178 of the Companies Act, 2013 and rules framed thereunder
- Regulation 20 of the Listing Regulations and other regulations and laws, as applicable
- Stakeholders Relationship Committee policy

Cases of non-acceptance by the Board of Directors, of any recommendation of the Stakeholders' Relationship

Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof: NIL

D. Corporate Social Responsibility (CSR) Committee

The CSR Committee is formed in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the relevant Rules. The CSR Committee meets at frequent intervals depending upon the requirements.

Objectives & Responsibilities of Corporate Social Responsibility Committee:

The primary objective of the Committee is to assist the Board in fulfilling its Corporate Social Responsibility. The Committee has overall responsibility for:

i. Identifying the areas of CSR activities.

- ii. Recommending the amount of expenditure to be incurred on the identified CSR activities.
- iii. Implementing and monitoring the CSR Policy from time to time.
- iv. Coordinating with TeamLease Foundation or other such agency in implementing programs and executing initiatives as per the CSR Policy of the Company.
- v. Reporting progress of various initiatives and in making appropriate disclosures on a periodic basis.
- vi. Other items / matters prescribed under applicable law or prescribed by the Board of Directors from time to time.

Corporate Social Responsibility Committee comprised of the following members of the Board prior to March 23, 2024:

Name of the Directors	Position	Corporate Social Responsibility Committee Meeting Dates				
		1 July 21, 2023	2 Mar 23, 2024	Held during Tenure	Attended	% of Attendance
Dr. V. Raghunathan	Chairman			2	2	100.00
Mrs. Latika Pradhan	Member			2	2	100.00
Mr. Mekin Maheshwari*	Member	LOA		2	1	50.00
Mr. Rajnarayan Ramakrishnan#	Member	NA		1	1	100.00
Mr. Manish Sabharwal@	Member	NA		1	1	100.00
% Attendance		67%	100%			

Notes: means attended through Video Conferencing, means attended Physically, NA means Not Applicable, LOA means Leave of Absence

*Mr. Mekin Maheshwari was the Member of the Committee till Mar 22, 2024. Thereafter, he was re-designated as a Chairman w.e.f Mar 23, 2024

#Mr. Rajnarayan Ramakrishnan was inducted as a Member of the Committee w.e.f Mar 23, 2024

@Mr. Manish Sabharwal was inducted as a Member of the Committee w.e.f Mar 23, 2024

However, there has been changes in the Composition of the Corporate Social Responsibility Committee with effect from March 23, 2024. The same is detailed as below:

Mr. Mekin Maheshwari	Chairman (Independent Director)
Mr. Rajnarayan Ramakrishnan	Member (Independent Director)
Mr. Manish Sabharwal	Member (Executive Vice Chairman & Whole Time Director)

Cases of non-acceptance by the Board of Directors, of any recommendation of the Corporate Social Responsibility Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof: NIL.

Details of Policy developed and implemented by the Company on its Corporate Social Responsibility (CSR) initiatives forms part of the Board's Report at Pages 109-111.

E. Risk Management Committee

In terms of Regulation 21 of SEBI LODR Regulations, 2015, the Company has constituted a Risk Management Committee. The composition of the Committee is in conformity with SEBI LODR Regulations, 2015.

Objectives & Responsibilities of Risk Management Committee:

The primary objectives of the Committee are to assist the Board in the following:

- i. To assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and external environment risks.
- ii. To monitor and approve the enterprise risk management framework and associated practices of the Company.

- iii. To periodically assess risks to the effective execution of business strategy by reviewing key leading indicators in this regard.
- iv. To periodically review the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- v. To evaluate significant risk exposures of the Company and assess the Management's actions to mitigate the exposures in a timely manner.
- vi. To evaluate risks related to cybersecurity and ensure appropriate procedures are in place to mitigate these risks in a timely manner.
- vii. To coordinate its activities with the audit Committee in instances where there is any overlap with audit activities.
- viii. To review and reassess the adequacy of the Charter periodically and recommend any proposed changes to the Board for approval.
- ix. To ensure access to any internal information necessary to fulfill its oversight role and obtain advice and assistance from internal or external legal, accounting or other advisors.

Risk Management Committee Governance Mechanism:

The Committee is comprised solely of Independent Directors and fulfills the requirements of:

- Risk Management Committee charter
- Regulation 21 of the Listing Regulations

The Committee meets at frequent intervals depending upon the requirements.

Risk Management Committee comprises of the following members of the Board as on March 31, 2024:

Name of the Directors	Position	Risk Management Committee Meeting Dates					Held during Tenure	Attended	% of Attendance
		1	2	3					
		July 19, 2023	Oct 13, 2023	Jan 30, 2024					
Mr. Subramaniam Somasundaram	Chairman					3	3		100.00
Mr. Ashok Reddy	Member					3	3		100.00
Mrs. Latika Pradhan	Member					3	3		100.00
Mr. Zarir Batliwala*	Member					3	3		100.00
Dr. V. Raghunathan	Member		LOA			3	2		67.00
Mr. Mekin Maheshwari	Member					3	3		100.00
Mrs. Meenakshi Nevatia	Member					3	3		100.00
Ms. Rituparna Chakraborty	Member					3	3		100.00
Mr. Rajnarayan Ramakrishnan#	Member	NA	NA			1	1		100.00
% Attendance		100%	87.50%	100%					

Notes: means attended through Video Conferencing, means attended Physically, NA means Not Applicable, LOA means Leave of Absence

*Mr. Zarir Batliwala was a Member till Jan 30, 2024

#Mr. Rajnarayan Ramakrishnan was inducted as a Member of the Committee w.e.f. Jan 31, 2024

However, there has been changes in the Composition of the Risk Management Committee with effect from May 22, 2024. The same is detailed as below:

Type of Meeting	Date of the Meeting
Mr. Narayan	Chairman
Ramachandran	(Independent Director)
Dr. V. Raghunathan	Member
	(Independent Director)
Mrs. Latika Pradhan	Member
	(Independent Director)
Mr. Rajnarayan	Member
Ramakrishnan	(Independent Director)
Mr. Subramaniam	Member
Somasundaram	(Independent Director)
Mrs. Meenakshi	Member
Nevatia	(Independent Director)
Mr. Mekin Maheshwari	Member
	(Independent Director)

Extracts of Terms of reference of Risk Management Committee Charter

The Risk Management Committee shall:

- review and guide Risk Management Policy of the Company.
- ensure that appropriate systems of control are in place, in particular, systems for risk management.
- ensure that, while rightly encouraging positive thinking, it does not result in over-optimism that either leads to significant risks not being recognized or exposes the Company to excessive risk.
- have ability to, step back to assist executive management by challenging the assumptions underlying risk appetite.

In adherence to the present regulatory mandates described herein above, the Risk Management Committee of the Board of Directors of the Company shall:

- Ensure an organization relevant and perpetual Risk Management framework for identifying, assessing, responding to, monitoring or controlling and reporting risks.
- Apply an organized, thorough approach to effectively anticipate and mitigate the probable or realistic risks that could endanger achievement of key objectives.
- Ensure systemic risk evaluation, categorization, and prioritization thereof to assign relative importance to identified risks to determine where appropriate management attention is required.
- Evaluate significant risk exposures of the Company and assess management's actions to mitigate

the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).

- Practice the highest level of control measures by installing mechanisms and tools, with involvement of all process-owners across the organization, to ensure that all applicable legal, regulatory, and business requirements are up-to-date and met.
- Develop alternative/ recommended courses of action for critical risks and control the probability of occurrence of the risk, keeping ready contingency plans for selected risks where the consequences of the risks are determined to be high.
- Review the activities, status, and results of the risk management process on a periodic and event-driven basis with appropriate levels of management and resolve issues i.e., gauging potential risk exposure and addressing the same with appropriate corrective action.
- Obtain, wherever required or desirable, the advice, opinion and assistance from outside legal, accounting, or other advisors, as necessary, to aid informed decision making.
- Co-ordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue) relating to risk management policy or practice.

The role and responsibilities of the Risk Management Committee shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time.

The policy is also uploaded on the website of the Company at <https://group.teamlease.com/wp-content/uploads/2021/04/7.-Risk-Management-Policy.pdf>.

Risk Management Committee Charter Framework:

Identify the risk

Rate and Quantify the risks on 'impact' and 'vulnerability' factor.

Develop mitigation plan for each risk with relevant efforts and result metrics.

Implement the risk mitigation plan post Board approval.

Monitor and Review the mitigation plans.

Cases of non-acceptance by the Board of Directors, of any recommendation of the Risk Management Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof: NIL.

XV. Details of Company Secretary and Compliance Officer

Ms. Alaka Chanda, bearing Membership Number F10911 is the Company Secretary and Compliance Officer of the Company since October 30, 2018.

The Shareholders may send their concerns to the Company Secretary at corporateaffairs@teamlease.com.

Role of the Company Secretary and Compliance Officer (CS & CO) in Overall Governance Process

Functions of the CS & CO are discharged by the Group Company Secretary. The CS & CO plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The CS & CO ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The CS & CO is primarily responsible to assist and advice the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements, to provide guidance to directors and to facilitate convening of meetings. The CS & CO interfaces between the management and regulatory authorities for governance matter.

XVI. Details of Shareholders Complaints received, solved and pending share transfers

The total number of complaints received and resolved during the year ended March 31, 2024, was one (1). There were no complaints outstanding as on March 31, 2024. The number of pending share transfers and pending requests for dematerialization as on March 31, 2024 were NIL. Shareholders/Investors Complaints and other correspondence are normally attended to within seven working days except where constrained by disputes or legal impediments. No investor grievances remained unattended/pending for more than thirty days as on March 31, 2024.

Complaints pending as on April 01, 2023	0
Complaints received during the year	1
Complaints resolved during the year	1
Complaints pending as on March 31, 2024	0

The above table includes Complaints received from SEBI SCORES and SMART ODR by the Company. SCORES is an online platform designed by SEBI to help investors to lodge their complaints pertaining to securities market against listed companies and/or listed intermediaries. The SMART ODR Portal is a platform designed to enhance investor grievance redressal by enabling investors to access Online Dispute Resolution Institutions for the resolution of their complaints. The SMART ODR Portal has been setup by the seven Market Infrastructure Institutions (MII's) together with the participation of reputed ODR Institutions.

XVII. Remuneration to Directors

A. Remuneration Policy:

Your Company has a well-defined policy for remuneration of the Directors, Key Management Personnel(s) (KMP(s)) and other Employees. The policy is furnished as **Annexure IV** to Board's Report.

The Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our Business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and incentive (variable component) to its Executive Directors. Annual increments are decided by the Nomination and Remuneration Committee within the prescribed limit mentioned in Schedule V of Companies Act, 2013 and the same is effective from April 01, each year. The Nomination and Remuneration Committee decides on the incentive payable to the Executive Directors out of the profits for the Financial Year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the Executive Directors.

The Executive Directors are the employees of the Company and are subject to service conditions as per the Company policy. There is no provision for payment of severance fees to Executive/ Non-Executive Directors. Independent Directors are paid sitting fees and are not subject to any notice period and severance fees.

B. Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non-Executive Directors are paid Sitting Fees for each Meeting of the Board or Committee as attended by them. The Non-Executive Director/Independent Directors do not have any material pecuniary relationship or transactions with the Company.

During the year 2023-24, the Company paid sitting fees of ₹ 1,00,000 per Board Meeting and ₹ 80,000 for the Committee Meetings to Independent Directors for attending meetings of the Board and Committees. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

During the year, there were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has

not granted any stock options to its Executive or Non-Executive Directors/ Independent Directors.

C. Remuneration to Executive Directors

The appointment and remuneration of Executive Director i.e., Chairman and Managing Director is governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Shareholders of the Company and Agreement executed between them and the Company. The remuneration package of Chairman and Managing Director comprises of salary, perquisites and allowances, and contributions to Provident and other Retirement Benefit Funds as approved by the Shareholders at

the General Meetings. Annual increments are linked to performance and are decided by the Nomination and Remuneration Committee and recommended to the Board for approval thereof. The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high calibre talent. The Nomination and Remuneration Policy is displayed on the Company's website viz. https://group.teamlease.com/wp-content/uploads/2020/11/TeamLease_Nomination_and_Remuneration_Policy.pdf. Presently, the Company does not have a stock options scheme for its Directors.

Details of remuneration paid to Executive Directors of the Company presented below:

Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Ashok Reddy, Managing Director & CEO	Mr. Manish Sabharwal, Whole Time Director & Executive Vice Chairman	Ms. Rituparna Chakraborty*, Non-Executive Non-Independent Director	
		₹ in Crores			
1	Gross Salary	0.81	0.65	0.63	2.09
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Fixed Component)	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify (Variable Component - Performance Pay)	-	-	-	-
	Total (A)	0.81	0.65	0.63	2.09
	Ceiling as per the Companies Act, 2013				10.87

Note: Gross Salary mentioned in the table is the amount accrued during the FY 2023-24.

*Ms. Rituparna Chakraborty's role transitioned from Executive Director to Non-Executive Non-Independent Director of the Company w.e.f. June 01, 2023.

D. Service Contracts, Notice and Severance Fees

As on date of this report, the Board comprised ten members including two Executive Directors, seven Non-Executive Independent Directors and one Non-Executive Non-Independent Director. The Executive Directors are the employees of the Company and are subject to service conditions as per the Company's Policy.

E. Criteria for making payment to Non-Executive Directors

The criteria of making payment to the Non- Executive Directors is based on the varied roles played by them towards the Company. The Company seeks their expert advice on various matters in general management, strategy, business planning, finance,

science, technology or intellectual property. It is not just restricted to corporate governance or outlook of the Company but they also bring along with them significant professional expertise and rich experience across the wide spectrum of functional areas such as technology, corporate strategy, finance and other corporate functions. As on the date of reporting, the Company pays Sitting fees to Independent Board Members of ₹ 1,00,000 per Board Meeting attended and ₹ 1,00,000 per Committee meeting attended. Sitting fees is the fixed component and currently there are no performance linked incentives for Non- Executive Board Members. The Company has not paid any commission to any of its Directors. The Managing Director & Whole Time Director draw remuneration

only from the Company and do not receive any remuneration or commission from any of its Subsidiary companies / holding Company. Further, none of the Subsidiaries of the Company has paid any commission/remuneration to any of the Directors of the Company.

F. Disclosure of relationships between Directors inter-se

There is no inter-se relationship between any Directors.

XVIII. General Body Meetings

I. General Meeting

A) Annual General Meeting ("AGM"):

The date, time and location of Annual General Meetings held during the last three years and the special resolutions passed are as follows:

Financial Year	Date	Time	Venue	Special Resolution(s) Passed
2020-21	September 03, 2021	03:00 P.M. IST	Meeting held through Video Conferencing/ Other Audio Visual Means and the deemed venue of the AGM is TeamLease Registered Office at Bangalore.	1. To amend the TeamLease Services Limited - Employee Stock Appreciation Rights (ESAR) Plan 2019 adopted by the Company at the Nineteenth (19 th) AGM of the Company held on August 23, 2019.
2021-22	September 16, 2022	03:00 P.M. IST	Meeting held through Video Conferencing/ Other Audio Visual Means and the deemed venue of the AGM is TeamLease Registered Office at Bangalore.	NIL
2022-23	September 15, 2023	03:00 P.M. IST	Meeting held through Video Conferencing/ Other Audio Visual Means and the deemed venue of the AGM is TeamLease Registered Office at Bangalore.	1. To approve remuneration of Mr. Ashok Reddy (DIN: 00151814), Managing Director of the Company

B) Postal Ballot conducted during the year 2023-24

The Postal Ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Shareholders are provided the facility to vote either by physical ballot or through e-voting. The postal ballot notice is sent to shareholders as per the permitted mode wherever applicable. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013.

Shareholders holding equity shares as on the cut-off date may cast their votes through e-voting or through Postal Ballot during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman and the results of voting by Postal Ballot are announced within 2 working days of conclusion of the voting period. The results are displayed on the website of the Company (<https://group.teamlease.com/>) and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agents. The resolutions, if passed by the requisite majority, are deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

In view of the COVID-19 pandemic, the MCA permitted companies to transact items through Postal Ballot as per the framework set out in MCA Circulars. In accordance with the aforementioned circulars, e-voting facility was provided to all the Shareholders to cast their votes only through the remote e-voting process as per notice of Postal Ballot dated November 08, 2023, for 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. The aforesaid resolutions were duly passed and the results of Postal Ballot/e-voting were announced on January 08, 2024. The Board has appointed Mukesh Siroya, M Siroya and Company, Practising Company Secretary bearing CP No. 4157; M. No. F. 5682, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Resolution	No. of Votes Polled	No. of Votes Cast in Favour	No. of Votes Cast Against	% of Votes Cast in Favour on Votes Polled (Approx.)	% of Votes Cast Against on Votes Polled (Approx.)
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.	1,47,26,121	1,47,25,771	350	100.00	0.00

C) Remote E-Voting and Direct Voting at the Annual General Meeting

To allow the Shareholders to vote on the resolutions proposed at the Annual General Meeting, the Company has arranged for a remote E-Voting facility. The Company has engaged KFin Technologies Limited (formerly known as KFin Technologies Private Limited)(KFintech) to provide E-Voting facility to all the Shareholders. Shareholders whose names shall appear on the Register of Shareholders as on September 13, 2024 shall be eligible to participate in the E-Voting. The facility for direct voting will also be made available at the Annual General Meeting, and the Shareholders who have not already cast their vote by remote E-Voting can exercise their vote at the Annual General Meeting.

II. MEANS OF COMMUNICATION

1. Quarterly Results

The quarterly and year to date financial results of the Company are published in leading newspapers in India which include, Financial Express and Prajavani. The results are also displayed on the Company's website under <https://group.teamlease.com/investors/newspaper-publication/>.

2. News Releases, Presentations

Official news/Press releases are sent to the stock exchanges and also displayed on the Company's website <https://group.teamlease.com/investor/investor-press-release/>.

3. Presentations to Institutional Investors/ Analysts

Presentations are made to institutional investors and financial analysts on quarterly financial results of the Company. These presentations are also uploaded on the Company's website <https://group.teamlease.com/investor/investor-presentation/> and also sent to Stock Exchanges. The schedule of meetings with institutional investors/financial analysts are intimated in advance to the stock exchanges and disclosed on Company's website.

4. Website

The Company's website <https://group.teamlease.com/> contains a separate and dedicated section "Investors" wherein Shareholders information is available. The information such as press releases, notice of the Board meeting, revision in credit rating, clippings of newspaper publications etc., are uploaded on the website from time to time. The Company's Annual Report is also uploaded on the website in a user-friendly and downloadable form.

5. NSE Electronic Application Processing System (NEAPS)

NEAPS is a web based application designed by National Stock Exchange of India Limited for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases are electronically filed on NEAPS.

6. BSE Corporate Compliance & Listing Centre ('Listing Centre')

BSE Limited's 'Listing Centre' is a web based application designed for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases are electronically filed on the 'Listing Centre'.

7. SEBI Complaints Redress System (SCORES) and SMART ODR

The investor complaints are processed in a centralized web-based complaints redressal system. Centralised database of all complaints received, online upload of the Action Taken Reports (ATRs) by the Company and online viewing by investors of actions taken on the complaint and its current status are updated/ resolved electronically in the SEBI SCORES system.

The SMART ODR Portal is a platform designed to enhance investor grievance redressal by enabling investors to access Online Dispute Resolution Institutions for the resolution of their complaints.

The SMART ODR Portal has been setup by the 7 Market Infrastructure Institutions (MII's) together with the participation of reputed ODR Institutions.

8. Annual Report

The Annual Report circulated to Shareholders and others entitled thereto is disseminated to Stock Exchanges and is also uploaded on the Company's website.

XIX. General Shareholders Information

A. Annual General Meeting for FY 2023-24

In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") Circular No. 09/2023 dated September 25, 2023 read with Circular Nos. 10/2022 dated December 28, 2022, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and all other relevant Circulars and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 (hereinafter collectively referred to as "the Circulars"), companies are allowed to conduct their AGM through video conferencing (VC) or other

audio visual means (OAVM). Accordingly, your Company will be conducting the AGM through VC/OAVM facility. Shareholders can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM, and this mode will be available throughout the proceedings of the AGM.

During the live AGM, Shareholders may post their queries in the message box provided on the screen or may submit questions in advance on the email ID of the Company at corporateaffairs@teamlease.com. In case of any query and/or help, in respect of attending AGM through VC/OAVM, Shareholders may refer to the Help & Frequently Asked Questions (FAQs) and VC/ OAVM user manual available at the download Section of <https://evoting.kfintech.com/> (KFintech Website) or contact at corporateaffairs@teamlease.com, or contact Ms. Rajitha Cholleti / Mr. Premkumar Nair - Corporate Registry, KFintech at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032 or at the email ID einward.ris@kfintech.com or call KFintech's toll free No.: 1-800- 309-4001 for any further clarifications.

Day, date and time	Friday, September 20, 2024, at 03:00 P.M. IST
Venue	Video Conferencing/ Other Audio-Visual Means and the deemed venue of the AGM shall be TeamLease Registered Office at Bangalore
Financial Year	April 01, 2023 to March 31, 2024
Cut-off date for determining the names of Shareholders eligible to get Notice of Annual General Meeting	Friday, August 09, 2024
Cut-off date for determining the names of Shareholders eligible to vote	Friday, September 13, 2024
Remote E-Voting start time and date	Tuesday, September 17, 2024 (09:00 A.M. IST)
Remote E-Voting end time and date	Thursday, September 19, 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 (formerly known as KFin Technologies Private Limited) Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500032, India Contact detail: KFintech's toll free No.: 1-800-309-4001
Participation through Video-Conferencing	Shareholders can login from 02:45 P.M. IST on the date of AGM at https://emeetings.kfintech.com
Helpline Number for VC participation	Call KFintech's toll free No.: 1-800-309-4001
Submission of Questions / Queries Before AGM	Questions/queries are requested to be submitted 48 hours before the time fixed for AGM i.e., by 03:00 P.M. IST on September 18, 2024, by any of the following process: <ul style="list-style-type: none"> Email to corporateaffairs@teamlease.com mentioning name, demat account no./folio number, email ID, mobile number, etc. Members holding shares as on the cut- off date i.e., Friday, September 13, 2024, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/views/questions in the window provided, by mentioning name, demat account number/ folio number, email ID and mobile number.

Speaker Registration Before AGM	Visit https://emeetings.kfintech.com and click on "Speaker Registration" and register as Speaker until 48 hours before the time fixed for AGM i.e., from Monday, September 16, 2024 (09:00 A.M. IST) upto Wednesday, September 18, 2024 (03:00 P.M. IST).
Recorded transcript	Will be made available post AGM at https://group.teamlease.com/investor/annual-compliances/

B. Listing on Stock Exchanges:

Sl. No	Name of the Stock Exchange	Address of the Stock Exchange	Stock Code	ISIN
1.	National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400-051, www.nseindia.com	TEAMLEASE	INE985S01024
2.	BSE Limited	Floor 25, PJ Towers, Dalal Street, Mumbai – 400-001 www.bseindia.com	539658	

Payment of Listing Fees:

Annual listing fee for the Financial Year 2023-24 has been paid by the Company to BSE Limited and National Stock Exchange of India Limited, based on the Invoices received.

Payment of Depository Fees:

Annual Custody / Issuer fee is being paid by the Company within the due date based on invoices received from the Depositories.

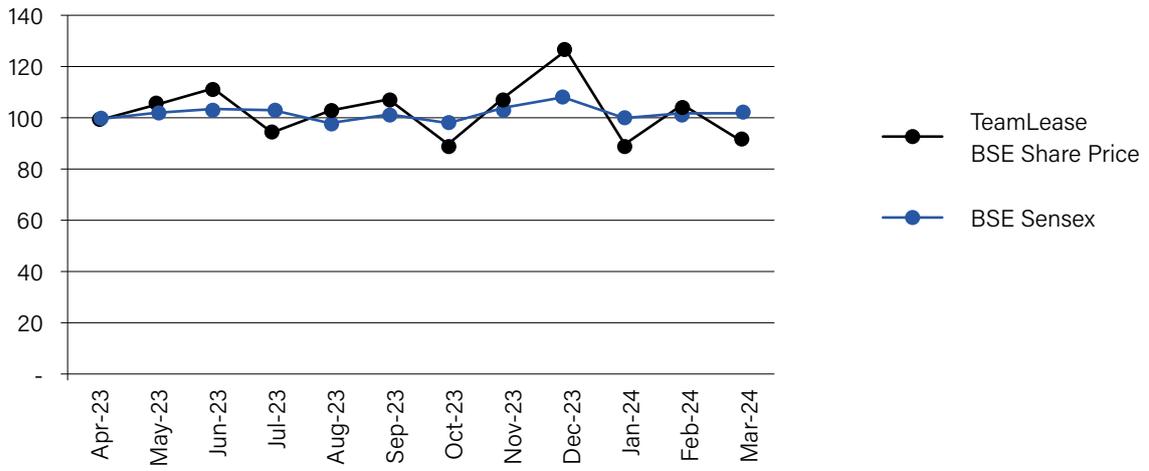
C. Market Price Data:

High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2023-24 on National Stock Exchange of India Limited and BSE Limited:

Month	NSE		Total number of equity shares traded	BSE		Total number of equity shares traded
	High (₹)	Low (₹)		High (₹)	Low (₹)	
Apr-23	2,203.10	2,129.80	4,89,290	2,203.35	2,125.50	11,618
May-23	2,316.50	2,028.50	10,35,038	2,322.05	2,031.70	42,659
Jun-23	2,493.15	2,149.95	11,46,267	2,484.20	2,149.40	1,01,733
Jul-23	2,488.75	2,315.10	4,27,689	2,482.50	2,312.05	25,159
Aug-23	2,434.10	2,192.70	7,48,300	2,436.80	2,191.85	1,56,938
Sep-23	2,690.60	2,453.45	8,68,641	2,688.80	2,452.90	2,01,294
Oct-23	2,644.80	2,346.20	5,40,139	2,650.65	2,338.45	90,314
Nov-23	2,634.60	2,325.70	6,68,206	2,635.35	2,326.70	22,100
Dec-23	3,202.50	2,436.30	21,17,897	3,206.05	2,435.60	73,424
Jan-24	3,265.30	2,791.75	10,06,192	3,285.90	2,791.70	2,12,823
Feb-24	3,179.95	2,947.10	9,80,118	3,200.45	2,939.45	23,530
Mar-24	2,971.75	2,714.20	7,61,754	2,966.15	2,717.45	17,757

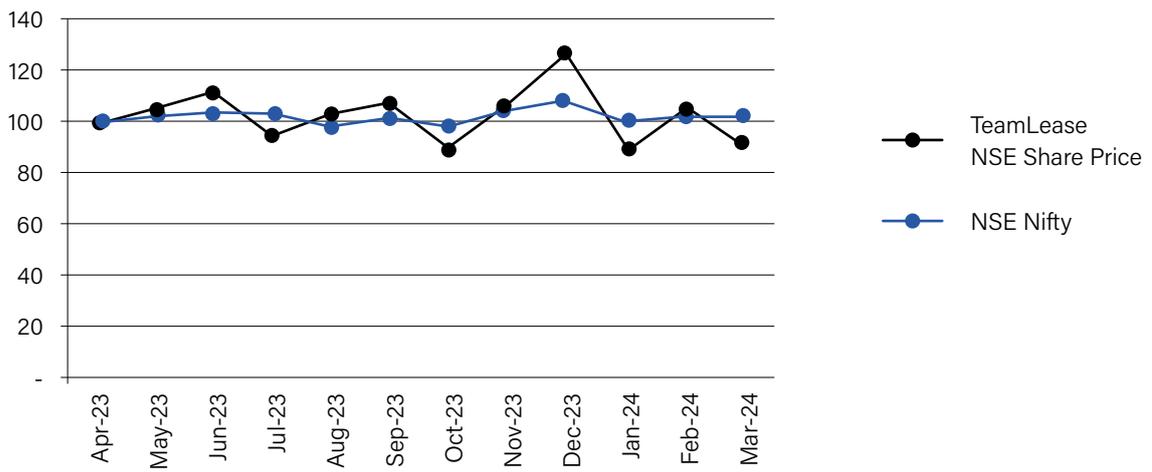
D. Performance of the share price of the Company in comparison to the BSE Sensex:

TeamLease Share Price and Sensex Movement



E. Performance of the share price of the Company in comparison to the NSE NIFTY:

TeamLease Share Price and NIFTY Movement



F. Registrar and Share Transfer Agent

The Company has appointed KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (KFinTech), as Registrars and Transfer Agents (R&T Agents) who are registered with SEBI as share transfer agents under Registration Number INR000000221 and the contact details are as follows:

KFin Technologies Limited (formerly known as KFin Technologies Private Limited), ('KFinTech') Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032. Telangana, India.

Toll Free Number: 1- 800-309-4001 Email: einward.ris@kfintech.com Website : www.kfintech.com

G. Share Transfer System

The matter connected with the share transfer/transmission and other related matters are being handled by Registrars and Transfer Agents located in the addressed mentioned above.

Share lodged for transfer are normally processed with 15 days from the date of lodgement, if the documents are clear in all respects.

All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Grievances received from the investors and other miscellaneous

correspondences relating to change of address, mandates, etc., are processed by KFinTech within 7 days.

In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

Certificates are being obtained and submitted to Stock Exchanges on half yearly basis, from a Company Secretary in practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Regulation 40(9) of SEBI LODR Regulations, 2015.

The Company as required under Clause 46 of the SEBI LODR Regulations, 2015, has designated the following email ID namely corporateaffairs@teamlease.com.

I. Shareholding as on March 31, 2024

a. Distribution of Equity Shareholding as on March 31, 2024:

Sl. No	Category (Shares)	No. of Shares	% To Holders	No. of Holders	% To Equity
1	1 - 500	3,69,771	97.91	18,297	2.21
2	501 - 1000	87,239	0.62	115	0.52
3	1001 - 2000	76,856	0.31	57	0.46
4	2001 - 3000	73,646	0.16	29	0.44
5	3001 - 4000	57,580	0.09	17	0.34
6	4001 - 5000	58,168	0.07	13	0.35
7	5001 - 10000	2,97,991	0.20	38	1.78
8	10001 - 20000	3,43,106	0.13	24	2.05
9	20001 - 50000	14,46,063	0.23	43	8.62
10	50001 - 100000	13,51,582	0.10	19	8.06
11	100001 & Above	1,26,06,898	0.19	36	75.18
TOTAL:		1,67,68,900	100.00	18,688	100.00

b. Category wise Shareholding as on March 31, 2024:

Category	Number of Equity Shares Held	% of Holding
Promoter & Promoter Group	53,00,481	31.61
Mutual Funds	53,49,490	31.90
FII/FPI	45,29,292	27.01
Financial Institutions/Banks/AIFs	59,610	0.36

Category	Number of Equity Shares Held	% of Holding
Retail (Individual/HUF/NRI)	11,23,704	6.70
Bodies Corporates	4,00,172	2.39
Clearing Shareholders	25	0.00
ESOP Trust	6,050	0.03
Trusts	76	0.00
Grand Total	1,67,68,900	100.00

c. Top Ten Equity Shareholders of the Company as on March 31, 2024

Sl. No	Name of the Shareholder	Number of Equity Shares Held	% of Holding
1	HR Offshoring Ventures Pte. Ltd.	39,91,586	23.80
2	NED Consultants LLP	11,77,153	7.02
3	Franklin India Smaller Companies Fund	5,53,887	3.30
4	T. Rowe Price International Discovery Fund	4,77,587	2.85
5	Mirae Asset Midcap Fund	4,40,962	2.63
6	Mirae Asset ELSS Tax Saver Fund	4,38,543	2.62
7	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Small Cap Fund	3,44,961	2.06
8	Goldman Sachs Funds - Goldman Sachs India Equity Portfolio	3,31,661	1.98
9	Franklin India Flexi Cap Fund	3,00,000	1.79
10	HDFC Trustee Company Limited - HDFC Tax Saver Fund	3,00,000	1.79

d. Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form on National Stock Exchange of India Limited and BSE Limited. Equity Shares of the Company representing 99.99% of the Company's Equity Share Capital are dematerialized as on March 31, 2024.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE985S01024.

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant ("DP").
- Shareholders should submit the Dematerialization Request Form ("DRF") along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number ("DRN").

- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents ("RTA"), i.e. Link Intime India Private Limited.
- RTA will process the DRF and update the status to DP/depositories.
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.
- As required under SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 and to enhance ease of dealing in securities markets by investors, listed companies are required to issue securities in dematerialized form only. As per the referred circular Form ISR-4 required to be submitted by securities holder/claimant has been hosted on the website of the Company at <https://group.teamlease.com/investors/physical-security-holders/>. The Company has further authorised its RTA to issue 'Letter of confirmation' in lieu of physical securities certificate(s) within 30 days of its receipt of such request after removing objections and complied with other requirements as stated in the Circular.

Consolidation of Folios and Avoidance of Multiple Mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, Shareholders who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Shareholders may write to the RTA indicating the

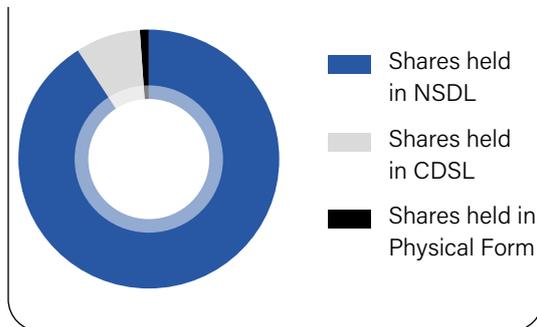
folio numbers to be consolidated along with the original share certificates.

Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

e. Shares held in dematerialized status as on March 31, 2024

Status of Dematerialisation	No. of Shares	% of Total Shares
Shares held in NSDL	1,53,57,496	91.58
Shares held in CDSL	14,10,503	8.41
Shares held in Physical Form	901	0.01



XX. Other Disclosures:

i. Materially Significant Related Party Transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI LODR Regulations, 2015 during the Financial Year were on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the Financial Year. Related Party Transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval. As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing

with Related Party Transactions. None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis. The Board of Directors has approved a policy for Related Party Transactions which has been uploaded on the Company's website at the following link <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Policy-on-Related-Party-Transaction.pdf>.

ii. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

The Company has complied with the requirements of the Stock Exchanges or SEBI on matters related to Capital Markets, as applicable, during the last three years. No penalties or strictures have been imposed on the Company.

iii. Whistle Blower Policy / Vigil Mechanism

The Company has adopted a Whistle Blower and Vigil Mechanism Policy as defined under Regulation 22 of SEBI LODR Regulations, 2015 and Section 177 (9) & (10) of Companies Act, 2013, for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairperson of the Audit Committee. The said policy has been also put up on the website of the Company at the following link <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf>

iv. Compliance with mandatory requirements of the SEBI LODR Regulations, 2015 read with its Amendments

Details of compliance with mandatory requirements and adoption of non-mandatory requirements:

The Company has adhered to all the mandatory and non mandatory requirements of Regulation 27 of the SEBI Regulations relating to Corporate Governance. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations is as under:

- The Financial Statements of the Company are with unmodified audit opinion
- The Internal Auditor reports to the Audit Committee

v. Determination of the material Subsidiary

The Company has framed the policy on determination of the material Subsidiary and

accordingly none of the Subsidiaries of the Company fall within the ambit prescribed by the material Subsidiary policy for the year under review. The policy is also posted in the website of the Company with the following link https://group.teamlease.com/wp-content/uploads/2021/04/4.-TeamLease_Policy_for_determining_Material_Subsidiaries-1.pdf.

All the Subsidiary companies of the Company are managed by their respective Boards having the rights and obligations to manage these companies in the best interest of respective stakeholders. The Company nominates its representatives on the Board of Subsidiary companies and monitors performance of such companies, inter alia, by reviewing;

- Financial Statements, the investment made by the unlisted Subsidiary companies, statement containing all significant transactions and arrangements entered by the unlisted Subsidiary companies forming part of the financials being reviewed by the Audit Committee of the Company on a quarterly basis.
- Minutes of the meetings of the unlisted Subsidiary companies, if any, are placed before the Company's Board regularly.
- Providing necessary guarantees, letter of comfort and other support for their day-to-day operations from time-to-time.

vi. Policy pertaining to determination and disclosure of the material events/information

The Board of Directors in their meeting held on November 08, 2023 has approved the policy pertaining to determination and disclosure of the material events/ information. Accordingly any such material events/ information will be disclosed to the concerned either by Managing Director or Chief Financial Officer or Company Secretary. The policy on determination and disclosure of material events/ information is posted in the website of the Company with the following link https://group.teamlease.com/wp-content/uploads/2021/04/Materiality-Policy_Amended-3.pdf.

vii. Reconciliation of Share Capital Audit

Mr. Mukesh Siroya, M Siroya and Company, Practicing Company Secretary, Mumbai carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The

audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

viii. Code of Conduct

The members of the Board and senior management personnel have affirmed the compliance with Code of Conduct applicable to them during the year ended March 31, 2024. The **Annexure I** of the Corporate Governance Report contains a certificate by the Managing Director in terms of SEBI LODR Regulations, 2015 on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

ix. Subsidiary Companies

The Company does not have any material non-listed Indian Subsidiary as defined under Regulation 24 of the SEBI Regulations during the year under review.

The Audit Committee reviews the Consolidated Financial Statements of the Company and the investments made by its unlisted Subsidiary companies. The minutes of the Board Meetings along with a report on significant developments of the unlisted Subsidiary companies are periodically placed before the Board of Directors of the Company.

x. Conflict of Interests

Each Director informs the Company on an annual basis and whenever this change in interest about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

xi. Compliance with Secretarial Standards

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

xii. Code for Prohibition of Insider Trading Practices

The Company has formulated a comprehensive Code of Conduct for Prevention of Insider Trading for its designated persons/ employees/ directors, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Directors, officers, designated persons and other connected persons of the Company are governed by the above said Code.

The Code of Conduct for Prohibition of Insider Trading (Insider Trading Code) was updated to commensurate with the existing organisation structure and changes in regulatory environment. The revised Insider Trading Code was adopted by the Board at its meeting held in May 22, 2024. The Insider Trading Code lays down procedures to be followed and disclosures to be made while trading in the Company's shares. The Insider Trading Code restricts the connected persons, who are designated as such under the Insider Trading Code, from disclosing any price sensitive information and imposes strict confidentiality obligations on persons who have access to any price sensitive information in relation to the Company. It also prohibits the designated person from dealing in shares of the Company who is in possession of unpublished price sensitive information, forward contracts, derivatives, portfolio management schemes, amongst the others.

In order to ensure rigour of the Insider Trading Code, the employees were familiarised with the revised Insider Trading Code through training programmes and other periodical communications. The employees were also sensitised on ways to handle price sensitive information and information confidentiality.

xiii. MD / CFO Certification

The Managing Director (MD) and Chief Financial Officer (CFO) of the Company have furnished to the Board, the requisite Compliance Certificate under Regulation 17(8) of SEBI LODR Regulations, 2015 for the Financial Year ended March 31, 2024. The annual certificate given by the MD and the CFO is published in this Report as **Annexure II** of this Corporate Governance Report.

The MD and CFO have also given quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of SEBI LODR Regulations, 2015.

xiv. Policy for Prevention, Prohibition & Redressal Sexual Harassment of Women at Workplace

Pursuant to the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, your Company has a policy and framework for employees to report sexual harassment cases at workplace and our process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization.

xv. Policy for Preservation of Documents

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the

Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

xvi. Policy for Determining Materiality of Events

The Company has adopted a Policy for Determining Materiality of Events / Information as defined under Regulation 30 of the SEBI Regulations. The said policy has been put on the Company's website viz. <https://group.teamlease.com/wp-content/uploads/2021/04/Materiality-Policy-Amended-3.pdf>. The Policy was last updated on November 08, 2023.

xvii. Dividend Distribution Policy

The Company has adopted Dividend Distribution Policy as defined under Regulation 43A of the SEBI Regulations. The said policy has been put on the Company's website viz. <https://group.teamlease.com/wp-content/uploads/2021/04/Dividend-Distribution-Policy.pdf>.

xviii. Policy for Determination of Legitimate Purposes pertaining to Unpublished Price Sensitive Information

The Company has formulated a comprehensive Policy for Determination of Legitimate Purposes This Policy is formulated pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as inserted by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 for determination of legitimate purpose of for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any. This Policy was implemented from January 29, 2019, the date of approval by the Board of Directors.

The Policy is also hosted on the website of the Company at <https://group.teamlease.com/wp-content/uploads/2021/04/Policy-Legitimate-Purpose-Determination-1.pdf>.

xix. Policy on enquiry of leak of Unpublished Price Sensitive Information

The Company has formulated a comprehensive Policy for enquiry of leak Unpublished Price Sensitive Information. This Policy is formulated as per requirement of Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as inserted by SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018 for enquiry procedure in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information. This Policy was implemented from January 29, 2019, the date of approval by the Board of Directors.

The Policy is also hosted on the website of the Company at <https://group.teamlease.com/wp-content/uploads/2021/04/Policy-Enquiry-of-Leak-of-UPSI-1.pdf>.

xx. Disclosures regarding appointment or re-appointment of Directors

As per the Companies Act, 2013, at least two thirds of the Board should consist of retiring Directors, of these, at least one third are required to retire every year.

Ms. Rituparna Chakraborty (DIN: 07332241), Non-Executive Non-Independent Director of the Company, being the longest in the office, retires by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment as a Director. The detailed profile of the above director is provided as part of the Notice of the Annual General Meeting of the Company.

xxi. Accounting Treatment in Preparation of Financial Statements

In the preparation of the Financial Statements, the Company has followed existing Indian Accounting Standards. (Ind AS) The significant accounting policies which are consistently applied have been set out in the notes to the Financial Statements.

xxii. Details of Unclaimed Shares/Dividends

The Company has not declared / paid any dividends, hence the question of unclaimed shares/dividend does not arise.

xxiii. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2024, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

xxiv. Details of utilization of funds raised through preferential allotment or qualified institutions placement

The Company has not raised any funds through preferential allotment or qualified institutions placement during the year under review.

xxv. There are no non-compliances of any requirements of Corporate Governance Report, as per sub- paras (2) to (10) of Schedule V Part C of the Listing Regulations.

xxvi. Commodity Price Risk or Foreign Exchange Risk and Hedging activities

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk and therefore no question

of hedging. The Company has not entered into foreign currency swap/ derivative transactions to cover the risk exposure on account of foreign currency transactions. Your Company follows the Accounting Policy and Disclosure Norms for swap/derivative transactions as prescribed by the relevant Regulatory Authorities and Accounting Standards from time to time. The foreign exchange exposure as on March 31, 2024 is NIL.

xxvii. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable, the Company does not have any unutilized fund for reporting of its utilization in terms of Regulation 32(7A) of Listing Regulations.

xxviii. A certificate from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice shall be made available for inspection at the Annual General Meeting.

xix. Cases where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year. The Board of Directors confirm that they have accepted all the recommendations received from all its Committees.

xxx. Total fees for all services paid by the listed entity and its Subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in Note 33 to the Standalone Financial Statements and Note 34 to the Consolidated Financial Statements under Other Expenses.

xxxi. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of number of complaints filed and disposed of during the year and pending as on March 31, 2024 is given in the Board's Report. The same is as tabled below:

Particulars	Numbers
No. of complaints pending at the beginning of the Financial Year 2023-24:	2
No. of complaints received during the Financial Year 2023-24:	19
No. of complaints disposed off during the Financial Year 2023-24:	18
No. of complaints pending at the end of the Financial Year 2023-24:	3*

*The number of cases pending as on March 31, 2024 were attended and resolved within the specified time period provided in Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

xxxii. Trading window closure for Financial Results is from the beginning of the quarter till 48 hours after the Unpublished Price Sensitive Information (UPSI) becomes generally available.

xxxiii. Risk Management

Business Risk Evaluation and Management is an ongoing process within the Company. The assessment is periodically examined by the Board.

xxxiv. Credit Rating

The Company continues to maintain its credit ratings.

Pursuant to Schedule V, Part C of SEBI LODR Regulations, 2015 read with Amendments thereof, it is informed that the Company continues to maintain its credit ratings.

The Credit Rating Information Services of India Limited (CRISIL) & Investment Information and Credit Rating Agency (ICRA) has continued to assign the ratings to the Company's various credit facilities and debt instruments during the Financial Year 2023-24 and they are as below:

Long-term Fund-based Facilities	₹ 150.00 Crores	Rated ICRA A (Stable)
Long-term – Non-fund Based Facilities	₹ 18.00 Crores	Rated ICRA A (Stable)
Short-term – Unallocated Limits	₹ 10.00 Crores	Rated ICRA A1
Bank loan rating for bank facilities	₹ 195.00 Crores	Long-term rating of CRISIL A/Stable and short-term rating of CRISIL A1 is assigned by CRISIL.

xxxvi. Branch Locations:

In view of the nature of the Company's business viz. Staffing Solutions and others, the Company operates from various offices in India. Details thereof are available at <https://group.teamlease.com/contact-us/>.

xxxvii. Address for Correspondence:

TeamLease Services Limited

CIN: L74140KA2000PLC118395

Registered Office of the Company:

315 Work Avenue Campus, Ascent Building, Koramangala Industrial Layout, Jyoti Nivas College Road, Koramangala, Bangalore- 560095, Karnataka, India.

E-mail ID: corporateaffairs@teamlease.com

Ph: (91-80) 6824 3333

Fax: (91-80) 6824 3001

Website: <https://group.teamlease.com/>

Corporate Governance & Compliance

Ms. Alaka Chanda

Company Secretary and Compliance Officer

Tel: +91 80 6824 3336

E-mail id: alaka.dhawan@teamlease.com

Financial Disclosure

Ms. Ramani Dathi

Chief Financial Officer

Tel: +91 80 6824 3332

E-mail id: ramani.dathi@teamlease.com

Investor Relations (Institutional Investors & Research Analysts)

Ms. Ramani Dathi

Chief Financial Officer

Tel: +91 80 6824 3332

E-mail id: ramani.dathi@teamlease.com

Registrar and Share Transfer Agents

KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (KFinTech)
(Unit: TeamLease Services Limited)

Registered Office

Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India.

E-mail id: einward.ris@kfintech.com

Website: www.kfintech.com

XXI. Request to Shareholders

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to serve them efficiently and avoid risks while dealing in securities of the Company.

A. Demat of Shares:

Shareholders are requested to convert their physical holding to demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.

B. Transfer of Shares:

SEBI amended Regulation 40 of SEBI LODR Regulations, 2015 vide Gazette notification dated June 08, 2018 which has mandated that transfer of securities would be carried out in dematerialized form only. These regulations shall come into force on the one hundred and eightieth day from the date of its publication in the Official Gazette. In this regard, the Company is required to take special efforts through their RTAs to send letter under Registered/Speed post to the holders of physical certificates appraising them about the amendment and sensitise them about the impact

of the regulation on the transfer of shares held by them in physical form w.e.f. December 05, 2018 and Company is in due compliance with such process. The Shareholders may continue to hold shares in physical form but transfer of shares will be in dematerialized form only.

However, in case of transfer of shares in physical mode till the effective date of the above amendment, Shareholders should fill up complete and correct particulars in the transfer deed for expeditious transfer of shares. Wherever applicable, registration number of power of attorney should also be quoted in the transfer deed at the appropriate place.

Shareholders, whose signatures have undergone any change over a period of time, are requested to lodge their new specimen signature to the R & T Agents duly attested by a bank.

In terms of SEBI's circular No. MRD/DoP/Cir-05/1009 dated May 20, 2009; it has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares to be held in physical mode.

In case of loss / misplacement of share certificate, Shareholders should immediately lodge a FIR/ Complaint with the police and inform the Company/ R & T Agents with original or certified copy of FIR/ acknowledged copy of complaint for making stop transfer of shares.

C. Consolidation of Multiple Folios:

Shareholders, who have multiple folios in identical names, are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

D. Registration of Nominations:

Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, provides facility for making nominations by Shareholders in respect of their holdings of shares. Such nomination greatly facilitates transmission of shares from the deceased shareholder to his/ her nominees without having to go through the process of obtaining succession certificate/ probate of will etc. Shareholders who have not availed nomination facility are requested to avail the same by submitting the nomination Form in SH-13. This form will be made available on request. Investors holding shares in demat form are advised to contact their DPs for making nominations.

E. Updation of Address:

Shareholders are requested to update their addresses and registered with the Company, directly through the R & T Agents to receive all communications promptly. Shareholders holding shares in electronic form are requested to deal only

with their DPs in respect of change of address and furnishing bank account number etc.

F. Shareholder voting:

Shareholders are requested to cast their votes on the Resolutions mentioned in the Notice of the Twenty Fourth (24th), Annual General Meeting of the Company by using any one of the following options:

1. Vote in advance of the Annual General Meeting through remote E-Voting process.
2. Vote directly during the Annual General Meeting.

G. Issuance of Securities in dematerialized form in case of Investor Service Requests

As an on going measure to enhance ease of dealing in securities markets by investors, it has been decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/ LAD-NRO/GN/2022/66 dated January 24, 2022) while processing the following service request.

- i. Issue of duplicate securities certificate
- ii. Claim from Unclaimed Suspense Account
- iii. Renewal / Exchange of securities certificate
- iv. Endorsement
- v. Sub division / Splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

In this regard, your Company has hosted the following forms on its website under the link <https://group.teamlease.com/investors/physical-security-holders/>.

- a. Form SH-13
- b. Form SH-14
- c. Forms ISR- 1, 2, 3, 4 and 5

XXII. Green Initiative in Corporate Governance

Rule 11 of the Companies (Accounts) Rules, 2014 permits circulation of Annual Report through electronic means to such of the Shareholders whose e-mail addresses are registered with NSDL or CDSL or the Shareholders who have registered their e-mail IDs with the Company to receive the documents in electronic form and physical copies to those Shareholders whose e-mail IDs have not been registered either with the Company or with the depositories.

To support this green initiative of the Government, Shareholders are requested to register their e-mail addresses, with the DPs, in case shares are held in dematerialized form and with the R & T Agents, in case the share are held in physical form and also intimate changes, if any in their registered e-mail addresses to the Company/DPs, from time to time.

XXIII. Compliance Certificate on Corporate Governance

Certificate received from Mr. Mukesh Siroya, M Siroya and Company, Practicing Company Secretaries, Mumbai (FCS No. 5682, CP No. 4157), having their office at A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066 confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 (3) read with Schedule V (E) of the SEBI LODR Regulations,

2015 for the Financial Year 2023-24 is annexed to this Corporate Governance Report as **Annexure III**.

XXIV. Secretarial Audit

The Company's Board of Directors appointed Mr. Mukesh Siroya, M Siroya and Company, Practicing Company Secretaries, Mumbai (FCS No. 5682, CP No. 4157), to conduct the secretarial audit of its records and documents for the Financial Year 2023-24. The Secretarial Audit Report confirms that the Company has complied with all applicable provisions of the Companies Act, 2013, Secretarial Standards, Depositories Act 1996, SEBI LODR Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

XXV. Details of Corporate Policies

Particulars Website Details/Links:

Policy/Code	Weblink
TeamLease Dividend Distribution Policy	https://group.teamlease.com/wp-content/uploads/2021/04/Dividend-Distribution-Policy.pdf
TeamLease Familiarization Policy	https://group.teamlease.com/investor/familiarization-programme-policies/
TeamLease Nomination and Remuneration Policy	https://group.teamlease.com/wp-content/uploads/2020/11/TeamLease-Nomination-and-Remuneration-Policy.pdf
TeamLease Code of Conduct and Business Ethics	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf
TeamLease Learning and Development Policy	https://group.teamlease.com/wp-content/uploads/2020/11/TeamLease-Learning-and-Development-Policy.pdf
TeamLease Corporate Social Responsibility Policy	https://group.teamlease.com/reports/teamlease-corporate-social-responsibility-policy/
TeamLease Policy on Related Party Transactions	https://group.teamlease.com/wp-content/uploads/2024/04/TeamLease-Policy-on-related-party-transactions.pdf
TeamLease Policy for determining Material Subsidiaries	https://group.teamlease.com/wp-content/uploads/2021/04/4.-TeamLease-Policy-for-determining-Material-Subsidiaries-1.pdf
TeamLease Whistle Blower and Vigil Mechanism Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf
TeamLease Preservation of Documents and Archival Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Preservation-of-Documents-and-Archival-Policy_Final.pdf
TeamLease Prevention of Sexual Harassment Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Prevention-of-Sexual-Harrasment-Policy-Core-Employees-Version-3.4-8th-Feb-2021.pdf
TeamLease Code of Conduct for Prohibition of Insider Trading	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-for-Prohibition-of-Insider-Trading-2.pdf
TeamLease Anti-Bribery and Corruption Policy	https://group.teamlease.com/wp-content/uploads/2020/11/TeamLease-Anti-Bribery-and-Corruption-Policy.pdf
TeamLease Risk Management Policy	https://group.teamlease.com/wp-content/uploads/2021/04/7.-Risk-Management-Policy.pdf
TeamLease Policy on Board Diversity	https://group.teamlease.com/wp-content/uploads/2021/04/3.-POLICY-ON-Board-DIVERSITY.pdf
TeamLease Performance Evaluation of Directors Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Performance-Evaluation-of-Directors-Policy-2.pdf
TeamLease Policy on Determination of Legitimate Purposes for sharing of UPSI	https://group.teamlease.com/wp-content/uploads/2021/04/Policy-Legitimate-Purpose-Determination-1.pdf
TeamLease Policy on Inquiry Procedure in case of UPSI Leak	https://group.teamlease.com/wp-content/uploads/2021/04/Policy-Enquiry-of-Leak-of-UPSI-1.pdf

Policy/Code	Weblink
TeamLease Policy for Determination of Materiality for Disclosure of Events or Information	https://group.teamlease.com/wp-content/uploads/2021/04/Materiality-Policy_Amended-3.pdf
TeamLease Business Responsibility Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Business-Responsibility-Policy.pdf
TeamLease Code of Ethics for Directors	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Ethics-for-Directors.pdf
TeamLease Audit Committee Charter	https://group.teamlease.com/wp-content/uploads/2021/04/14-TeamLease-Audit-Committee-Charter-1.pdf
TeamLease Policy on Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Policy-on-Prohibition-of-Fraudulent-and-Unfair-Trade-Practices-relating-to-Securities-Market.pdf
TeamLease Human Rights Policy	https://group.teamlease.com/wp-content/uploads/2021/04/Human-Rights-Policy-Nov19-1-1.pdf
TeamLease SRC Terms of Reference	https://group.teamlease.com/wp-content/uploads/2020/11/SRC-Terms-of-Reference_1.pdf
TeamLease Investor Grievance Redressal Policy	https://group.teamlease.com/wp-content/uploads/2022/05/TeamLease-Investor-Grievance-Redressal-Policy.pdf

XXVI. The Disclosures of the Compliance with Corporate Governance Requirements Specified in Regulation 17 to 27 and Regulation 46(2) of SEBI LODR Regulations, 2015 read with its Amendments.

Sl. No	Particulars	Regulation No.	Regulations	Compliance Status (Yes/No/N.A.)
1	Board of Directors	17(1)	Composition and Appointment of Board	Yes
		17(2)	Meeting of Board of Directors and quorum	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation to Non-Executive Directors	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate by Chief Executive Officer and Chief Financial Officer	Yes
		17(9)	Risk Assessment & Management Plan	Yes
		17(10)	Performance Evaluation	Yes
		17(11)	Recommendation of Board for each item of special Business	Yes
2	Maximum Number of Directorships	17A	Directorships in listed entities	Yes
3	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
4	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19(4)	Role of the Committee	Yes
5	Stakeholders' Relationship Committee	20(1), (2) & (3)	Composition of Stakeholder Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
6	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	Yes
		21(4)	Role of the Committee	Yes
7	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employee, Adequate safeguards against victimization and Direct access to Chairperson of Audit Committee	Yes

Sl. No	Particulars	Regulation No.	Regulations	Compliance Status (Yes/No/N.A.)
8	Related Party Transaction	23(1), (5), (6), & (8)	Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions	Yes
		23(2) & (3)	Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transaction by the Committee periodically	Yes
		23(4)	Approval for Material Related Party Transactions	Yes
9	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA
		24(2), (3), (4), (5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	NA
10	Secretarial Audit	24 (A)	Annual Secretarial Audit Report and Annual Secretarial Compliance Report - Secretarial Audit Report of material unlisted Subsidiaries incorporated in India	Yes
11	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarisation of Independent Directors	Yes
		25(8 & 9)	Declaration from Independent Director that he / she meets the criteria of independence	Yes
12	Obligations with respect to Directors and Senior Management	25(10)	Directors and Officers insurance for all the Independent Director	Yes
		26(1)&(2)	Memberships & Chairmanship in Committees	Yes
			Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	Yes
		26	Disclosure of Shareholding by Non- Executive Directors	Yes
13	Other Corporate Governance Requirements	26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
		27(1)	Compliance of Discretionary Requirements	Yes
14	Disclosures on Website of the Company	27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
		46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various Committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
46(2)(h)	Policy for determining Material Subsidiaries	Yes		
	46(2)(i)	Details of Familiarisation Programmes imparted to Independent Directors	Yes	

XXVII. Adoption and Compliance with Discretionary Requirements

Adoptions of non-mandatory requirements of the SEBI LODR Regulations, 2015 read with its Amendments are also reviewed by the Board from time-to-time. The Company has duly fulfilled the discretionary requirements as prescribed in Schedule II Part E of the SEBI LODR Regulations, 2015.

Non-mandatory (discretionary) requirements under Regulation 27 of the SEBI LODR Regulations, 2015. The status of compliance with the non-mandatory requirements of the SEBI LODR Regulations, 2015 is provided below:

i) The Board

Mr. Narayan Ramachandran is the Non-Executive Chairman and Lead Independent Director of the Company. The requirement relating to maintenance

of office and reimbursement of expenses to him is applicable to the Company and the same been duly complied with.

Mr. Manish Sabharwal was the Whole Time Director & Executive Vice Chairman of the Company till March 31, 2022 and his re-appointment for a period of 5 years was approved by the Shareholders in the 22nd Annual General Meeting held on September 16, 2022. His appointment is valid till March 31, 2027.

Mr. Ashok Reddy is the Managing Director & CEO of the Company till August 31, 2025.

None of the Independent Directors of the Company is a non-independent director/ executive director of another Company on the Board of which any non-independent director/ executive director of the Company is an Independent director.

No person has been appointed or continues as an alternate director for an independent director of the Company.

ii. Shareholder Rights - furnishing of quarterly and half-yearly results:

The Company provides the copy of the quarterly and half-yearly results on receipt of a specific request from the Shareholders and the same are published in newspapers and uploaded on Company's website at <https://group.teamlease.com/investors/newspaper-publication/>.

iii. Modified Opinion(s) in Audit Report:

The Company strives to follow a regime of unmodified opinion of Auditors on Financial Statements. The Auditors have raised no qualification on the Financial Statements for Financial Year 2023-24 and the Auditor's Report on the Financial Statements is with an unmodified opinion.

iv. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:

The Chairman of the Board is a Non-Executive Director and not related to Managing Director or the Chief Executive Officer of the Company.

v. Reporting of Internal Auditors:

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditors who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee. which reviews the audit reports and suggests necessary action. Grant Thornton, Bangalore, the Internal Auditors of the Company, make presentations to the audit Committee on their reports on a quarterly basis.

vi. The Audit Report forms part of the Financial Statements enclosed in the Annual Report.

vii. Disclosures with respect to demat suspense account/ unclaimed suspense account: NIL.

viii. Subsidiaries:

The Audit Committee reviews the Financial Statements of the Subsidiary companies. During the year, the Board took on record the minutes of the Board meetings of the Subsidiary companies.

Annexure I-Corporate Governance Report

Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

DECLARATION PURSUANT TO REGULATION 26(3) OF THE SEBI REGULATIONS

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2024, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Ashok Reddy

Managing Director & CEO

DIN: 00151814

Place: Bangalore

Date: May 22, 2024

Annexure II-Corporate Governance Report

MD and CFO Certification

CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI REGULATIONS

To,
The Members,
TeamLease Services Limited

We, Ashok Reddy, Managing Director and Ramani Dathi, Chief Financial Officer of TeamLease Services Limited, to the best of our knowledge and belief, certify that:

- 1) We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's Report for the year ended March 31, 2024 and to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- 2) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 are fraudulent, illegal or violative of the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- 4) We have indicated to the auditors and the Audit Committee that:
 - a. There has not been any significant change in internal control over financial reporting during the year under reference;
 - b. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the Financial Statements; and
 - c. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Ashok Reddy

Managing Director & CEO

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Place: Bangalore

Date: May 22, 2024

Annexure III-Corporate Governance Report

Secretarial Auditor's Certificate on Corporate Governance

To,
The Members,
TeamLease Services Limited

We have examined the compliance of conditions of Corporate Governance by **M/s. TeamLease Services Limited ('the Company')** for the year ended on March 31, 2024, as stipulated in regulation 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

We have been requested by the Management of the Company to provide a certificate on compliance of Corporate Governance under the relevant provisions of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as amended from time to time.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **M Siroya and Company**
Company Secretaries

Mukesh Siroya

Proprietor

FCS No.: 5682

CP No.: 4157

UDIN: F005682F000417841

PR No.: 1075/2021

Date: May 22, 2024

Place: Mumbai

Business Responsibility and Sustainability Report

[As per Regulation 34(2)(f) of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 read with Amendments]

The prism through which companies are being looked at, is rapidly changing. In the recent period, the resilience of companies has been tested in terms of how they have been able to withstand the turmoil of the COVID-19 induced pandemic. The other issue taking centre stage is a Company's commitment towards Environmental, Social and Governance (ESG) parameters. Each Company's experience on dealing with the pandemic is different as is each Company's journey on ESG. For TeamLease Services Limited (TeamLease/Company), the pandemic has reiterated that there can be no greater security in life than having a job, a source of income. ESG links together all spheres of activity within TeamLease.

Due credit must be given to the Indian capital markets regulator, The Securities & Exchange Board of India (SEBI) for taking the lead in putting together the Business Responsibility & Sustainability Reporting (BRSR) framework. In response to the worldwide trends, SEBI, has adopted new sustainability reporting criteria as part of its ongoing efforts to improve ESG disclosures. This new, Business Responsibility and Sustainability Report (BRSR), reporting format intends to establish ties between a Company's financial outcomes and its ESG performance. This can help regulators, investors, and other stakeholders get a more accurate picture of a Company's overall stability, growth, sustainability and transparency. It is a comprehensive framework, which calls for more measurable, quantitative metrics to facilitate better benchmarking.

With effect from the Financial Year 2022-2023, ESG Reporting - as per guidelines provided by SEBI, India, i.e. Business Responsibility and Sustainability Reporting (BRSR) is mandated for the top 1000 listed companies (by market capitalization). The existing Business Responsibility Reporting (BRR) which is based on the National Guidelines for Responsible Business Conduct (NGRBCs) is succeeded by the BRSR. SEBI through a notification dated May 05, 2021 has discontinued the requirement of submitting BRR by listed companies after FY 2021-22. As per the notification, TeamLease is required to submit a new report on ESG parameters, namely Business Responsibility and Sustainability Report from FY 22-23 onwards.

At TeamLease, it was a collective decision to adopt the BRSR ahead of schedule from FY'22 onwards.

At TeamLease, we remain committed towards deepening our engagement with our stakeholders as we strive towards increasing Employment, Employability and E-workforce in the country.

As we all know, ESG- where E represents Environment; S represents Social and G represents Governance – These are the three core pillars to measure the sustainability, societal impact, and corporate governance, plus investment potential in a business/organization.

Key Elements of Sustainability and ESG:

Environmental	Social	Governance
<ul style="list-style-type: none"> Energy Use GHG Emissions Water Use Waste Generated Maintaining Biodiversity 	<ul style="list-style-type: none"> Gender Equality Labour Rights Diversity and Inclusion Human Rights Right to Education 	<ul style="list-style-type: none"> Transparent Governance Institutional Trust Risk Management Ethics and Compliance Board and Executive Diversity

At TeamLease, our ESG and Sustainability program is deeply influenced by our core values. It is informed by an understanding of industry benchmarks and standards, stakeholder feedback and materiality. In addition, the Spirit of TeamLease values exemplify being responsible, respect for people and integrity.

We believe that sustainability is everyone's responsibility. This responsibility permeates all levels, functions, and businesses, with many functions viewing themselves as crucial contributors to its success.

Creating value for stakeholders is the central reason for an organization's existence. At TeamLease, our stakeholders are essential partners in our journey; whether it is employees, investors, customers or suppliers, their voices shape our decisions. Our stakeholder engagement is based on the bedrock of trust and stewardship helping us navigate the social, environmental and economic landscape in ways that are mutually fruitful.

Our Stakeholders

Internal



Employees



Suppliers



Customers



Planet



Investors

External



Government and Policy
(through Industry Associations)



Communities and Civil Society

While the internal stakeholders have direct and operational/ business value chain impacts, the external stakeholders are part of the larger community and society in which we operate.



At TeamLease, we are committed to the Company's success with our purpose of helping India prosper.

Our Approach to ESG

We endeavour to provide a safe and healthy working environment, to use resources effectively and efficiently, and to be accountable and transparent regarding the impact of our activities. We also strive to exceed existing standards and stakeholder expectations, and actively contribute to industry best practices.

As India's leading people supply chain Company, we continue to formalize the employment needs of our clients and variabilize their costs in a dynamic environment. We are embracing our responsibility to help address some of the India's social, economic and environmental challenges. ESG performance is integral to delivery of our purpose, strategy and societal goals.

ESG	Strategy	Guiding Principles
Environmental	Optimize our use of resources and the beneficial social impact associated with our operations.	Respect human rights, promote an ethical, safe, and healthy work environment.
Social	Leverage our diverse team to actively drive our sustainability mission.	Foster an environment of trust and respect, where team members collaborate to drive Employment, Employability and E-workforce and are able to contribute to their full potential.
Governance	Collaborate with our stakeholders on sustainability initiatives. Ensure accountability and build trust through transparency in our business practices and operations.	Proactively assess risk and build resilience through robust governance systems, including appropriate goals and processes.

ESG Mission

Enabling a better, safer, more secure, and sustainable world through the following purpose(s) of TeamLease:

- Putting India to Work
- Making India Employable
- Enabling ease of doing business in India

Sustainable Development Goals (SDGs)

- Aim to end poverty in all its forms everywhere by creating more job opportunities
- Aim to ensure healthy lives and promote wellbeing for all at all ages
- Aim to ensure inclusive and quality education for all and promote lifelong learning
- Aim to achieve gender equality and empower all women and girls
- Aim to promote sustained economic growth, productive employment and decent work for all
- Aim to reduce inequality within and among countries

Our ESG Policies:

We work diligently to ensure that we approach our business from an ESG point of view while delivering long-term value for our stakeholders. Our Business Responsibility and Sustainability Policy influences the way we manage our Company and the way we interact with society at large. We have a long-standing commitment to operational sustainability, underscored by a history of continuous performance improvements. Our Policies to ensure smooth contribution to ESG are as below:

- Code of Conduct
- Whistle Blower and Vigil Mechanism Policy
- Anti-Corruption, Anti- Bribery Policy
- Human Rights, Diversity & Inclusion Policy
- Workplace Health & Safety Policy
- Corporate Social Responsibility (CSR) Policy
- Business Responsibility & Sustainability Policy

Our ESG strategy is aligned with and incorporated into the Company's long-term business strategy. TeamLease's Board of Directors has ultimate oversight responsibility for ESG matters. The full Board focuses on significant ESG matters, with Board Committees undertaking oversight of ESG issues relevant to their responsibilities, and then integrating Committee work on these issues in their reports to the full Board.

CONTENTS:

Our BRSR includes our response to questions on our practices and performance on key principles defined by Regulation 34 (2) (f) of the SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 covering topics across Environment, Governance, Social and Stakeholders relationships.

At TeamLease, sustainability is viewed as environmental and social responsibility, which allows the Company to deliver on stakeholder expectations. TeamLease continues to communicate the Company's obligations and performance to all its stakeholders through its BRSR. As a responsible corporate citizen, TeamLease continues to actively engage with all its stakeholders to drive their growth for all. The Company believes in accelerating India's transition to a knowledge economy and continues its efforts to create value for India by elevating the quality of life across the entire socio-economic spectrum.

This BRSR illustrates TeamLease's efforts towards creating enduring value for all its stakeholders in a responsible manner.

Section A	General Disclosures
Section B	Management and Process Disclosures
Section C	Principle-Wise Performance Disclosures
Principle 1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable
Principle 2	Businesses should provide goods and services in a manner that is sustainable and safe
Principle 3	Businesses should respect and promote the well-being of all employees, including those in their value chains
Principle 4	Businesses should respect the interests of and be responsive to all its stakeholders
Principle 5	Businesses should respect and promote human rights
Principle 6	Businesses should respect and make efforts to protect and restore the environment
Principle 7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
Principle 8	Businesses should promote inclusive growth and equitable development
Principle 9	Businesses should engage with and provide value to their consumers in a responsible manner

Section A

General Disclosures

I. Details:

1	Corporate Identification Number (CIN) of the Company	L74140KA2000PLC118395
2	Name of the Company	TeamLease Services Limited
3	Year of Incorporation	February 02, 2000
4	Registered & Corporate Office Address	315 Work Avenue Campus, Ascent Building, Koramangala Industrial Layout, Jyoti Nivas College Road, Koramangala, Bangalore - 560095, Karnataka, India
5	Website	https://group.teamlease.com/
6	E-mail Id	corporateaffairs@teamlease.com
7	Telephone	+ 91 80 6824 3333
8	Name of Stock Exchange where Shares are listed	BSE Limited and National Stock Exchange of India Limited
9	Financial Year Reported	April 01, 2023 to March 31, 2024
10	Paid up capital	₹ 16,76,89,000/-
11	Name and contact details of the person who may be contacted in case of any queries on the BRSR	Ms. Alaka Chanda Company Secretary and Compliance Officer Ph: +91 80 6824 3336/ Fax: +91 80 6824 3001 Email ID: alaka.dhawan@teamlease.com
12	Reporting boundary	Disclosures made in this report are on a consolidated basis, unless otherwise specified.
13	Date of start of Financial Year	Start Date End Date
	Currecnt Financial Year	April 01, 2023 March 31, 2024
	Previous Financial Year	April 01, 2022 March 31, 2023
	Prior to Previous Financial Year	April 01, 2021 March 31, 2022

II. Sector(s) that the Company is engaged in (industrial activity code-wise):

National Industrial Classification (NIC)-Ministry of Statistics and Program Implementation.

NIC Code of the Product/Service	Description
78100	Activities of employment placement agencies
78200	Temporary employment agency activities
78300	Human Resources provision and management of human resource

III. Key Services that the Company manufactures/provides (as in Balance Sheet):

Sl. No.	Services	% Of Turnover
a.	Temporary Staffing	98.90
b.	Other HR	0.39
c.	Other Income	0.71

IV. Total number of locations where business activity is undertaken by the Company:

a.	Number of International Locations	None
b.	Number of National Locations	13

V. Markets served by the Company: PAN India

VI A brief on types of customers

TeamLease Services Limited is India's leading provider of people supply chain solutions. In our journey towards 'Putting India to Work,' we are committed to providing end-to-end comprehensive solutions that help clients optimize work and productivity. Our products and services comprise a bouquet of services that span the employment ecosystem to support the 3Es of Employment, Employability, and E-Workforce. We are adept in strategic sourcing, matching, hiring, and training, along with capability and compliance management solutions. Over the course of the past two decades, we have delivered a diverse range of solutions to more than 3,500 employers representing various sectors, such as Automobile, Retail, E-Commerce, Electronic Systems, FMCG, IT, GCCs, Telecom, Textile, etc.

VII. Financial Details of the Company:

₹ in Crores

Sl. No.	Particulars	2023-24	
		Standalone	Consolidated
1	Paid-up Capital	17	17
2	Total Turnover	8,501	9,368
	Revenue from Operations	8,441	9,322
	Other Income	60	46
3	Profit After Tax	106	113

VIII. Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): (Data presented below is on Standalone Basis)

1. Average net profit of the Company for last three Financial Years – ₹ 78.63 Crores
2. Prescribed CSR Expenditure – ₹ 1.57 Crores
3. Details of CSR spent during the Financial Year: Kindly refer to **Annexure V** of Board's Report forming part of this Annual Report.

The Company has a responsibility statement of the CSR Committee on the implementation and monitoring of CSR Policy that is enclosed to the Board's Report.

The responsibility statement of the CSR Committee on the implementation and monitoring of CSR Policy enclosed to the Board's Report, is replicated below:

Pursuant to the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, it is confirmed that the CSR Policy has implemented and monitored the CSR initiatives of the Company in line with the CSR objectives and CSR Policy of the Company.

IX. Employees:

A. Details as on March 31, 2024

Sl. No.	Particulars	Total Employees	Male		Female	
			No	%	No	%
1	Permanent	2117	1302	61.50	815	38.50
2	Other than permanent	237	184	77.64	53	22.36
3	Total	2354	1486	63.13	868	36.87

- All of 'TeamLease' workforce is categorized as 'Employees' and none as 'Workers'
- TeamLease does not specifically track the number of disabled employees. The Company gives equal opportunities and treats all employees at par with equal respect and dignity.

B. Participation/inclusion/representation of women

Particulars	Total	No. and percentage of Female	
		No	%
Board of Directors (TeamLease & Subsidiaries)	16	6	37.50
TeamLease Services Limited	10	3	30.00
Subsidiaries	6	3	50.00
Key Management Personnel (CS and CFO) (TeamLease & Subsidiaries)	2	2	100.00
TeamLease Services Limited	2	2	100.00
Subsidiaries	-	-	-

C. Turnover rate for permanent employees

Permanent Employees	FY24			FY 23			FY22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent	46.00%	43.00%	45.00%	55.00%	54.00%	55.00%	48.00%	51.00%	49.00%

X. Holding, Subsidiary and Associate Companies

a. As on March 31, 2024 the Company has 5 direct Subsidiaries.

Particulars of the Subsidiary companies are detailed in **Annexure II** of Board's Report - AOC-1.

Confirmation on Subsidiary Company/Companies participating in the BRSR Initiatives of the parent Company

Certain business responsibility initiatives in the area of ethics, transparency and accountability, sustainable use of resources and well-being of employees are being implemented in all the Subsidiary companies. The Subsidiaries of the Company are separate legal entities and follow BRSR initiatives as per rules and regulations as may be applicable to them.

b. Confirmation on participation in the BRSR initiatives of the Company by the Company/Companies (e.g. suppliers, distributors etc.) with whom the Company does business

The Company does not mandate its suppliers/distributors to participate in the Company's BRSR initiatives. However, they are encouraged to adopt such practices and to follow the concept of being a responsible business.

XI. BRSR Information

1. Details of Director/Directors responsible for BRSR

a) Details of the Director/Director(s) responsible for implementation of the BRSR Policy/ Policies:

The Corporate Social Responsibility (CSR) Committee of the Board of Directors is responsible for implementation of BRSR policies. The members of the CSR Committee are as follows:

Sl. No.	Name	DIN	Designation
1	Mr. Mekin Maheshwari, Chairman	03621431	Independent Director
2	Mr. Rajnarayan Ramakrishnan, Member	02545177	Independent Director
3	Mr. Manish Sabharwal, Member	00969601	Whole Time Director & Executive Vice Chairman

b) Details of the BRSR head:

Sl. No.	Name	Details
1	DIN	03621431
2	Name	Mr. Mekin Maheshwari, Chairman of CSR Committee
3	Designation	Independent Director
4	Telephone number	+91 80 6824 3333
5	Email ID	corporateaffairs@teamlease.com

XII. Transparency and Disclosures Compliances

- Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC) in the Financial Year are tabled below:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanisms in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY24			FY23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities and NGOs	Yes	-	-	-	-	-	-
Shareholders	Yes	-	-	-	-	-	-
Employees	Yes	-	-	-	-	-	-
Customers	Yes	-	-	-	-	-	-
Value Chain Partners / Suppliers	Yes	-	-	-	-	-	-
Others	Yes	-	-	-	-	-	-

Some of the policies guiding the Company's conduct with all its stakeholders, including grievance mechanisms are placed on the Company's website. The hyperlink is: <https://group.teamlease.com/investor/policies-and-guidelines/>.

In addition, there are internal policies placed on the intranet of the Company.

- Indicative material responsible business conduct and sustainability issues pertaining to Environmental and Social matters that present a risk or an opportunity to our business, rationale for identifying the same, approach to adapt or mitigate the risk alongwith its financial implications, is presented below:

Material Topics identified	Category	Indicate whether risk/opportunity R/O	The rationale for identifying risk/opportunity	In case of risk, the approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Sustainable & Responsible Financing	Environmental	O	Helps mitigate ESG risks, access new capital, cater to and tap emerging market trends, build reputation, and attract new clients.	N.A.	Positive
Climate Change Risks	Environmental	R	Physical risks and transition risks, including policy changes, technological advancements, and market shifts, can impact the value of assets and investments leading to potential financial losses.	Focus on sustainable finance well-diversified exposure.	Negative
Strong Economic Performance	Societal	O	Provides a basis for maintaining stability and generating positive momentum and long-term value for our stakeholders thus consolidating our leadership position.	N.A.	Positive
High Customer Satisfaction	Societal	O	Expands client base, increases client loyalty.	N.A.	Positive
Establishing Digital Leadership	Societal	O	Optimises internal workflows, improves efficiency, enables agility and adaptability to dynamic markets, provides enhanced customer experience, enables new offerings, and provides a competitive edge.	N.A.	Positive
Community-wellbeing	Societal	O	Builds positive brand perception, creates a more sustainable and inclusive society, and establishes strategic connections.	N.A.	Positive
Systematic Risk Management	Governance	O	Enhances vulnerability to economic downturns or market crashes, may lead to increased regulatory scrutiny, reputational damage, and a loss of investor confidence.	<ul style="list-style-type: none"> • Multi-layered risk management strategy. • Independent risk management function. 	Positive
Ensuring Compliance	Governance	O	Helps identify and address potential risks, avoid penalties, legal issues, and reputational damage; generating trust amongst stakeholders and thereby, contributing to overall stability.	N.A.	Positive

Material Topics identified	Category	Indicate whether risk/opportunity R/O	The rationale for identifying risk/opportunity	In case of risk, the approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Customer privacy and data security	Governance	R	Breach of customer privacy and data security systems could lead to a loss of reputation, a decline in customer confidence; and imposition of Legal and Regulatory fines.	Cyber security framework and information security program, strong governance around information security and data privacy.	Negative
Enhanced Transparency and disclosures	Governance	O	Builds investor confidence, ensures compliance with regulatory obligations, and strengthens market positioning and relationships with stakeholders.	N.A.	Positive
Robust Corporate Governance and Ethics	Governance	O	Essential in accomplishing the Company's goals, mitigating risks, building stakeholder trust, and maintaining business Continuity.	N.A.	Positive
Positive Employee Practices	Diversity & Inclusion	O	Boosts efficiency, reduces employee attrition, increases capabilities and creativity within the Bank, promotes diversity and enhances customer experience.	N.A.	Positive

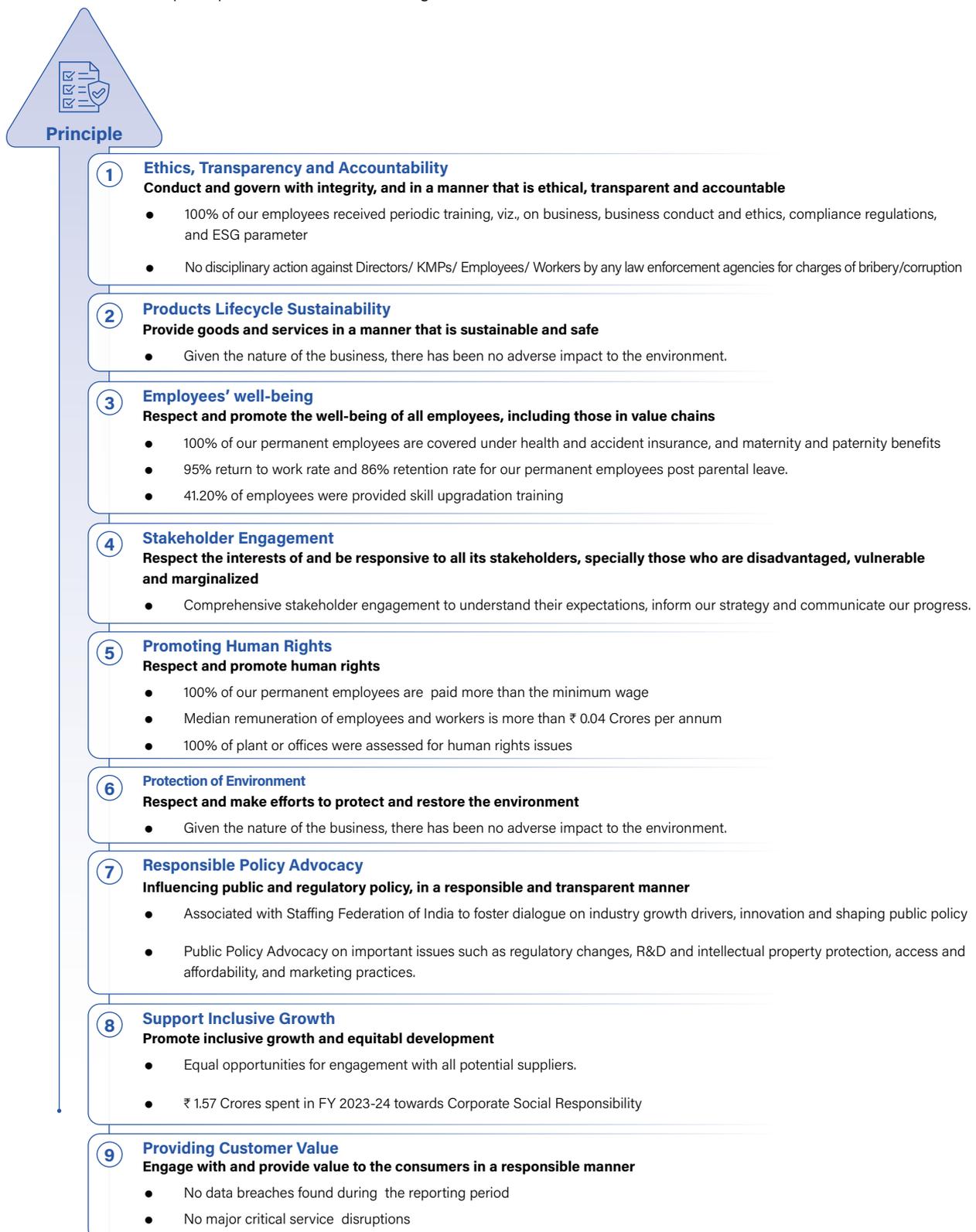
Section B

Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

I. Principle-wise (as per NVGs) BRSR Policy/Policies

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:



Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Status of Policy/Policies of the Company on all the nine principles	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Confirmation on the Policy/Policies being formulated in consultation with the relevant stakeholders.	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Confirmation on the Policy/Policies conforming to national/international standards. Specification in 50 words*	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Confirmation on the Policy/Policies being approved by the Board and signed by MD/ CEO/ appropriate Board Director.	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Confirmation on the Company having specified Committee of the Board/Director/Official to oversee the implementation of the policy/policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Weblink of the Policy/Policies	Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	Note 7	Note 8	Note 9
7	Confirmation that the Policy/Policies have been formally communicated to all relevant internal and external stakeholders.	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Confirmation on the Company having in-house structure to implement the Policy/Policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Confirmation on the Company having a grievance redressal mechanism to address stakeholders grievances related to Policy/Policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Confirmation on the Company having carried out independent audit/evaluation of the working of this policy by an internal or external agency.**	Y	Y	Y	Y	Y	Y	Y	Y	Y
11	Confirmation on the Company having translated the Policy/Policies into procedures.	Y	Y	Y	Y	Y	Y	Y	Y	Y

*The policies conform to the principles laid down in the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business and National Guidelines on responsible business conduct notified by Ministry of Corporate Affairs, Government of India.

**The Company is working on developing and improving its systems for evaluating the implementation of the policies. The policies are evaluated internally from time to time and updated whenever required.

Notes:

Note	Principle No.	Principle Description	Policy	Website Link
1	P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable	TeamLease Code of Conduct and Business Ethics TeamLease Prevention of Sexual Harassment Policy TeamLease Code of Conduct for Prohibition of Insider Trading TeamLease Anti-Bribery and Corruption Policy TeamLease Policy on Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market TeamLease Whistle Blower and Vigil Mechanism Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Prevention-of-Sexual-Harrasment-Policy-Core-Employees-Version-3.4-8th-Feb-2021.pdf https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-for-Prohibition-of-Insider-Trading-2.pdf https://group.teamlease.com/wp-content/uploads/2020/11/TeamLease_Anti-Bribery_and_Corruption_Policy.pdf https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Policy-on-Prohibiton-of-Fradulent-and-Unfair-Trade-Practices-relating-to-Securities-Market.pdf https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf

Note	Principle No.	Principle Description	Policy	Website Link
2	P2 Products Lifecycle Sustainability	Businesses should provide goods and services in a manner that is sustainable and safe	TeamLease Code of Conduct and Business Ethics	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf
3	P3 Employees' well-being	Businesses should respect and promote the well-being of all employees, including those in their value chains	TeamLease Prevention of Sexual Harassment Policy TeamLease Whistle Blower and Vigil Mechanism Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Prevention-of-Sexual-Harrasment-Policy-Core-Employees-Version-3.4-8th-Feb-2021.pdf https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf
4	P4 Stakeholder Engagement	Businesses should respect the interests of and be responsive to all its stakeholders	TeamLease Corporate Social Responsibility Policy TeamLease Whistle Blower and Vigil Mechanism Policy	https://group.teamlease.com/reports/teamlease-corporate-social-responsibility-policy/ https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf
5	P5 Promoting Human Rights	Businesses should respect and promote human rights	TeamLease Code of Conduct and Business Ethics TeamLease Whistle Blower and Vigil Mechanism Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf
6	P6 Protection of Environment	Businesses should respect and make efforts to protect and restore the environment	TeamLease Code of Conduct and Business Ethics	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf
7	P7 Responsible Policy Advocacy	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	Public Policy Advocacy Policy	The Company plays a strong role in public policy advocacy through regular engagement with external stakeholders including industry associates, government bodies and regulatory departments. Morefully described in Principle 7, Leadership Factors
8	P8 Support Inclusive Growth	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent	TeamLease Corporate Social Responsibility Policy TeamLease Whistle Blower and Vigil Mechanism Policy	https://group.teamlease.com/reports/teamlease-corporate-social-responsibility-policy/ https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf
9	P9 Providing Customer Value	Businesses should engage with and provide value to their consumers in a responsible manner	TeamLease Code of Conduct and Business Ethics TeamLease Whistle Blower and Vigil Mechanism Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-Policy.pdf

It has been the Company's practice to upload all policies on the intranet site for information and implementation by the internal stakeholders. However, Code of Conduct and Code of Conduct for Prohibition of Insider Trading being applicable to both internal and external stakeholders are available on the Company's website at <https://group.teamlease.com/investor/policies-and-guidelines/>.

II. GOVERNANCE, LEADERSHIP AND OVERSIGHT

Corporate Governance is an ethically driven business process that is committed to values, aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting Stakeholders' expectations.

A. Governance:

Corporate Governance of TeamLease is guided by:

- Accountability
- Transparency
- Fairness
- Competent Leadership and Management
- Empowerment

We have a transparent corporate structure, with:

- Approval rights of our general meeting of shareholders for any significant change in the identity or nature of our Company or business
- Each share of our common stock confers the right to cast one vote at the Annual General Meeting of shareholders
- Our directors are appointed for five-year terms and are elected or re-elected by the shareholders at the Annual General Meeting of shareholders
- We only have outstanding common stock. No priority, preference, or other shares with special voting rights are issued, and cannot be issued without majority shareholder approval.
- Any issuance of common or preference shares, for any reason, is subject to the approval of the Annual General Meeting of shareholders
- We allow special meetings of our shareholders to be called when requested, using the written request of shareholders holding at least 10% of our outstanding voting stock

B. Leadership:**Board of Directors**

TeamLease Group is committed to effective corporate governance that strengthens the accountability of the Board of Directors (Board) and Management. The Board is collectively responsible for the management, general, and financial affairs of TeamLease, as well as our policy and strategy. The Executive Director of the Board, who is also our Managing Director and Chief Executive Officer, is responsible for day-to-day management and operations of the Company.

Board Composition

The number of Executive and Non-Executive directors is determined by the Board based on the recommendation of Nomination and Remuneration Committee. Our directors have a wide variety of relevant skills, professional experience, and backgrounds. Their diverse viewpoints and varying perspectives help us represent the interests of all stakeholders.

Expertise

The Board, with the support of the Nomination and Remuneration Committee, maintains an appropriate balance with respect to the expertise, experience, and diversity on the Board. Evaluations of Board Composition consider a number of matters, including director independence, skill set, experience, expertise, and diversity, to ensure the Board remains effective and well-qualified. During FY 23-24, we inducted one new Director with relevant experience and expertise.

Diversity

The Board is committed to supporting, valuing, and leveraging diversity in its composition. This includes gender and ethnic/cultural diversity, to ensure a balance in representation.

Independence of the Board

TeamLease has two Executive Directors, seven Independent Directors and one Non-Executive Non-Independent Director, as detailed below in point b. The eight Non-Executive directors (80%), including the Chairman, are a combination of Independent and Non-Independent Directors under the applicable SEBI (LODR) Regulations, 2015. Our Board has an average tenure of approximately 5 years. However, there is no specific tenure for Non-Executive and Non-Independent Directors.

Mr. Narayan Ramachandran is also an Independent Director in TeamLease Digital Private Limited, Wholly-Owned Subsidiary of TeamLease.

Board Directorships and Board Memberships

Pursuant to Clause 17A of SEBI LODR Regulations, 2015, the directors of listed entities shall comply with the following conditions with respect to the maximum number of directorships, including any alternate directorships that can be held by them at any point of time

- (1) A person shall not be an Independent Director in more than seven listed companies.
- (2) Notwithstanding the above, any person who is serving as a Whole Time Director / Managing Director in any listed Company shall serve as an Independent Director in not more than three listed Company.

Pursuant to Clause 26 of SEBI LODR Regulations, 2015, a director shall not be a member in more than ten Committees or act as chairperson of more than five Committees across all listed Company in which he /she is a director which shall be determined as follows:

- a. the limit of the Committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities, and companies under Section 8 of the Companies Act, 2013 shall be excluded.
- b. for the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee alone shall be considered

Table on Board Directorships and Board Memberships of TeamLease Services Limited, taking into consideration Clause 17A and Clause 26 of SEBI LODR Regulations, 2015 as aforementioned:

Sl. No.	Name of the Directors	Category	No & Names of other Directorship(s) (in Listed Entities excluding TeamLease)	No & Names of Committee Membership excluding TeamLease	No & Names of Committee Chairmanship excluding TeamLease	Clause 17A compl-iance	Clause 26 compl-iance
1.	Mr. Narayan Ramachandran	Non-Executive Chairman & Lead Independent Director	-	-	-	Y	Y
2.	Mr. Manish Sabharwal	Whole Time Director & Executive Vice Chairman	-	-	-	Y	Y
3.	Mr. Ashok Reddy	Managing Director & CEO	-	-	-	Y	Y
4.	Mrs. Latika Pradhan	Independent Director	1 <ul style="list-style-type: none"> • Mafatlal Industries Limited 	3 Committee Membership <ul style="list-style-type: none"> • Mafatlal Industries Limited- Audit Committee • Fulford (India) Limited - Audit Committee • Atul Bioscience Limited - Audit Committee 	-	Y	Y
5.	Dr. V. Raghunathan	Independent Director	-	-	-	Y	Y
6.	Mr. Mekin Maheshwari	Independent Director	-	-	-	Y	Y

Sl. No.	Name of the Directors	Category	No & Names of other Directorship(s) (in Listed Entities excluding TeamLease)	No & Names of Committee Membership excluding TeamLease	No & Names of Committee Chairmanship excluding TeamLease	Clause 17A compliance	Clause 26 compliance
7.	Mrs. Meenakshi Nevatia	Independent Director	1 <ul style="list-style-type: none"> • Pfizer Limited⁶ 	1 Committee Membership <ul style="list-style-type: none"> • Pfizer Limited-Stakeholders' Relationship Committee 	-	Y	Y
8.	Mr. Subramaniam Somasundaram	Independent Director	1 <ul style="list-style-type: none"> • United Breweries Limited⁷ 	1 Committee Membership <ul style="list-style-type: none"> • Hosana Consumer Limited, Stakeholder Relationship Committee 	3 Committee Chairmanship <ul style="list-style-type: none"> • API Holding Limited, Audit Committee • United Breweries Limited, Audit Committee • Honasa Consumer Limited, Audit Committee 		
9.	Ms. Rituparna Chakraborty ⁸	Non-Executive & Non-Independent Director	-	-	-	Y	Y
10.	Mr. Rajnarayan Ramakrishnan ⁹	Independent Director	-	-	-	Y	Y

Notes:

- None of the Directors hold Directorships in more than 20 companies including 10 public limited companies and private companies which are either Subsidiary or holding Company of a public Company pursuant to Section 165 of the Companies Act, 2013.
- None of the Directors serve as Director or as an Independent Director ("ID") in more than 7 listed companies and none of the Executive Directors serve as ID's in more than 3 listed companies.
- None of the Directors hold membership in more than 10 Committees or chairpersonship of more than 5 Committees as required under Regulation 26 of the SEBI LODR Regulations, 2015.
- The Directorship/Committee membership is based on the disclosures received from the Directors as on March 31, 2024.
- No Director has any inter-se relationship with other Directors.
- Appointed on the Board of Pfizer Limited with effect from April 03, 2023.
- Appointed on the Board of United Breweries Limited with effect from June 04, 2023.
- Transitioned from the role of Executive Director to Non-Executive Non-Independent Director with effect from June 01, 2023.
- Appointed on the Board as an Independent Director w.e.f. November 08, 2023.
- Mr. Zarir Batliwala retired from the position of Independent Director with effect from end of business hours on March 28, 2024.

Core skills/expertise/competencies of the Board of Directors

Subject for Review	Review of principles undertaken by and frequency
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 Cybersecurity	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.

C. Oversight

1. The frequency with which the Board of Directors, Committee of the Board or CEO assess the BRSR performance of the Company

The BRSR performance of the Company is annually assessed. The Directors and Senior Management of the Company monitor various aspects of social, environmental, governance and economic responsibilities of the Company on a continuous basis. The Company's business responsibility performance is reviewed by the Board of Directors on an annual basis. An Independent Director is in charge of overall BRSR of the Company supported by the Management of the Company and its' Executive Directors. The BRSR performance of the Company is assessed by the following Committees of the Board:

- (i) the Audit Committee;
- (ii) the Corporate Social Responsibility Committee; and
- (iii) the Stakeholders Relationship Committee.

In addition, the Risk Management Committee also assesses risks pertaining to certain principles of BRSR as identified by the Internal Auditors of the Company.

2. Status of publishing BRSR by the Company, Hyperlink for viewing this report and Frequency of publishing BRSR Report.

Pursuant to Regulation 34 of SEBI LODR Regulations, 2015 (as amended from time to time), the Company publishes a BRSR as an Annexure to the Annual Report on an annual basis.

BRSR of the Company is available at the website of the Company at <https://group.teamlease.com/investor/teamlease-annual-report/>.

3. Details of review of the National Guidelines on Responsible Business Conduct (NGRBC)

Subject for Review	Review of principles undertaken by and frequency
Performance against policies and follow up action	As a practice, BRSR policies of the Company are reviewed periodically or on a need basis by department heads, business heads and Executive Directors. During this assessment, the efficacy of the policies is reviewed and necessary changes to policies and procedures are implemented.
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	The Company is in compliance with the extant regulations as applicable.
Details of independent assessment/ evaluation of the working of its policies by an external agency.	The processes and compliances, however, may be subject to scrutiny by internal auditors and regulatory compliances, as applicable. From a best practices perspective as well as from a risk perspective, policies are periodically evaluated and updated by various department heads, business heads and approved by the management or Board. An internal assessment of the workings of the BRSR policies has been done and in due course, the Company shall have an external assurance on the same.

III. Directors' Statement

TeamLease's key objective is to generate Employment, Employability and E-workforce in the country. The Company's focus on ESG parameters is best reflected through core values that are imbibed in all spheres of activity of the Company. The Company believes in meeting a critical social objective with an endeavour to provide job solutions across all income categories. Given the acute shortage of jobs in India the demand for formalisation of the job market in India is immense. The Company has been built on the founding principles of kindness, fairness, effectiveness and efficiency. The Company believes that sound principles of governance are a necessary tool for creating long-term value for all its stakeholders and to promote sustainability. TeamLease regards respect for human rights as one of its fundamental and core values. TeamLease undertakes its developmental and welfare activities directly. The Company recognises that climate change is not just an environmental issue but also a business risk. The Company is increasing its due diligence on ESG risks in its policies. Employee sensitisation on ESG risks is crucial. The Company discourages wasteful usage of natural resources.

IV. Details of review of NGRBCs by the Company:

Subject for Review	The review was undertaken by Director / Committee of the Board / Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - specified below)									
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9	
	Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y									
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y										Quarterly

Section C

Principle-Wise Performance Disclosures


 Principle 1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

TeamLease is committed to achieving the highest principles of integrity and ethics. Our Code of Conduct (COC / Code) outlines the Company's expected standards of ethical conduct and behavior. Our core values represent mutual respect, trust and personal growth for all. The Code of Conduct extends to employees at all levels and other individuals working with the Company, its Subsidiaries, associates, suppliers, service providers, channel partners and explicitly prohibits bribes, kickbacks, improper payments and direct them to ensure ethical business conduct.

The three pillars supporting the governance structure of the Company are as under:

- a. Ethics:** In consonance with the Regulation 17 of SEBI LODR Regulations, 2015 (as amended from time-to-time), the Company has adopted a "TeamLease Code of Conduct and Business Ethics" which mandates the Directors, Senior Management and Employees of the Company to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner.
- b. Transparency:** The Governance structure of the Company is further supported by a Whistle Blower and Vigil Mechanism Policy which serves as a tool for its directors and employees to report any genuine concerns about unethical behaviour, actual or suspected without fear of reprisal. The mechanism provides an avenue to stakeholders to raise concerns or violations pertaining to activities of the Company.
- c. Accountability:** In order to instil accountability amongst the employees of the Company and its Group Companies, TeamLease has in place an Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons. The Code serves a threefold objective of:
 - monitoring the trades of designated employees of the Company;
 - obligating the employees to handle price sensitive information of the Company on a need-to-know basis thereby avoiding leakage of information;
 - mandating the employees to restrict unauthorized access to any individual other than the intended recipient of the information.

A. Essential Indicators pertaining to Principle 1
I. Percentage coverage by training and awareness programmes on any of the principles during the Financial Year

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes	Mode
Board of Directors of TeamLease Services Limited	During the year, the Board of Directors of the Company spent approximately 20 hours on total 7 sessions on matters relating to an array of issues. In addition, a monthly chronicle is shared with all the Board Members apprising them on developments in the Company.	<ul style="list-style-type: none"> • Induction Programme for new Directors • Familiarisation Programme for Independent Directors consisting of Business/Functions updates, Regulatory Laws, Economy and Environmental, Social and Governance Parameters, Strategy, Risks, etc 	100% Board of Directors	Virtual as well as in-person

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes	Mode
Key Managerial Personnel (KMPs) of TeamLease Services Limited	During the year, the KMPs of the Company spent approximately 20 hours on total 16 sessions on matters relating to an array of issues. In addition, KMPs being the employees also undergo structured training programmes throughout the year	<ul style="list-style-type: none"> Business/Functions updates, Regulatory Laws, Economy and environmental, social and governance parameters, Strategy, Risks, etc. Mandatory trainings on Principle 1,3,4,5,8,9 	100% KMPs	Virtual as well as in-person
Employees other than Board of Directors or KMP(s)	During the year, the employees of the Company underwent structured training programmes throughout the year spread across 103 trainings with 1656 participants.	Mandatory trainings on Principle 1,3,4,5,8,9. All employees of the Company undergo structured training programmes throughout the year. The focus of last year was to strengthen the Induction Process where most trainings happened through blended learning which entailed virtual classroom initiatives, along with e-learning modules hosted on our LMS platform. We complied by completing all mandatory training like Prohibition of Insider Trading, Prevention of Sexual Harassment at the Workplace, Information and Cyber Security Awareness, Code of Conduct etc. Several trainings were initiated to strengthen the Functional Skills of the teams. Programs focusing on knowing Products & Services, Tools & Techniques & Processes were conducted in all BUs. Regular refreshers and assessments were a part of the plan including training programs on building managerial and leadership training capabilities.	100% employees covered under mandatory trainings on LMS on POSH, Code of Conduct, Information Security and Business Continuity	Virtual as well as in-person

II. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings with regulators/ law enforcement agencies/ judicial institutions

Monetary						
Penalty/Punishment/Fine	NGRBC Principle	Adjudicating Authority	Case Name	CNR No.	Brief of the Judgement/ Award	An appeal has been preferred
Penalty	-	-	-	-	-	-
Award	-	-	-	-	-	-
Compounding fee	-	-	-	-	-	-
Total	-	-	-	-	-	-

Non- Monetary						
Imprisonment /Punishment	NGRBC Principle	Adjudicating Authority	Supreme Court & Case Type, Case Number & Year; High Court & Bench; District Court & State, District & Court Complex.	CNR No.	Brief of the Judgement/ Award	An appeal has been preferred
Imprisonment	-	-	-	-	-	-
Punishment	-	-	-	-	-	-
Total	-	-	-	-	-	-

III. Of the instances disclosed in Question II above, details of the appeal/revision preferred in cases where monetary or non-monetary action has been appealed: NIL

B. Leadership Indicators pertaining to Principle 1

I. The Company has processes in place to avoid/manage conflict of interests involving members of the Board, details below:

The Company has a policy on management of conflict of interest to identify actual or potential conflict of interest of TeamLease with its directors and employees, which may arise during the course of its business activities. The Company has implemented organisational and administrative processes to mitigate and prevent conflicts of interest that may arise. There are appropriate safeguards and systems to prevent or manage conflicts along with escalation mechanisms. The Company has a guidance mechanism in place for directors/senior management to address potential conflict of interests that may arise in recommending/approving proposals for investments/granting loans.

The Board has formulated and adopted the Code of Conduct and Conflict of Interest norms for the Board of Directors, and the Code of Conduct and Ethics of the Company for the employees (The Code of Ethics), in terms of Regulation 17(5) of the SEBI LODR Regulations, 2015 relating to Corporate Governance.

The Code of Conduct and Conflict of Interest norms for the Board of Directors provides for do's and don'ts to be followed by the directors of the Company and also contains norms with respect to conflict of interest, skill development, health, confidentiality, insider trading and sexual harassment etc.

The Code of Ethics is a statement of the Company's commitment to integrity and the highest standards of ethical practices. It defines the standards of conduct that is expected of all employees in order that the right decisions are taken in performing their roles and responsibilities across various functions in the Company.

The Code of Ethics is intended to be the charter for day-to-day work, to enable employees to make the right decisions and, therefore, serves to (1) underline the fundamental commitment to compliance with regulatory guidelines and laws of the land, (2) set forth basic parameters of ethical and acceptable social behaviour, and (3) establish a system for detection and reporting of known or suspected ethical or violations of regulations.

During the Financial Year 2023-24, the Company has not entered into any materially significant transactions with its directors or relatives of the directors, which could lead to potential conflict of interest between the Company and these parties, other than transactions entered into in the ordinary course of its business.

All the members of the Board of Directors of the Company have affirmed compliance with the said codes as applicable to them for Financial Year 2023-24.

The policy/policies are placed on the Company's website. The hyperlink is <https://group.teamlease.com/investor/policies-and-guidelines/>.

II. Details of complaints with regard to conflict of interest of Directors/KMPs/Employees

Number of complaints with regard to conflict of interest of Directors/KMPs/Employees	Current Financial Year FY24	Previous Financial Year FY23
Directors	—	—
KMP(s)	—	—
Employees (Other than Directors and KMPs)	—	—

III. The Company has policy relating to ethics, anti-bribery and anti-corruption, details below:

The Company has an anti-bribery and anti-corruption policy covering the entire TeamLease Group. The policy has been developed in alignment with TeamLease's Code of Conduct, various existing policies (including Whistle Blower and Vigil Mechanism Policy, policy on management of conflict of interest, amongst others) and rules and regulations on anti-bribery and anti-corruption in India.

The policy reiterates TeamLease's stance of zero tolerance towards bribery and corrupt practices. The policy facilitates ethical decision making and reinforces TeamLease's culture of transparency in all its dealings.

This policy applies to all stakeholders or persons associated with TeamLease and who may be acting on behalf of TeamLease and sets out conduct that must be adhered to at all times.

The policy is placed on the Company's website. The hyperlink is <https://group.teamlease.com/investor/policies-and-guidelines/>.

IV. Confirmation on the applicability of aforesaid policy to the entire Group/Joint Ventures/ Suppliers/Contractors/ NGOs /Others

The policy relating to ethics, transparency and accountability covers the Company and its Group Companies. The Suppliers / Contractors / NGOs dealing with the Company are also encouraged to maintain ethical standards in all their practices. The Company believes in promoting growth without compromising on the ethical values of the organisation. This belief of the Company is echoed in the Policy on Ethics, Transparency and Accountability by avoiding any acts and practices that are abusive, corrupt, or anti-competitive.

V. Number of complaints / cases of bribery/corruption received/ registered in the Financial Year.

Number of complaints / cases of bribery, corruption registered with law enforcement agencies against the Company or lodged with the Company internally	Current Financial Year FY24	Previous Financial Year FY23
Directors	–	–
KMP(s)	–	–
Employees (Other than Directors & KMP)	–	–

VI. The details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

- Not Applicable

The Company ensures that it discusses various issues with its regulators where there could be lapses in compliance and ensures that necessary policies, processes, systems and monitoring mechanism are put in place.

VII. Number of days of accounts payables

	₹ in Crores	
	FY (2023-24)	PY (2022-23)
i) Accounts payable x 365 days	22,509.55	16,348.35
ii) Cost of goods/services procured	200.23	173.09
iii) Number of days of accounts payables	112	94

VIII. Open-ness of business - Details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format

		₹ in Crores	
Parameter	Metrics	FY (2023-24)	PY (2022-23)
Concentration of Purchases	a. i) Purchases from trading houses	0.00	0.00
	ii) Total purchases	0.00	0.00
	iii) Purchases from trading houses as % of total purchases	0.00	0.00
	b. Number of trading houses where purchases are made	0.00	0.00
	c. i) Purchases from top 10 trading houses	0.00	0.00
	ii) Total purchases from trading houses	0.00	0.00
	iii) Purchases from top 10 trading houses as % of total purchases from trading houses	0.00	0.00

Note: As part of our procurement process, we do not tag suppliers as trading houses as such a classification is not directly relevant to our business model and accordingly the reporting is not applicable to us.

		₹ in Crores	
Parameter	Metrics	FY (2023-24)	PY (2022-23)
Concentration of Sales	a. i) Sales to dealer / distributors	0.00	0.00
	ii) Total Sales	0.00	0.00
	iii) Sales to dealer / distributors as % of total sales	0.00	0.00
	b. Number of dealers / distributors to whom sales are made	0.00	0.00
	c. i) Sales to top 10 dealers / distributors	0.00	0.00
	ii) Total Sales to dealer / distributors	0.00	0.00
	iii) Sales to top 10 dealers / distributors as % of total sales to dealer / distributors	0.00	0.00

Note: This reporting is not applicable to us.

Parameter	Metrics	₹ in Crores	
		FY (2023-24)	PY (2022-23)
Share of RPTs in	a. i) Purchases (Purchases with related parties)	1.80	3.99
	ii) Total Purchases	9,253.49	7,796.58
	iii) Purchases (Purchases with related parties as % of Total Purchases)	0.02%	0.05%
	b. i). Sales (Sales to related parties)	28.94	36.91
	ii) Total Sales	9,321.53	7,870.00
	iii) Sales (Sales to related parties as % of Total Sales)	0.31%	0.47%
	c. i) Loans & advances given to related parties	0.00	0.00
	ii) Total loans & advances	0.00	0.00
	iii) Loans & advances given to related parties as % of Total loans & advances	0.00	0.00
	d. i) Investments in related parties	3.00	3.00
	ii) Total Investments made	3.00	3.00
	iii) Investments in related parties as % of Total Investments made	100.00%	100.00%

IX. Details of the business continuity and disaster management plan of the Company.

The Company has a Board approved Business Continuity Plan (BCP). This BCP identifies core business functions and critical business sites that are covered under the resiliency programme. Most of the business functions are supported through automation with the help of technology. Hence, IT resiliency forms a critical component of BCP. Recovery Time Objectives (RTO) and Recovery Point Objectives (RPO) are defined for all critical business processes. The IT Disaster Recovery Plan ensures that the defined RTO and RPO are met. The BCP defines the overall governance and monitoring of the business continuity function, including setting up of Emergency Response Teams (ERT) and Function Recovery Teams (FRT). Business continuity spans people, processes and technology. Requisite training programmes have been conducted for the teams to be prepared to respond in a crisis. Disaster drills and table top exercises are conducted at regular intervals to test whether the set procedures are working as defined within the pre-defined RTO and RPO and people understand and follow it appropriately.

Principle 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

While evaluating the impact of business operations, TeamLease aims to reduce any fallouts during the lifecycle of its services across the value chain.

A. Essential Indicators pertaining to Principle 2

I. Three of our products or services whose design has incorporated social or environmental concerns, risks and/or services opportunities

Temporary Staffing, Permanent Recruitment, Regulatory Consulting are our offerings and none pose any environmental, social risk or concern.

II. For each such product, details in respect of resource use (energy, water, raw material etc.) per unit of product(optional) stated below:

- Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain:
Not Applicable.
- Reduction during usage by consumers (energy, water) has been achieved since the previous year:
Not Applicable.

III. Confirmation on procedures in place for sustainable sourcing by the Company

Given the nature of the business of the Company, at a corporate level, consumption of resources is limited to running the operations. The Company, however, remains cognisant of reducing its resource consumption through ensuring better energy efficiency standards whilst procuring electronic equipment, lighting devices, computers, HVACs, sensors, amongst others. This initiative will bring in energy savings over the medium to long-term. At most of the Company's offices, there are LED light fittings to conserve energy and conscious endeavours have been made to replace electronic equipment with high energy star ratings. Sensors are installed to economise power and water consumption only when these facilities are being used. The major suppliers of hardware are green standard compliant.

IV. Confirmation on steps taken by the Company to procure goods and services wherever possible from local & small producers, including communities surrounding their place of work

The Company endeavours to engage with suppliers who integrate environmental and social considerations into their products and services. At an all-India level, preference is always given to sourcing from local suppliers.

V. Mechanism to recycle products and wherever possible waste by the Company

Given the nature of the business, the Company has limited scope to use recycled material as processed inputs.

However, the Company has systems in place at an all-India level to manage and dispose dry/wet waste efficiently.

VI. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the Company, respectively.

Given the nature of business of the Company, the relevance of the above is largely restricted to information technology (IT) capex. In FY24, capex incurred towards IT hardware and software (including capital work in progress), which facilitated the enhanced digital initiatives of the Company was 0.17% of total revenue. Greater adoption of digital platforms not only brings in increased efficiencies of operations but also ensures substantially reduced consumption of paper.

B. Leadership Indicators pertaining to Principle 2

I. Status of conducting Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)

This is not applicable to the Company. The Company does not have any physical products as a part of its offerings to customers. It is a service based Company. Hence the applicability of life-cycle approach to the Company's core operations is rather limited. Application of a life cycle approach is hence restricted to the services and products procured by the Company for its own operations. Most of the product categories procured are off-the-shelf items. Hence, the life cycle philosophy as extended to these include green procurement considerations as a part of the technical specifications for purchase and end-of-life management to maximize recycling.

II. Significant social or environmental concerns and/or risks arising from production or disposal of the products / services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means.

It's a service based Company providing various kind of services across the country. Therefore, no social or environmental concerns are associated with the use of its offerings.

III. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not Applicable, as Company does not have physical products as a part of its offerings.

IV. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not Applicable, as Company does not have physical products as a part of its offerings.

V. The products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed

Not Applicable, as Company does not have physical products as a part of its offerings



Businesses should promote the well-being of all employees.

TeamLease believes that its success depends on its ability to develop knowledge, skills and expertise of its employees. This belief translates in ensuring that every business vertical is equipped with right talent, which is both competent and engaged. The Company achieved this objective by undertaking various initiatives for talent development, employee engagement and communication. We have always been committed to inclusive and merit based policies. We are proud of the fact that the representation of women leaders in our senior team is at 38%. Our policies are for the benefit of all employees. In today's world, the need for flexibility in terms of workplace (Work from home / work from office) is the most commonly mentioned and highly valued benefit and we are trying to create as much flexibility as possible without compromising on cohesion and team work. We have always had a transparent, merit-based and open culture.

All our policies are geared towards equal opportunity. We pride ourselves on our compliance and ethical standards. All of these, put together create a work environment where everyone has a voice, has opportunities to grow and learn and take on higher responsibilities. Examples for this include our outcome-based performance management system, a promotion policy aligned with performance and learning opportunities for all our people.

We have monthly connect sessions with Department and Business Heads. People are encouraged to speak up and voice their thoughts, recommendations and suggestions. HR teams have regular connects with people to ensure that we are able to strengthen good practices and act proactively where gaps need to be addressed. There are CEO connect sessions for new joiners and senior leaders to ensure that transitions are smooth and there is a common language and culture of outcome based performance. We also have a cadence on Monthly, Quarterly and Annual Awards to recognize strong performance and adherence to our Principles. We have several recognition and connect activities to ensure that people have the resources and information they need to succeed and successes are recognized and rewarded.

RETURNING TO OFFICE

At the start of the pandemic, many team members transitioned to working from home, allowing us to better protect both our team members who were required to come to our offices for essential operations as well as our team members who could perform their job duties remotely. As conditions improved in our communities around the country, we began enacting plans to return all team members to our TeamLease offices. We continue to adjust those plans, along with our Health & Safety protocols, to account for developments such as the emergence of variants. Recognizing that the needs of our team members have shifted over the course of the last two years, we remain committed to flexible work arrangements, and will continue to offer the option to work a combination of at office and remotely if the job allows. Hybrid working models give employees the benefit of in-person interactions with their colleagues while also enjoying the conveniences of working remotely.

A. Essential Indicators pertaining to Principle 3

- I. Total number of Core employees - 2117.
- II. Total number of employees hired on temporary/contractual and casual basis - 237.
- III. Number of permanent women employees - 815.
- IV. Number of permanent employees with disability.

The Company does not specifically track the number of disabled employees. The Company gives equal opportunities and treats all employees at par with equal respect and dignity.

V. Details of measures for the well-being of employees

Category	Total	Permanent employees									
		Health		Accident		Maternity		Paternity		Day Care Facilities	
		No.	%	No.	%	No.	%	No.	%	No.	%
Male	1302	1302	100.00	1302	100.00	-	-	1302	100.00	-	-
Female	815	815	100.00	815	100.00	815	100	-	-	815	100.00
Total	2117	2117	100.00	2117	100.00	815	38.50	1302	61.50	815	38.50

Other Than Permanent Employees

Category	Total	Health		Accident		Maternity		Paternity		Day Care Facilities	
		No.	%	No.	%	No.	%	No.	%	No.	%
Male	184	184	100.00	184	100.00	-	-	184	100.00	-	-
Female	53	53	100.00	53	100.00	53	100.00	-	-	53	100.00
Total	237	237	100.00	237	100.00	53	22.36	184	77.64	53	22.36

VI. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

Metrics	₹ in Crores	
	FY (2023-24)	PY (2022-23)
i) Cost incurred on wellbeing measures (well-being measures means well-being of employees and workers including male, female, permanent and other than permanent employees and workers)	2.75	0.59
ii) Total revenue of the Company	9,321.53	7,870.00
iii) Cost incurred on wellbeing measures as a % of total revenue of the Company	0.03%	0.01%

VII. Details of retirement benefits for the current and previous Financial Year

Benefits	FY24		FY23	
	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
PF	99.70	Y	99.60	Y
Gratuity	100.00	N.A.	100.00	N.A.
Employee State Insurance (ESI)	8.30	Y	11.00	Y
Others	-	-	-	-

VIII. Accessibility of workplaces: Confirmation on the premises/offices being accessible to differently abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016

Various offices of the Company, including the registered and corporate offices have ramps for easy movement of differently abled people. Most offices are located in commercial premises which are either on the ground floor or have elevators and infrastructure for differently abled individuals. Wheelchair accessible restrooms are available in certain premises of the Company.

IX. Confirmation on having an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016. Weblink to the policy is mentioned below.

The Company has adopted an Equal Opportunity Policy in accordance with the provisions of the Rights of Persons with Disabilities Act, 2016 and the rules framed thereunder and provides a framework which is committed towards the empowerment of persons with disabilities. This policy aims to provide practical guidance on the management of disability issues in the workplace in accordance with the provisions of the act and its rules. The Company believes in equal opportunity for all its employees, wherein the Company is committed to providing an inclusive work culture and an environment free from any discrimination. TeamLease values and welcomes diversity and does not treat anybody differently based on their race, sex, religion/beliefs, disability, marital or civil partnership status, age, sexual orientation, gender identity, gender expression, caring responsibilities, or any other class of person protected by laws in the country. At TeamLease, the vision is to be "Disability Confident". TeamLease, as an inclusive employer actively encourages the recruitment, development and retention of people with disability and ensures they have equal opportunities at workplace and strives to provide a safe, accessible and healthy work environment. The Policy is on the Company's intranet and is available to internal stakeholders. The Policy can be accessed at <https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf>

X. Return to work and retention rates of permanent employees that took parental leave.

Gender	Permanent Employees	
	Return to work rate	Retention rate
Male	100.00%	91.00%
Female	91.00%	81.00%
Total	95.00%	86.00%

XI. Employee association that is recognized by management.

The Company does not have any employee associations. The Company, however, recognises the right to freedom of association and does not discourage collective bargaining.

XII. Details on Mechanism available to receive and redress grievances for the following categories of employees.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Employee	Yes
Other than Permanent Employee	

The Company has always believed in open and transparent communication. Employees are encouraged to share their concerns with their business heads, HR or the members of the senior management. The Company has always followed an open door policy, wherein any employee irrespective of hierarchy has access to the senior management. In addition, the Whistle blower and Vigil Mechanism Policy provides a formal platform to share grievances on various matters. The details of the grievance mechanism are shared with employees through a specific module. New recruits are also sensitised on the said mechanism and forms part of the employee induction programme. The Company has a policy on prevention, prohibition and redressal of sexual harassment of women at the workplace and has an Internal Complaints Committee (ICC) in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company's policy on the same is placed on the Company's website. The ICC comprises majority of women members. Members of the Company's ICC are responsible for conducting inquiries pertaining to such complaints. The Company on a regular basis sensitises its employees on the prevention of sexual harassment at the workplace through workshops, group meetings, online training modules and awareness programmes which are held on a regular basis.

XIII. Details on Number of complaints relating to discriminatory employment category, child labour, forced labour, involuntary labour, sexual harassment (in the last Financial Year and pending, as on the end of the Financial Year)

Category	At the beginning of the Financial Year	During the Financial Year	At the end of the Financial Year
Discriminatory Employment Category	NIL	NIL	NIL
Child Labour	NIL	NIL	NIL
Forced Labour	NIL	NIL	NIL
Sexual Harassment	4	24	3*

*The number of cases pending as on March 31, 2024 were attended and resolved within the specified time period provided in Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

XIV. Details of training given to employees

Benefits	Total	FY24				Total	FY23			
		On health and safety/ wellness measures		On skill upgradation			On health and safety/ wellness measures		On skill upgradation	
		No.	%	No.	%		No.	%	No.	%
Male	1302	468	35.94	565	43.39	2231	869	38.95	759	34.02
Female	815	279	34.23	344	42.21	1210	448	37.02	454	37.52
Total	2117	747	35.29	909	42.94	3441	1317	38.27	1213	35.25

XV. Details of performance and career development reviews of employees

Benefits	FY24			FY23		
	Employees					
	Total	No.	%	Total	No.	%
Male	1302	1127	86.56	2231	1877	84.13
Female	815	721	88.47	1210	1068	88.26
Total	2117	1848	87.29	3441	2945	85.59

All employees of the Company undergo an annual performance appraisal process as determined by the Company. Further, the Nomination and Remuneration Committee and the Board evaluates the performance of the Executive Directors, members of Executive Management (one level below the Board), Senior Management Personnel and the Company Secretary on an annual basis. The underlying philosophy of the performance management system is to have a fair and transparent system of appraisal, which ensures an objective mechanism to measure each employee's performance and potential and implement a reward system which recognises merit. The performance appraisal system has been designed to achieve the following objectives:

- Review the previous year's performance with specific reference to achievement of targets and give constructive feedback on performance.
- Provide an opportunity for communication and interaction between the appraiser and appraisee regarding the previous year's performance and setting of performance targets for the next appraisal period.
- Reward employees who have performed well during the appraisal period and those who demonstrate the ability to handle higher responsibilities with promotions/increased job responsibilities.

XVI. Health and safety management system

a. Confirmation on implementation of occupational health and safety management system by the Company.

Owing to the nature of the business, per se there are no occupational health and safety risks due to the nature of the work. The Company has a policy on health and safety for its employees. Periodic internal communication and alerts are sent out to employees and awareness sessions are conducted on safety related aspects. Employees on a pan-India basis are given periodic training on basic and advanced fire safety, including evacuation drills. TeamLease has tie-ups with vendors to educate and demonstrate the use of fire-fighting equipment. The Company is focused on both, the physical and mental well-being of its employees and has organised various workshops and discussions with well-being experts and medical practitioners. The Company is in the process of putting in place a plan to have designated first-aid marshals at offices, with minimum basic training so as to be aware of procedures to be followed in case of medical emergencies. During the year, there were no accidents of any employee of the Company whilst on duty.

b. Processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the Company

Given the nature of business, this is not directly applicable.

c. Processes for workers to report the work related hazards and to remove themselves from such risks.

Given the nature of business, this is not directly applicable.

d. Access to non-occupational medical and healthcare services by the employees.

All employees of the Company are covered under the Company's health insurance and personal accident policy.

e. Details of safety related incidents

Typical to any service sector Company operating out of office-based premises, most common injuries occur due to slips, trips and falls or being struck by stationary objects. The Company ensures capturing all types of incidents including accidents, near-misses and safety observations and ensuring 100% closure of the reported incidents with appropriate corrective and preventive actions

Safety Incident/Number	Category	FY24	FY23
Lost Time Injury Frequency Rate (LTIFR) (per one Million-person hours worked)		—	—
Total recordable work-related injuries	Permanent Employees	—	—
No. of fatalities (safety incident)		—	—
High consequence work-related injury or ill-health (excluding fatalities)		—	—

f. Describe the measures taken by the Company to ensure a safe and healthy work place

The Company emphasises on the importance of maintaining a safe and healthy workplace for all employees and third-party employees who work on its premises. The Company assesses the health, safety and environmental performance across all its offices. Certain employees are given training on fire safety and evacuation drills. Fire drills and audits are conducted in the office premises to ensure maintenance of safety standards. During the year, there were no accidents of any employee of the Company whilst on duty. The Company is in the process of putting in place a plan to have designated first-aid marshals in offices, with minimum basic training so as to be aware of procedures to be followed in case of medical emergencies.

TeamLease prioritises health and safety through their Emergency Response Teams (ERT) program.

Some of the mitigation measures taken by the Company to prevent or mitigate significant occupational Health & Safety impacts include,

- Fire evacuation drills are conducted quarterly, and security policies are in place to drive uniform security systems and processes across all the Company businesses and to protect Company assets.
- Regular site review, inspections and audits to assess safety preparedness.
- Regular mock drills for fire, earthquake, bomb threat as well as medical emergencies.
- Digital monitoring of indoor air quality and periodic cleaning of the HVAC ducts to avoid sick building syndrome.
- Regular training on occupational Health & Safety to sensitize employees on OHS aspects to inculcate a culture of safety.
- Employee engagement campaigns on Health & Safety topics such as fire safety, road safety, emergency evacuation, and ergonomics, among others and regular induction and refresher training are provided to all employees.
- Several other measures to promote employee health and well-being, such as: frequent sessions with specialists/ doctors; free diagnostics; gym facilities and road safety awareness has been organised.
- Regular risk assessments to identify any work-related hazards are undertaken followed by implementation of any corrective actions.

g. Number of complaints on the following made by employees

Benefits	FY24			FY23		
	Filed during the year	Deducted and deposited with the authority (Y/N/N.A.)	Remarks	Filed during the year	Deducted and deposited with the authority (Y/N/N.A.)	Remarks
Working Conditions			NIL			
Health & Safety			NIL			

h. Assessments for the year

Category	% of your plants and offices that were assessed (by Company or statutory authorities or third parties)
Health & Safety	We have not received any notice from Statutory Authorities
Working Conditions	We have not received any notice from Statutory Authorities

i. Details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

Against the backdrop of the pandemic, the Company has been following standard operating procedures so as to comply with state/local level extant regulations and ensure safety and hygiene protocols and necessary social distancing is being followed by employees, customers and other visitors on any of the premises of the Company. However, no corrective action plan has been necessitated on the above mentioned parameters.

B. Leadership Indicators pertaining to Principle 3

I. Extension of life insurance and compensatory package in the event of death of employees.

The Company covers the employee's demise under Group Term Life Insurance (GTL). The coverage is dependent on the Grade of the employee. The Full and Final settlement along with the payable dues and accrued/encashable Privilege leaves will be settled. In addition, benefits like Provident Fund, Gratuity, Pension (if applicable), and Employees' Deposit Linked Insurance (EDLI) are settled on priority basis and in line with the applicable Turn-around-time.

II. Measures undertaken by the Company to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company ensures that statutory dues as applicable to the transactions within the remit of the Company are deducted and deposited in accordance with extant regulations. This activity is also reviewed as part of the internal and statutory audit. The Company expects its value chain partners to uphold business responsibility principles and values of transparency and accountability.

III. Number of employees having suffered high consequence work-related injury / ill-health / fatalities (as reported in Question II of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Employees	Total Number of effected employees		No. of employees that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY24	FY23	FY24	FY23
	Not applicable. There were no work-related injuries			

IV. Extension of transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment.

Upskilling our employees is a part of the ongoing Learning and Development plan. While there is nothing specific that caters to transition assistance in case of retrenchment, efforts are put in to absorb any redundant employee internally in any suitable profile/open position. It should also be noted that the number of employees who have-been/are due for retirement while being employed with us is a maximum of 1 per year. Since it is an informed transition, the process is initiated 6 months in advance for both parties involved (Employee and the Company).

V. Details on assessment of value chain partners

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health & Safety Working Conditions	The Company expects all its value chain partners to follow extant regulations, including health and safety practices and working conditions. These parameters are not explicitly captured or measured other than certain cases where there is enhanced environment and social (E&S) due diligence being monitored and health and safety and working conditions form an integral component of these monitorables.

VI. Details of corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

No corrective action plan has been necessitated on the above-mentioned parameters.

Principle 4

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

The key stakeholders identified include: Customers, Employees, Business Partners (Suppliers and Vendors), Community, Investors, Government Bodies, Industry Associations, Non-governmental Organizations (NGOs) and Academic Institutions. Our approach towards responsible and sustainable business practices undergoes a systematic mapping through regular engagement with its internal and external stakeholders. This practice helps the Company to prioritize key sustainability issues in terms of relevance to its business and stakeholders, including society and clients.

STAKEHOLDER ENGAGEMENT

Stakeholder feedback is an important part of our ESG strategy, helping us evolve our processes and culture, and while guiding services offered.

INTERNAL STAKEHOLDER ENGAGEMENT

We communicate with our team members through numerous platforms and channels, including town halls, meetings, the internet, internal messages, social media, blog posts, and newsletters that report on TeamLease's sustainability efforts and other key business activities. We conduct confidential team member pulse surveys to gauge our team members' views of the Company's vision and strategy, the work environment, work relationships, and job satisfaction.

EXTERNAL STAKEHOLDER ENGAGEMENT

Throughout the year, we engage formally and informally with our stakeholders to explore ESG focus areas, along with trends and developments relevant to our industry. We endeavour to consider the views of our stakeholders when we make business decisions by acknowledging their viewpoints and demonstrating respect for our shared priorities. We believe this approach reflects our commitment to transparency and accountability, and ultimately contributes to long-term value.

Means of communication with stakeholders • Quarterly Results • News Releases and Presentations • Presentations to Institutional Investors/ Analysts • Website • NSE Electronic Application Processing System (NEAPS) • BSE Corporate Compliance & Listing Centre ('Listing Centre') • SEBI Complaints Redress System (SCORES) • Annual Report.

A. Essential Indicators pertaining to Principle 4

I. Describe the processes for identifying key stakeholder groups of the Company.

Any individual or group of individuals or institution that adds value to the business chain of the Company is identified as a core stakeholder. This inter alia includes employees, shareholders and investors, customers, channel partners and key partners, regulators, lenders, research analysts, communities and non-governmental organisations, suppliers amongst others.

At TeamLease, we have a systematic process for identifying key stakeholder groups. Here is an overview of its process:

Stakeholder Mapping: The Company conducts a comprehensive stakeholder mapping exercise to identify and categorise the key stakeholder groups relevant to our business. This process involves analysing the impact and influence of various individuals, organisations, and communities on our operations and vice versa.

Internal Consultation: The Company engages with its internal teams, departments, and leadership to gather insights and perspectives on stakeholders. This includes conducting workshops, meetings, and consultations to identify stakeholders who have a direct or indirect impact on its businesses.

External Engagement: The Company actively engages with external stakeholders through various channels, including surveys, interviews, focus groups, and public consultations. This enables TeamLease to understand its stakeholder's expectations, concerns, and interests related to its operations and sustainability practices.

Stakeholder Mapping Matrix: Based on the information gathered from internal and external consultations, the Company developed a stakeholder mapping matrix. This matrix helps the Company to prioritise and categorise stakeholders based on their level of influence, impact, and relevance to its business.

Continuous Monitoring and Feedback: TeamLease believes in maintaining an ongoing dialogue with its stakeholders to keep track of their evolving needs and expectations. The Company regularly seeks feedback through surveys, feedback forms, meetings, and other channels to ensure that its engagement remains effective and meaningful.

Stakeholder Engagement Plans: Once the key stakeholders are identified, the Company develops tailored engagement plans for each group. These plans outline the objectives, strategies, and activities for engaging with stakeholders, considering their specific interests and concerns.

By systematically identifying and engaging with its key stakeholders, TeamLease aims to build strong relationships, foster trust, and align its business practices with their expectations. This approach enables the Company to address its concerns, collaborate on shared goals, and create long-term value for all stakeholders involved.

II. List of stakeholder groups identified as key for your Company and the frequency of engagement with each stakeholder group.

Employees	Shareholders	Investors (Other than Shareholders-Retail)	Customers	Value Chain Partners	Regulatory Bodies	Research Analysts	Communities
Whether we have identified as Vulnerable & Marginalised Group							
No	No	No	No, unless if they qualify based on specified criteria such as income, gender etc	No	No	No	Yes
Definitions							
We offer all our Employees a defined talent value proposition to challenge, enrich and fulfil their aspirations, so that they can maximise their true potential to make a difference. The cultures of diversity, equality and inclusion are the forerunning guiding principles for any initiative that we take for our Employees	Consistent shareholder value creation remains our topmost priority. This is achieved by strengthening our core segments and achieving growth in emerging segments	Consistent shareholder value creation remains our topmost priority. This is achieved by strengthening our core segments and achieving growth in emerging segments	With our uncompromising quality and commitment towards our services, and product innovations, we endeavour to provide a unique value proposition to our consumers.	We believe that mutual and inclusive growth of our value-chain partners is critical to the overall purpose of creating shared value. We strive to maintain the right balance by meeting the needs of our partners through continuous capacity enhancement drives, proactive engagement, and timely response strategies. As part of our mission to drive inclusive growth across our stakeholder ecosystem, we strive to play a significant role in the growth stories of our value-chain partners.	TeamLease is committed to be a leading Staffing Company that meets and exceeds compliance and regulatory mandates towards its products, services and processes	-	Communities influence and inspire our existence and hence we aim to partner with our communities to address the socio-economic and environmental concerns. We try to maximise our efforts in helping our communities sustain and thrive in these changing times.
How do we Engage?							
Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others							
Direct & other communication mechanisms, Personal development programme <ul style="list-style-type: none"> ● Learning and development ● Engagement survey ● Organisation communication ● Digital interactions ● Health and wellness drives ● Social inclusion based townhalls on themes including diversity, inclusion, human rights, sustainability, CSR 	Email, SMS, newspaper advertisement, notice Board, website, Annual General Meetings, intimation to stock exchanges, annual/ quarterly financials and investor meetings/ conferences, press release, published results	Email, SMS, newspaper advertisement, notice Board, website, Annual General Meetings, intimation to stock exchanges, annual/ quarterly financials and investor meetings/ conferences, press release, published results	Multiple channels – physical and digital One-on-one interaction <ul style="list-style-type: none"> ● Consumer satisfaction survey ● Call centre/ Consumer Cell to track insights and feedback ● Digital platforms, social media handles 	Multiple channels – physical and digital Periodic interactions (physical, telephone, mailer) <ul style="list-style-type: none"> ● meets/events 	Email, one-on-one meetings, con- calls, video-conference Engagement through various industry forums, associations, interest groups, sectoral associations, and scientific/R&D based thought leadership initiatives <ul style="list-style-type: none"> ● Stakeholder consultations 	Email, one-on-one meetings, con- calls, video-conference	Multiple channels – physical and digital One-on-one interactions <ul style="list-style-type: none"> ● Field visits and trainings ● Digital platforms
Frequency of our engagement (Annually/Half yearly/ Quarterly / others -)							
Continuous and need based	Continuous and need based, Quarterly, Half-yearly, Annually (Note: Financial Calendar)	Continuous and need based, Quarterly, Half-yearly, Annually (Note: Financial Calendar)	Continuous and need based	Continuous and need based	Need based	Continuous and need based	Continuous and need based

Employees	Shareholders	Investors (Other than Shareholders- Retail)	Customers	Value Chain Partners	Regulatory Bodies	Research Analysts	Communities
Purpose and scope of our engagement including key topics and concerns raised during such engagement							
Company follows an open door policy <ul style="list-style-type: none"> Communicating organisational vision, purpose, ethos, and integrity Technical, functional, and need-based training and development Support career growth plan Workplace needs and expectations Diversity, inclusion and equity across the organization and leadership One-to-one consultations and counselling on health, wellness, and other daily challenges 	To stay abreast of developments in the Company and its Subsidiary companies <ul style="list-style-type: none"> Become a better investee Company Create high shareholder value Communicate performance and future growth plans Understand concerns and expectations 	To stay abreast of developments in the Company and its Subsidiary companies <ul style="list-style-type: none"> Become a better investee Company Create high shareholder value Communicate performance and future growth plans Understand concerns and expectations 	Stay in touch with the customer throughout the life cycle of the service and address any issues that the customer may have <ul style="list-style-type: none"> Develop relationships based on trust, loyalty and social commitments Understand the shift in preferences to catalyse product innovation Create shared vision on environmental and social commitments, transition to eco-conscious lifestyles and carve out a sustainable future for all 	Sharing of mutual expectations and needs, especially about quality, cost, and timely delivery <ul style="list-style-type: none"> Capability building and growth plans Sharing of best practices Responsible Sourcing framework for integrating sustainability within our value chain in a phased manner 	Discussions with regard to various regulations and amendments, inspections, approvals. <ul style="list-style-type: none"> Understand compliance and applicable regulations Collaborations on national agendas 	Keep abreast of developments of the Company and its Group Companies	Support socially high impact projects <ul style="list-style-type: none"> Maintain cordial relationship Improve livelihood and create positive impact Shared eco system

B. Leadership Indicators pertaining to Principle 4

I. Processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, process of feedback flow from such consultations to the Board.

The Company has always maintained that a constant and proactive engagement with our key stakeholders enables the Company to better communicate its strategies and performance. A continuous engagement helps align expectations, thereby enabling the Company to better serve its stakeholders. The Board is kept abreast on various developments and feedback on the same is sought from the directors.

II. Confirmation on stakeholder consultation being used to support the identification and management of environmental, and social topics. Details below of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the Company.

The Company believes that job opportunities per se fulfils a critical social objective. The Company engages with various stakeholders in helping to expand the job market and enable more Indians to become job owners. In addition, the Company has been engaging with a number of ESG teams of investors/ shareholders and consultants and experts in this field, which helps to better understand expectations of stakeholders and benchmark against best practices. The Company recognises that it is still in a 'learning phase' on various evolving aspects of ESG and hence stakeholder interactions are important.

III. Details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

The Company is an equal opportunity employer. It has policies instituted to prevent sexual harassment, aid safety of employees, obtain the voice of employees' opinions and grievances through employee touch base, periodic employee satisfaction surveys and Code of Conduct.

IV. Details of special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders

The Company engages with each of its stakeholders through multiple channels and includes engagement initiatives, feedback process, Code of Conduct briefings and investor meetings.



Principle 5

Businesses should respect and promote human rights

Our TeamLease Code of Conduct and Business Ethics and various HR Policies demonstrate our commitment towards protection of Human Rights across value chain and upholding highest level of ethical business practices. We made significant progress on strengthening our culture of diversity and inclusion at TeamLease. That commitment continues to drive our ability to:

- Identify and develop the best talent
- Create an inclusive culture where our workforce can thrive
- Advocate inclusive behaviours
- Integrate diversity and inclusion in our policies and practices

HUMAN RIGHTS POLICY AT TEAMLEASE IS FOLLOWED THROUGH:

NO FEES

- Clear policy prohibits charging fees to employees and ensures compliance • If employees are found to have paid fees to gain employment, reimbursement to employees must be completed within 30 days of discovery • Grievance mechanism in place to confidentially report policy violations.

FAIR TREATMENT

- Employees are ensured of their well-being and health and safety. Employees are not discriminated against, regardless of pandemic circumstances • Employees are given adequate protection from exposure to hazards, including the pandemic illness • Grievance mechanism in place to confidentially report unfair treatment of workers.

WORKING HOURS AND REST DAYS

- We follow a five day week and the regular work day is 9 hours [inclusive of two 15-minute breaks for tea / coffee and one 30-minute break for lunch]. The weekly-off days would be Saturday and Sunday • However, the weekly-off days and shift timings may vary in accordance with the operational requirements •The General Shift timings are 9.00 am to 6.00 pm •However, the concerned manager can decide appropriate shift timings basis business requirements • The maximum working hours applicable per week are 48 hours • Employees are expected to complete their assigned work within the working hour window and there is no allowance applicable for working overtime • Employees are provided with legally mandated holidays and vacation days.

YOUNG WORKERS

- The term "child" refers to any person under the age of 15 or under the minimum age for employment in the country, whichever is greater • Comprehensive policy for child labor that clearly states the minimum age for workers • Comprehensive policy to prohibit young workers under the age of 18 from performing work that may jeopardize their health or safety, including night-shift and overtime work • Age-verification process with inspection of validity of at least two identity documents, to be returned to worker • Personal-record systems in place as a means of identification and verification • If workers are discovered to be below the legal age limit, workers will be protected and provided the opportunity for completion of education • Grievance mechanism in place to confidentially report policy violations.

ACCURATE CONTRACTS

- Contract may not violate relevant laws or place employees at risk • Prior to departure or hiring, employees are provided with an accurate written employment contract with details of working conditions including nature of work, wages, benefits, and duration of contract • Contract written in a language that worker understands prior to employment. If amendments are made prior to employment, contract must provide equal or better terms of employment • Contracts ensure workers are free to leave their employment, upon giving reasonable notice, without penalty per applicable law and regulations • Grievance mechanism in place to confidentially report contract related information.

FAIR WAGES

- Employees cannot receive less than the legal minimum wage for all regular hours worked. If legally minimum wage is not set, then industry prevailing wage will be the standard
- Employees have salary slips in a language they understand,
- Salaries are paid monthly
- Deductions as a disciplinary measure are prohibited.

We minimize human-rights risks by making continuous improvements to our policies, strategies, collaborative capacity building, self-assessments, and audits within TeamLease and our supply chain in response to our own experiences, shared industry best practices, and emerging issues, trends, and developments.

A. Essential Indicators pertaining to Principle 5

I. Confirmation on policy of the Company on human rights being extended to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others

The Company supports and respects the protection of internationally proclaimed human rights, labour standards and environmental protection measures. The Company does not hire child labour, forced labour or involuntary labour and the practice extends to the entire TeamLease Group. The Suppliers / Contractors / NGOs dealing with the Company are always encouraged to maintain ethical standards in all their practices.

II. Employees who have been provided training on human rights issues and policy(ies) -

Majority of our employees are provided with human rights training. There is a policy on Human Rights of the Company available on intranet and website of the Company. For all new employees who are on Boarded, Human Rights awareness is part of the induction session. For worker category, face to face/classroom session on the Code of Conduct is done which includes aspects of Human Rights. In FY23 we have completed HRDD for one of our major operations.

Category	FY24			FY23		
	Total (A)	No. of Employees/ Workers Covered (B)	%(B/A)	Total (C)	No. of Employees/ Workers Covered (D)	%(D/C)
Employees						
Permanent	2117	747	35.29	3031	1092	36.03
Other than permanent	237	159	67.09	410	293	71.46
Total Employees	2354	906	38.49	3441	1385	0.40

III. Details of minimum wages paid to employees

Benefits	FY24					FY23				
	Total	Equal to minimum wages		More than minimum wages		Total	Equal to minimum wages		More than minimum wages	
		No.	%	No.	%		No.	%	No.	%
Permanent	2117	-	-	2117	100.00	3013	-	-	3013	100.00
Male	1302	-	-	1302	100.00	1920	-	-	1920	100.00
Female	815	-	-	815	100.00	1093	-	-	1093	100.00
Other than Permanent	237	-	-	237	100.00	428	-	-	428	100.00
Male	184	-	-	184	100.00	311	-	-	311	100.00
Female	53	-	-	53	100.00	117	-	-	117	100.00

IV. a. Details of remuneration/salary

	₹ in Crores			
	Male		Female	
	Total	Median Remuneration/ salary of respective category	Total	Median Remuneration/ salary of respective category
Board of Directors (BoD)	5	₹ 1.30	1	₹ 1.31
Key Managerial Personnel	-	-	2	₹ 1.02
Employees other than BoD and KMP	1302	₹ 0.05	815	₹ 0.04

IV. b. Gross wages paid to females:

	₹ in Crores	
	FY (2023-24)	PY (2022-23)
Gross wages paid to females	₹ 32.36	₹ 32.10
Total wages	₹ 109.46	₹ 113.48
Gross wages paid to females (Gross wages paid to females as % of total wages)	29.56%	28.29%

*Includes only employees who have worked for the entire 12-month period.

Note: Expenses towards gratuity and leave encashment provisions are determined actuarially on an overall basis at the end of each year and accordingly, have not been considered in the above information. Perquisite value of stock options is excluded.

V. Details on having a Focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business.

The HR Head of the Company oversees the human resources function in the Company. In addition, the director in charge of business responsibility along with the executive directors are responsible for addressing any human rights issues caused or contributed to by the business.

VI. Details on internal mechanisms in place to redress grievances related to human rights issues

The Company regards respect for human rights as one of its fundamental and core values and strives to support, protect and promote human rights to ensure that fair and ethical business and employment practices are followed. The Company is committed to maintain a safe and harmonious business environment and workplace for everyone, irrespective of the ethnicity, region, sexual orientation, race, caste, gender, religion, disability, work, designation and such other parameters. Company believes that every workplace shall be free from violence, harassment, intimidation and/or any other unsafe or disruptive conditions, either due to external or internal threats. Accordingly, Company has aimed to provide reasonable safeguards for the benefit of employees at the workplace, while having due regard for their privacy and dignity. Company also has zero tolerance towards and prohibits all forms of slavery, coerced labour, child labour, human trafficking, violence or physical, sexual, psychological or verbal abuse. As a matter of policy, Company does not hire any employee or engage with any agent or vendor against their free will.

VII. Number of complaints on the following made by employees

Category	FY24			FY23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	24**	3*	NA	13**	4*	NA
Discrimination at workplace	NA	NA	NA	NA	NA	NA
Child Labour	NA	NA	NA	NA	NA	NA
Forced Labour/ Involuntary Labour	NA	NA	NA	NA	NA	NA
Wages	0	0	-	0	0	-
Other human rights related issues	NA	NA	NA	NA	NA	NA

*The number of cases pending as on March 31, 2024 were attended and resolved within the specified time period provided in Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**The total number of female employees during FY 23-24 were 868 as compared to the total number of female employees for FY 22-23 which stood at 1210. The POSH Cases as a percentage of total number of female employees for the current year was 2.76% as against the percentage of previous year which stood at 1.07%.

VIII. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Company is committed to providing equal opportunities to all individuals and is intolerant towards discrimination and / or harassment based on race, sex, nationality, ethnicity, origin, religion, age, disability, sexual orientation, gender identification and expression (including transgender identity), political opinion, medical condition, language as protected by applicable laws. The Diversity & Inclusion Policy and the objective of the policy is to ensure that the Company continues to be an employer for all diversity groups - gender identity, disability, caste, creed, colour, religion, marital status, age, sexual orientation and expression, medical condition, language and any other aspects as applicable, to create and foster an open culture of inclusion for all its stakeholders; and to create an environment which has zero tolerance for discrimination. Company also has a policy on prevention, prohibition and redressal of sexual harassment of women at the workplace and has an Internal Complaints Committee (ICC) in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Members of the Company's ICC are responsible for conducting inquiries pertaining to such complaints. The Company on a regular basis sensitises its employees on the prevention of sexual harassment at the workplace through workshops, group meetings, online training modules and awareness programme which are held on a regular basis.

IX. Human rights requirements forming part of the business agreements and contracts.

In certain business agreements and contracts where relevant.

X. Assessments for the year

Category	% of your plants and offices that were assessed (by Company or statutory authorities or third parties)
Child Labour	The Company is in compliance with the laws, as applicable.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

XI. Details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question X above.

No corrective actions pertaining to Question X was necessitated by the Company during the year under review.

B. Leadership Indicators pertaining to Principle 5**I. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

The Company is of the belief that it has upheld the basic principles of human rights in all its dealings. This is in alignment with its Human Rights Statement. The Company regularly sensitises its employees on the Code of Conduct through various training programmes as well.

II. Details of the scope and coverage of any human rights due-diligence conducted

Same as above.

III. Confirmation on the premise/office of the Company being accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016

The registered and corporate office of the Company have ramps for easy movement of differently abled visitors. Most of the offices are located in commercial premises which may be on the ground floor or have elevators and infrastructure for differently abled visitors. Wheelchair accessible restrooms are available in certain offices of the Company.

IV. Details on assessment of value chain partners

Category	% of offices that were assessed (by Company or statutory authorities or third parties)
Child Labour	The Company expects its value chain partners to adhere to the same values, principles and business ethics upheld by the Company in all their dealings. No specific assessment in respect of value chain partners has been carried out other than certain covenants where some of these parameters are being monitored closely in certain lending arrangements.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

V. Details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question IV above

No corrective actions pertaining to Question IV was necessitated by the Company during the year under review.



Business should respect, protect, and make efforts to restore the environment

Along its journey towards path of sustainability, the Company explored and implemented several green solutions. It is also continuously in search of more energy efficient technologies and innovative solutions for a greener future.

We are committed to playing our part in safeguarding the planet for future generations. We understand environmental stewardship to be an integral part of our purpose as an organisation. We dedicate our commitment in the following ways: • Seek to avoid and minimize the adverse impacts of our operations on the environment while promoting opportunities to conserve and enhance resources in the areas of our operations. • Stewardship initiatives aim to produce benefits for the environment and people, build trust, and support our social license to operate. • Environmental focus areas include climate, water, biodiversity, reclamation and waste management.

In our efforts, we continue to focus on areas where we see the biggest reduction potential, based on our industry and footprint. • Providing sustainable offices and taking a responsible approach to business travel. • Reduced water and paper usage in office workspace. • Our ability to impact electricity procurement is limited, especially for branches where we do not rent the entire building, but share it with other tenants. • To limit the use of fossil fuels, we constantly seek to increase the use of alternative, efficient, and natural energy resources (e.g., by replacing traditional lighting with LED lighting in our buildings).

A. Essential Indicators pertaining to Principle 6

I. Details of total energy consumption (in Joules or multiples) and energy intensity

The Company doesn't own premises anywhere and there is no accurate way to report this detail.

II. Details of Independent assessment/ evaluation/assurance being carried out by an external agency.

No.

III. Details of the Company have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India

Not Applicable.

IV. Details of the disclosures related to water usage

The Company's usage of water is restricted to human consumption purposes only. Efforts have been made to ensure that water is consumed judiciously in the office premises. In various offices, sensor taps are installed in office washrooms to economise on water consumption. The Company ensures that the domestic waste (sewage) from offices and branches are not let into water bodies.

V. Details of the mechanism for Zero Liquid Discharge implemented by the Company.

No.

VI. Details of air emissions (other than GHG emissions) by the Company.

Not Applicable.

VII. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity. Details of the independent assessment/evaluation/assurance being carried out by an external agency

The Company doesn't own premises anywhere and there is no accurate way to report this detail.

VIII. Details on the Company having any project relating to reducing Green House Gas emission.

Not Applicable.

IX. Details related to waste management by the Company, Details on independent assessment/ evaluation/assurance being carried out by an external agency.

Given the nature of the business, there is no usage of hazardous and toxic chemicals by the Company. The Company has various systems in place at an all-India level to manage e-waste. The Company uses local vendors for disposal of paper for recycling.

X. Description on the waste management practices adopted in our establishments including the strategy adopted by our Company to reduce usage of hazardous and toxic chemicals in our products and processes and the practices adopted to manage such wastes.

Given the nature of the business, there is no usage of hazardous and toxic chemicals by the Company. The Company has various systems in place at an all-India level to manage e-waste. The Company uses local vendors for disposal of paper for recycling.

XI. Details on the Company having operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required.

All the Company's offices are located in premises which have the requisite building permits, including environmental approvals.

XII. Details of environmental impact assessments of projects undertaken by the Company based on applicable laws, in the current Financial Year

Not Applicable.

XIII. Confirmation on the Company being compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and Rules thereunder

Based on the nature of business, the Company is in compliance with applicable environmental norms.

B. Leadership Indicators pertaining to Principle 6

I. Break-up of the total energy consumed from renewable and non-renewable sources, Details of independent assessment/ evaluation/assurance being carried out by an external agency

Given the nature of the business, the only energy consumed is towards functioning of the office infrastructure. The Company doesn't own premises anywhere and there is no accurate way to report this detail.

II. Confirmation on the Company having a Disaster Management Plan

The Company has a Board approved Business Continuity Plan (BCP). This BCP identifies core business functions and critical business sites that are covered under the resiliency programme. Most of the business functions are supported through automation with the help of technology. Hence, IT resiliency forms a critical component of BCP. Recovery Time Objectives (RTO) and Recovery Point Objectives (RPO) are defined for all critical business processes. The IT Disaster Recovery Plan ensures that the defined RTO and RPO are met. The BCP defines the overall governance and monitoring of the business continuity function, including setting up of Emergency Response Teams (ERT) and Function Recovery Teams (FRT). Business continuity spans people, processes and technology. Requisite training programmes have been conducted for the teams to be prepared to respond in a crisis. Disaster drills and table top exercises are conducted at regular intervals to test whether the set procedures are working as defined within the pre-defined RTO and RPO and people understand and follow it appropriately.

III. Details on significant adverse impact to the environment, arising from the value chain of the Company and the mitigation or adaptation measures taken by the Company in this regard.

Given the nature of the business, there has been no adverse impact to the environment.



Principle 7

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible and transparent manner

The Company works closely with all industry associations and trade chambers to ensure its public policy positions complement and advance its sustainability and citizenship objective.

A. Essential Indicators pertaining to Principle 7

- I. **a. Number of affiliations with trade and industry chambers/ associations:** Indian Staffing Federation
- b. Top 10 trade and industry chambers/ associations (determined based on the total members of such body) the Company is a member of/affiliated to:** Not Applicable
- II. **Details of corrective action taken or underway on any issues related to anti- competitive conduct by the Company, based on adverse orders from regulatory authorities:** Not Applicable

B. Leadership Indicators pertaining to Principle 7

I. Details of public policy positions advocated by the Company:

As a pioneering Staffing Company, TeamLease Services Limited engages with various Stakeholders including various government departments to facilitate progressive and pragmatic policies that can address the daunting challenges of the country.

TeamLease Active Advocacy • Actively involved and engaged with Ministry of Labour and Employment (MOLE) for last 8 years to implement 4 labour codes. All the codes are passed by both the Houses of Parliament. • National licensing for contract labour in line with ILO 181 convention designed for private employment. • Active advocacy with MOLE and the Government paved the way for radical amendment and modification on Apprenticeship Act. This has led to employability and in turn employment generation. • Advised MOLE to link stipend pay-out with minimum wages as against ₹ 1024 in the initial Apprenticeship Act. • We came out with seminal study capturing complexity of compliances. In one of the speeches by PM, he has announced reduction of 15,000 compliances based on our study and advocacy. • Voiced salary restructuring leading more in-hand salary – in turn contributing to formal employment generation.



Principle 8

Businesses should support inclusive growth and equitable development

As India's leading staffing Company service provider, the Company has been taking sustained efforts to ensure value creation and sustainable growth of community. Its sustainability framework is structured to create a positive impacts on its customers, partners, communities and society, helping them grow together and inclusively.

Community Engagement - Impact through Empowerment: We invest in sustainable activities based on community programmes. We undertake projects that are sustainable and can make an impact in the lives of people for a better tomorrow.

- Deliberating contribution to economic research in India.

The Company focusses on responsible business practices with community centric interventions. The thrust areas are sustainable livelihood – especially skill development and employability training and education, all of which constitute the Human Development Index – a quality of life indicator.

A. Essential Indicators pertaining to Principle 8

I. Details of Social Impact Assessments (SIA) of projects undertaken by the Company based on applicable laws, in the current Financial Year.

Not Applicable.

II. Information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by our Company.

Not Applicable.

III. Mechanisms to receive and redress grievances of the community.

The Company has various mechanisms to receive and redress grievances of various stakeholders. Details of such mechanisms and policies is detailed in this report.

IV. Percentage of input material (inputs to total inputs by value) sourced from suppliers. Not Applicable.

V. Job creation in smaller towns - Wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

	In Crores	
	FY (2023-24)	PY (2022-23)
1. Rural		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis)	0.00	0.00
ii) Total Wage Cost	0.00	0.00
iii) % of Job creation in Rural areas	0.00	0.00
2. Semi-urban		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis)	0.00	0.00
ii) Total Wage Cost	0.00	0.00
iii) % of Job creation in Semi-Urban areas	0.00	0.00
3. Urban		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis)	83.43	88.47
ii) Total Wage Cost	109.46	113.48
iii) % of Job creation in Urban areas	76.22%	77.96%
4. Metropolitan		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis)	26.02	25.01
ii) Total Wage Cost	109.46	113.48
iii) % of of Job creation in Metropolitan area	23.77%	22.04%

B. Leadership Indicators pertaining to Principle 8

I. Details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above) - Not Applicable.

II. Information on CSR projects undertaken by our Company in designated aspirational districts as identified by government bodies

Kindly refer to above point VIII which has been elucidated under Section A (General Information about the Company).

a. Confirmation on the Company having a preferential procurement policy where we give preference to purchase from suppliers comprising marginalised /vulnerable groups: No such Policy.

b. Marginalised /vulnerable groups we procure from: Not Applicable.

c. Percentage of total procurement (by value) does it constitute.

Whilst the Company has always endeavoured to provide job solutions for all income groups including the economically weaker sections and low income groups, given the nature of the business, purchases from suppliers under the above-mentioned groups are limited. The Company's core objective is to provide Employment Employability and E-workforce through skill development and training which is mainstream to eradicate poverty, promotion of education, employment enhancing vocational skills.

d. Details of the benefits derived and shared from the intellectual properties owned or acquired by our Company (in the current Financial Year), based on traditional knowledge: Not Applicable.

III. Details of the benefits derived and shared from the intellectual properties owned or acquired by our Company (in the current Financial Year), based on traditional knowledge: Not Applicable.

IV. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved. Not Applicable.

V. Details of beneficiaries of CSR Projects

Kindly refer to above point VIII which has been elucidated under Section A (General Information about the Company).

Principle 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner

The long-term strategic goal of the Company is to innovate and deliver a wide range of cost effective, secured, timely, and customized services with the best technology. The Company actively seeks customer feedback, acts on it, and improves its customer service and in the process improve its products, services, and processes.

A. Essential Indicators pertaining to Principle 9

I. Mechanisms in place to receive and respond to consumer complaints and feedback.

A well-established system is in place for dealing with customer feedback and complaints. Customers are provided multiple options to connect with the Company through email, telephone, website, social media, feedback forms, etc. All complaints are appropriately addressed and all efforts are taken to resolve the same.

II. Turnover of products and/ services as a percentage of turnover from all products/service that carry information

	As per percentage to total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	Not Applicable
Recycling and/or safe disposal	

III. Number of consumer complaints in respect of the following:

Category	FY24			FY23		
	Received during the year	Pending resolution at the end of the year	Remarks	Received during the year	Pending resolution at the end of the year	Remarks
Data Privacy	NIL	NA	-	NIL	NA	-
Advertising	NIL	NA	-	NIL	NA	-
Cyber Security	NIL	NA	-	NIL	NA	-
Restrictive Trade Practices VI	NIL	NA	-	NIL	NA	-
Unfair Trade Practices VI	NIL	NA	-	NIL	NA	-
Others	NIL	NA	-	NIL	NA	-

IV. Details of instances of product recalls on account of safety issues- Not Applicable

V. Details of the framework/ policy on cyber security and risks related to data privacy

TeamLease strictly practices the principles of 'Security by Design' and 'Privacy by Design' and has a well-defined information security and data privacy framework. A comprehensive ISMS (Information Security Management System) has been designed as per ISO27001:2013 and National Institute of Standards and Technology (NIST) Risk Management Framework and the privacy controls have been designed as per GAPP (Generally Accepted Privacy Principles). This policy is hosted on the intranet of the Company.

VI. Details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/services.

No penalties/regulatory action has been levied or taken on the above-mentioned parameters.

B. Leadership Indicators pertaining to Principle 9

I. Channels / platforms where information on products and services of the Company can be accessed web link is provided below)

Information relating to all the products and services offered by the Company are available on the Company's website, <https://group.teamlease.com/>. In addition, the Company actively uses various social media and digital platforms to disseminate information.

II. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Given the nature of business, the same is not applicable to the Company.

III. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Kindly refer to details on Business Continuity and Disaster Management which has been elucidated under Principle 6. During the year, there were no major disruptions of critical services of the Company.

IV. Details on the Company displaying product information on the product over and above what is mandated as per local laws. (Details on the Company carrying out any survey with regard to consumer satisfaction relating to the major products / services of the Company, significant locations of operation of the Company or the Company as a whole

TeamLease has always believed in being transparent with its customers by providing all the relevant details. The Company strives to ensure customer data privacy and security through robust information security systems. The Company continuously conducts customer satisfaction surveys to seek feedback from its clients at various stage. This feedback is used to improve systems, processes and enable better focus on training and development of staff.

V. Details of the following information relating to data breaches

a. Number of instances of data breaches along with impact: NIL.

b. Percentage of data breaches involving personally identifiable information of customers.

The Company did not witness any instances of data breaches during the year. Internal Auditors have assessed and confirmed that requisite security level checks put in place by the Company are appropriate.

Endnotes:

- i. TeamLease offices are not located within ecologically sensitive areas.
- ii. Environmental Impact Assessment (EIA) is not applicable for the Company for the current Financial Year as per applicability defined in EIA Notification, 2020
- iii. During the Financial Year, the Company has not acquired any land that would require SIA as per Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013
- iv. This data pertains to services and there were no procurement of goods.
- v. TeamLease provides Staffing, Hiring, Learning, Degree Apprenticeship, Compliance Services and does not manufacture any physical products.
- vi. No complaint was received under The Competition Act, 2002

Management Discussion and Analysis

Global Economic Overview

In the preceding four-year period, the global economy has demonstrated remarkable resilience in the face of disruptions within the macroeconomic landscape. In CY 2023, the global economy achieved a growth rate of 3.3%. Global inflation is anticipated to gradually decrease, falling from 6.8% in 2023 to 5.9% in 2024 and further to 4.5% in 2025.

Despite the global economic downturn, the world economy is showing surprising resilience. This recovery is occurring in the midst of significant geopolitical events, such as Russia's invasion of Ukraine, and persistent cost-of-living issues. The ability of the global economy to bounce back under these circumstances is a testament to its unexpected strength and adaptability. Proactive measures by central banks have also helped to rein in inflation, thereby reducing its impact on employment and economic activity.

The global growth is anticipated to sustain its momentum at 3.2% in CY2024 and 3.3% in CY2025. With a prolonged downturn in economic activity in China and better than expected performance by the US economy and emerging markets and developing economies, risks to global growth prospects are largely balanced.¹

Global GDP growth rate (%)

CY 2023		3.3
CY 2024		3.2
CY 2025		3.3

[Source: IMF World Economic Outlook, July 2024]

Outlook

Backed by steady economic growth and lower inflation levels in most countries, chances of an economic downturn has broadly dissipated. Moreover, disinflation could also result in easing of financial conditions. Stronger structural reforms may also improve productivity and avert downside risks. However, geopolitical uncertainty, particularly due to the Russia-Ukraine war and the unrest in the Middle East, particularly in the Red Sea, may disrupt supply chains and result in a spike in commodity prices. In response to underlying inflation dynamics, taking into account the dissipating wage and price pressures, policymakers are expected to take a less restrictive stance for calibrating monetary policy.

Indian Economic Overview

Despite a sluggish global economy, India maintained its position as one of the world's fastest growing economies, clocking a real GDP growth of 8.2% during FY2024 up from 7.0% in FY 2022-23.²

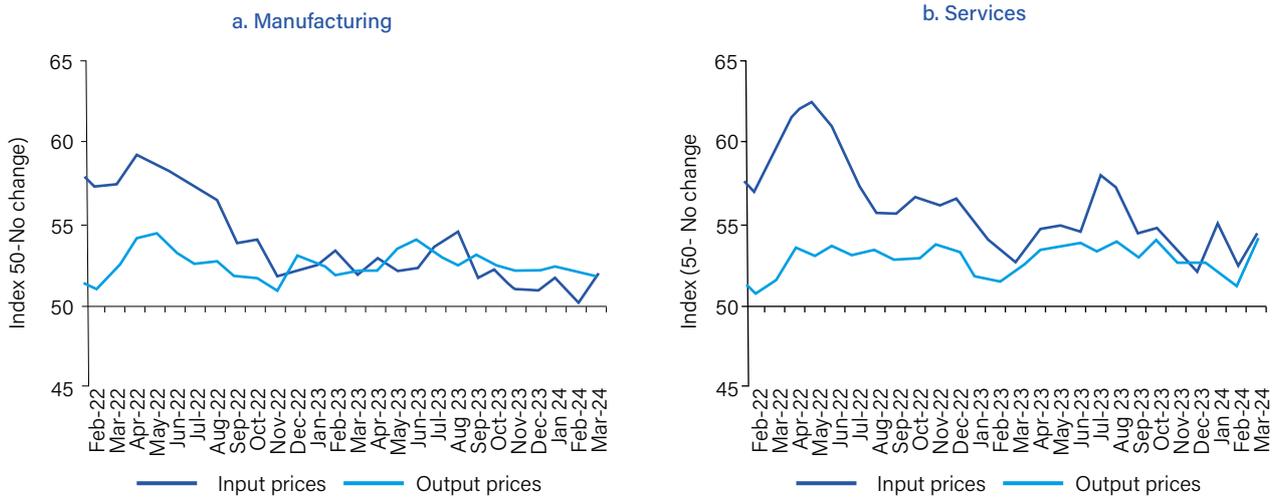
Primarily driven by cyclical factors such as increased government spending, sustained domestic demand, a thriving manufacturing sector and increase in construction and real estate investment, the overall economic sentiment continues to be buoyant. Besides, economic indicators like Goods and Services Tax (GST) collection and the Purchasing Managers' Index (PMI) for both manufacturing and services sectors have shown consistent improvement. Inflation has also stabilised and credit demand is growing significantly, demonstrating the intrinsic potential of the Indian economy.



¹<https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>

²<https://pib.gov.in/PressReleaseDetail.aspx?PRID=2022323>

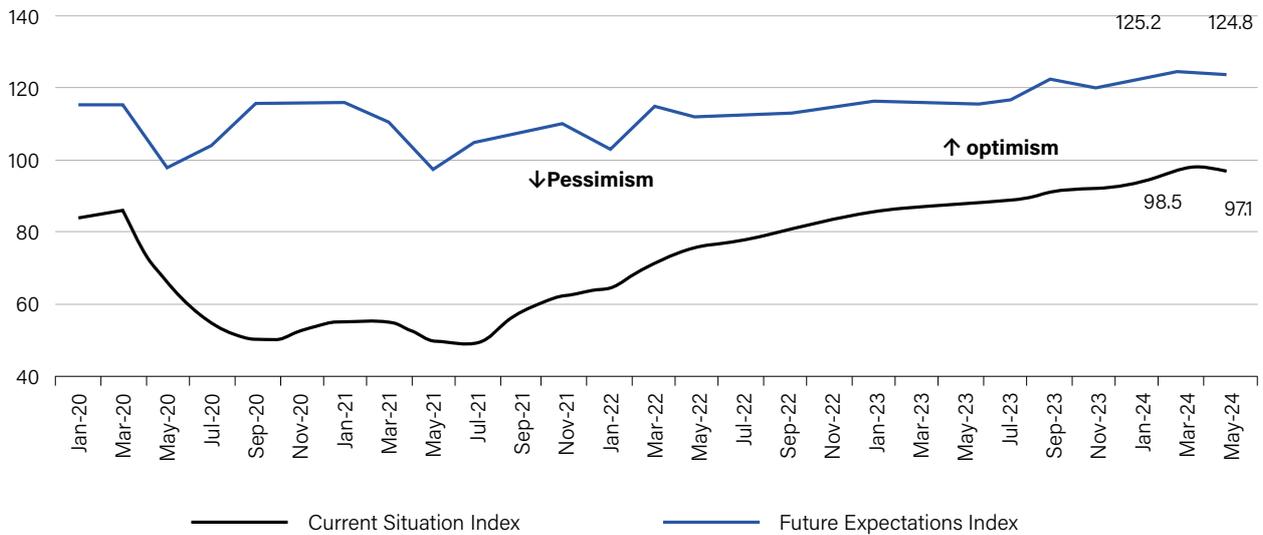
Chart III.32: PMI: Input and Output Prices



Source: S&P Global.

FY2024 has been promising with a positive trajectory in the consumer confidence indicator, pointing towards favourable developments in household consumption, saving potential and improved sentiment about general economic activity.

Chart 1: Consumer Confidence Indices



[Source: RBI, June 2024]

Outlook

Over the past years, the Indian economy has witnessed robust growth. Along with moderation in headline inflation, employment has surpassed pre-COVID levels and the financial sector continues to be resilient in the face of global threats. Supported by macroeconomic and financial stability, stronger than expected consumer demand and private investment is anticipated to keep the economy buoyant.

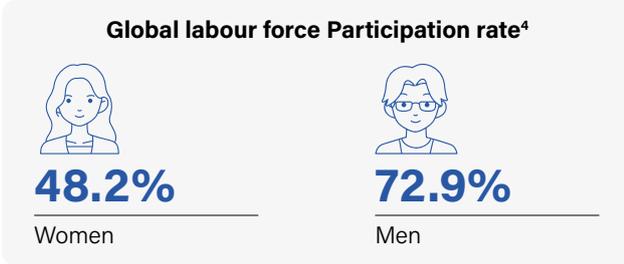
Industry overview

Global staffing industry

Even with a slowdown in the world economy, growth estimates surpassed expectations. Labour markets have been resilient and unemployment rates have dipped below pre-pandemic levels.



The global rate of unemployment worldwide in 2023 was 4.9%³



Additionally, there was a notable increase in labour market participation rates from the lows of the pandemic, especially in lower-middle-income and high-income nations. The average working hour in 2019 was significantly low.

Global investment rates have recovered significantly since the pandemic and are expected to remain above the levels seen during the 2010s. This sustained investment activity can drive job creation and fuel demand for staffing services across various industries.

The arrival of new digital innovations, such as generative artificial intelligence (AI), presents opportunities for the staffing industry to leverage technology to streamline recruitment processes, enhance candidate matching, and provide value-added services to clients.

contributing to lower output in developed as well as developing nations. However, it recovered significantly during 2024. But regional disparities in unemployment patterns were evident in different geographies. The participation of woman in the workforce has also recovered at a faster than expected pace.

Indian Staffing Industry

Employment in important sectors such as ecommerce, retail, FMCG, logistics, manufacturing, hospitality, tourism, aviation, energy, etc have increased in 2023-24. However, IT Staffing witnessing slow recovery from previous years due to geopolitical stress and a focus on right sizing teams.

India has reportedly added 46.7 million jobs in the financial year 2024, bringing the country's total employment to 643.3 million. Public administration, non-financial services, and the real estate and building industries were other notable sectors that saw a sizeable increase in their workforce.⁵



The substantial jump in EPFO enrolment is due to both new employment and the transition of the existing informal workforce to formal employment.

The participation of women in the workforce has also improved due to the availability of hybrid roles. Upskilling and reskilling opportunities have also opened up new job roles and made way for permanent employment.



15.3% YoY new employment growth in flexi staffing industry in 2024

[Source- Indian Staffing Federation]

Flexi staffing also witnessed significant growth, mainly on account of its ability to enable the transition from informal to formal employment. It has resulted in social security, employment mobilisation, development of industry specific skills and wage protection. Upskilling and reskilling on the job has also allowed most job seekers to explore different opportunities, including hybrid roles that require specialised knowledge. It has also increased women's participation in the workforce.

Going forward, emerging industries such as battery energy storage, green hydrogen and biotechnology are poised for exceptional growth, creating numerous opportunities for job seekers and companies alike.⁶

As per annual PLFS report, the Labour Force participation Rate (LFPR), Worker Population Ratio (WPR) and Unemployment Rate (UR) for people above 15 years are as follows.

Years	(in percentage)		
	WPR	LFPR	UR
2017-18	46.8	49.8	6.0
2018-19	47.3	50.2	5.8
2019-20	50.9	53.5	4.8
2020-21	52.6	54.9	4.2
2021-22	52.9	55.2	4.1
2022-23	56.0	57.9	3.2

[Source: Periodic Labour Force Survey, Ministry of Statistz 4Fics and Programme Implementation]

The Indian government has also undertaken initiatives for creating more jobs within the country. Along with the government's emphasis on 'Aatmanirbhar Bharat' and development of infrastructure projects across the country, employment opportunities continue to increase, enhancing the possibility of job creation over the medium to long term.⁷

³https://www.ilo.org/wcmsp5/groups/public/---dgreports/---inst/documents/publication/wcms_908143.pdf

⁴https://www.ilo.org/wcmsp5/groups/public/---dgreports/---inst/documents/publication/wcms_908142.pdf

⁵<https://economictimes.indiatimes.com/news/economy/indicators/india-employment-provisionally-grew-at-6-in-fy24-vs-3-2-in-fy23-rbi-data-shows/articleshow/111578801.cms?from=mdr>

⁶<https://www.peoplematters.in/news/business/indias-job-market-poised-for-growth-in-2024-manufacturing-and-bfsi-to-hire-more-39819>

⁷https://dge.gov.in/dge/sites/default/files/2023-05/Unemployment_and_Unemployment_scenario_of_India_May_2023.pdf

In 2024, backed by balanced economic growth and lower inflation, job prospects are anticipated to improve further.

Employment trends in 2024⁸

● Returning to the Office

The conversation around flexible, remote and hybrid working has become quite common since 2020. While the future of work will require a balance between remote work and working from office, employers as well as employees are being flexible and navigating rapid changes within workplaces through innovative approaches. This is not only anticipated to make way for new developments in the working environment but is likely to also foster inclusivity and transparency.

● Cultivating Openness

The days of concealing salaries are coming to an end. Now that new laws have recently passed, discussing our income is becoming more common. These regulations are forcing employers to disclose compensation ranges to us from the outset, which represents a significant shift in the way we discuss money in the workplace.

According to a 2023 Empower survey, younger generations, such as Millennials and Gen Z, are more forthcoming about their income than older generations. To help them land better jobs, over half of them are even willing to disclose their income on LinkedIn.

Salary transparency will probably be a prominent topic in 2019 as more Gen Z workers enter the job, and there will probably be more conversations about closing wage gaps.

● Promoting Wellness

The importance of mental health has grown in recent years, and it will continue to be highlighted in the next year. We must focus more on preventing employee burnout and ensuring that they receive the mental health help they require.

According to the 13th annual Aflac WorkForces Report published in October 2023, 57% of US workers report experiencing a degree of burnout.⁹ This statistic not only underscores the prevalence of work-related stress, but also suggests a perceived lack of genuine concern from their respective companies regarding their mental well-being. However, this revelation presents an opportunity for organizations to reassess their strategies and implement robust measures to enhance the mental health support provided to their employees. By doing so, they can foster a more supportive and productive work

environment, thereby reducing burnout and improving overall employee satisfaction.

● Harnessing Innovation

The use of AI (Artificial Intelligence) in the workplace increased significantly in the later half of 2023, particularly with a new kind known as generative AI. AI is capable of producing a wide range of media, including text, photos, videos and even audio. It's like having a permanent new assistant at work. Although executives across various businesses may still need to acquire more skills in order to effectively employ AI, they are aware of its importance for the future.

By 2024, more businesses should be devoting time and resources to improving their knowledge of AI. They'll want to ascertain how to apply it in their companies and whether it could alter staff workflow. Although generative AI is still in its infancy, employers and employees alike should remain receptive to its potential and acquire the necessary skills to fully utilise it.

Flexi staffing industry¹⁰

The practice of providing businesses with semi-skilled frontline workers (such as retail promoters and tele-calling agents) is known as flexi-staffing. Companies in a variety of sectors are opting to contract out front-line work to flexi-staffing firms so they can concentrate on their main business, control expenses, and adhere to legal requirements. Flexi-staffing has a lot of potential for GLOW (Growing Livelihood Opportunity For Women) since it

- Has the potential to create approximately 1.8 million jobs by 2026 across industries¹¹
- Is a good fit for women as it offers multiple frontline roles across sectors
- Offers key benefits such as fixed-wage jobs, fair work-related terms and practices (e.g., guaranteed minimum wage, leave) and long-term employment potential, as roles are fungible across industries

The flexi staffing industry maintained a double-digit growth for new employment, with a YoY growth of 15.3% in 2023–2024. In Q4 FY2023–24, the flexi staffing industry saw a 2.3% increase in net employment on a quarter-over-quarter basis. 1.66 million flexible workers are employed by the 100+ members of the Indian Staffing Federation in 2023-2024.

Sectors like Retail, E-commerce, Logistics, Hospitality, Tourism, Aviation, FMCG & CD sectors largely contributed to new employment generation (2023-24) in the flexi staffing industry.

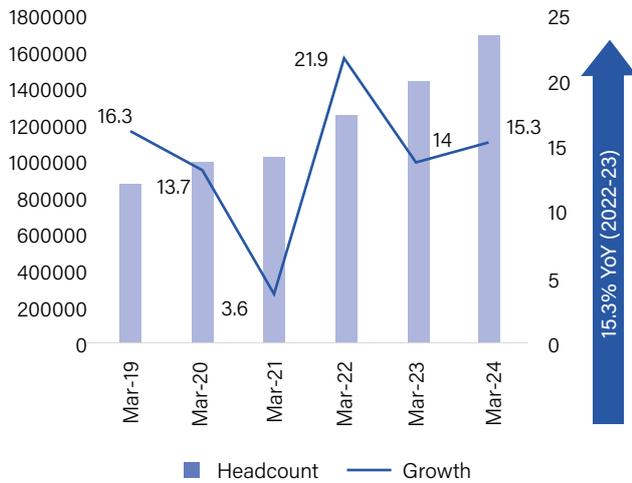
⁸<https://www.weforum.org/agenda/2024/02/work-and-workplace-trends-to-watch-2024/>

⁹https://www.gmc-uk.org/-/media/documents/workforce-report-2023-full-report_pdf-103569478.pdf

¹⁰<https://www.indianstaffingfederation.org/>

¹¹<https://www.indianstaffingfederation.org/>

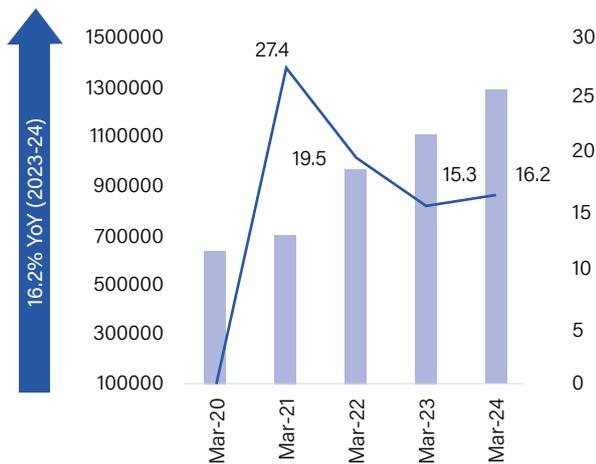
Flexi Staffing Employment Growth Trend YoY



General Flexi staffing Industry

The General Staffing Industry maintained its growth at 16.2% YoY in FY2023-24. While certain sectors witnessed muted growth in the second half of the fiscal year, staffing continued to see a double-digit growth in FY2023-24. General Staffing Industry maintained a positive growth in Q1 and Q2 and new employment was noticed after increased demand for flexi staffing. The growth in staffing was primarily driven by sectors such as FMCG, e-commerce, Manufacturing, Healthcare, Retail, Logistics, Banking, Energy etc.

Flexi Staffing Employment Growth Trend YoY



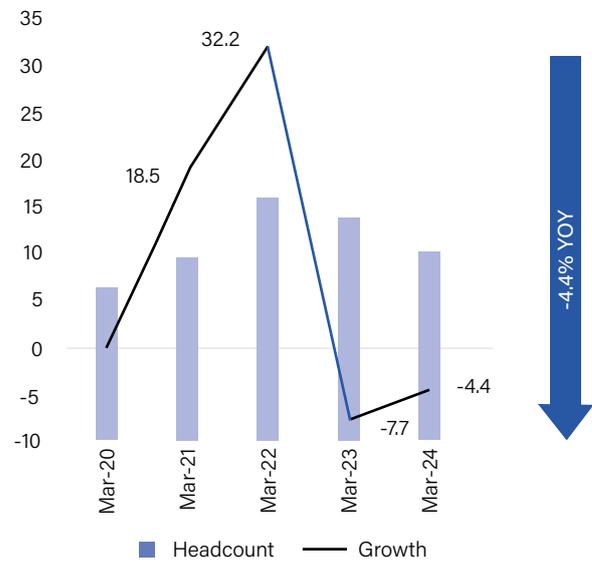
IT flexi staffing industry

IT Staffing industry has started witnessing slow recovery in new employment generation in FY 2023-24 as most companies were focussed on right-sizing, owing to the impact of geopolitical events. In the 2023-24 fiscal year, the

annual new employment rate experienced a decline of 4.4% year-over-year, with a 1.1% decrease quarter-over-quarter in Q4 2023-24. The IT staffing industry saw a gradual recovery in demand despite the impact of geopolitical developments such as the US market, the Russia-Ukraine war and global financial markets. Companies are concentrating on improving productivity to address market pressures.

With growing digital adoption across sectors, the demand for IT staffing is expected to increase over the near and medium term. The demand is also likely to grow from tier II and III towns due to the growth of small businesses and the increasing reach of larger companies in smaller towns and cities.

IT Staffing Industry New Employment Trend YoY (2023-24)



Online recruitment industry

Recruiters today are more dependent on technology than ever before. Further, online recruitment has become the new normal for recruiters to attract and retain new talent. The key drivers for recruitment have evolved considerably over the years, from changes in employee behaviour to the adoption of new HR technologies and shifting job cultures.

EdTech and employability industry

The EdTech sector continues to evolve, introducing new ways of learning for students. Traditional methods of education have undergone a transformation and the worldwide EdTech market reached \$133 billion in 2023, with expectations to grow to \$433 billion by 2030. The New Education Policy (NEP) has significantly impacted the EdTech landscape by enabling multi-modal education through online, onsite and on-campus routes with modularity and flexibility. By 2024, a number of ground-breaking innovations in the education sector are expected to change the way people learn and teach, thereby creating multiple employment opportunities.¹²

¹²<https://www.financialexpress.com/jobs-career/education-the-ed-tech-trends-for-2024-3343925/>

Key trends and drivers¹³

The employment landscape in 2023 saw a strong shift towards hybrid work arrangements, accounting for 56% of all recruitments, compared to 37% of people who preferred traditional office-based settings and 7% who preferred remote work.¹⁴

- A paradigm shift has been brought about by AI-driven recruitment, which gives recruiters the ability to use sophisticated application tracking tools to do more in-depth candidate analysis. With the use of this revolutionary technology, recruiters may now shift their attention to improving communication and honing talent assessments.
- Recruiters are using social media to attract young people, especially when it comes to college recruitment.
- Recruiters are entering a disruptive era where talent is being preferred over geographic divide due to the growing opportunities for remote working. Due to this change, workplaces are also more diverse and inclusive.
- Although a number of hiring procedures are currently computerised, automation will increase significantly in future.
- A rise in the number of women in leadership positions has also sparked a paradigm change in the employment market.

Government initiatives¹⁵

The Indian government has implemented a number of initiatives to increase employment. Prime Minister's Employment Generation Programme (PMEGP), Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS), Pt. DeenDayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY), Rural Self Employment and Training Institutes (RSETIs) and Deen Dayal Antodaya Yojana-National Urban Livelihoods Mission (DAY-NULM) and other employment-generating schemes are among the many projects that the Indian government is supporting. Under the Skill India Mission, the Ministry of Skill Development and Entrepreneurship is putting into practice the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) to provide the nation's youth skill-based training. In rural areas Short Term Training (STT) courses and Recognition of Prior Learning (RPL) is also being implemented.

In addition to these projects, the government's flagship initiatives like Digital India and Stand-up India are focused

on creating jobs within the country. All these initiatives are anticipated to collectively create multiple jobs over the medium to long term.

RegTech industry¹⁶

The size of the global RegTech industry has rapidly expanded in recent years. At a 17.7% compound annual growth rate (CAGR), it will increase from \$13.78 billion in 2023 to \$16.21 billion in 2024. The need for faster transactions, increased disposable income, and rising compliance costs have contributed to this growth. RegTech or regulatory technology, is a group of companies that use software-as-a-service (SaaS) and cloud computing technology to help businesses comply with regulations more effectively and economically. Compliance, monitoring and regulatory surveillance are the main responsibilities of RegTech and it involves application of cutting-edge technology to regulatory processes in the financial sector.

RegTech is currently valued at £6.6 billion annually in the UK. Growing investor interest, government regulation, and customer demand are driving the industry's rapid expansion and is expected to have a significant impact on the world economy.

In the upcoming years, the RegTech market is anticipated to grow at a rapid pace. It will increase at a compound annual growth rate (CAGR) of 16.7% to \$30.04 billion in 2028. With increasing digitisation and use of artificial intelligence (AI), growing emphasis on machine learning and products based on natural language processing and cloud-based solutions, attention to regulatory intelligence platforms are expected to increase.

Company overview

TeamLease is a leading player in the recruitment industry, offering a wide range of solutions to over 3,900+ employers, helping them with hiring, productivity and scaling challenges. The Company has hired over 23 lakh people in the last 23 years. It also runs India's first Vocational University and the fastest growing PPP Degree Apprenticeship Programme, providing solutions for employment, employability and ease of doing business.

In 2015, TeamLease rolled out a programme to provide on-the-job training to apprentices, emphasising the importance of a human touch in interviews. With over 20 years of experience, the Company offers modern, automated, and centralised Human Capital Management solutions to empower enterprises with their workforce needs.

¹³<https://www.hubengage.com/recruitment/recruitment-trends-in-2024/>

¹⁴<https://www.moneycontrol.com/news/business/hiring-intent-in-india-inc-will-rise-in-2024-but-it-jobs-will-remain-scarce-report-11925991.html>

¹⁵<https://pib.gov.in/PressReleaseDetailm.aspx?PRID=1989165>

¹⁶[RegTech Global market report 2024](#)

Our Services			Businesses focus area	
 General Staffing	 IT Staffing	 Employment	 Employability	
 Payroll Digital and Services	 Hiring	 Specialized Staffing	 On-the-Job-DA	
 Compliance Digital and Services	 Temp Hiring	 Online- TL Edtech	 Onsite - Enterprise Learning	
 Degree Apprenticeship (DA)	 Learning Services	 Ease of doing business	 On Campus-TL Skills University	
 Edtech Solutions		 Compliance Saas & Services	 Payroll Outsourcing	
		 Digital Workforce Solutions		

Opportunity and Threat



Opportunity

Investing in emerging technologies like AI and automation presents a major opportunity for staffing firms to transform recruiting, improve efficiencies, and meet rising client demand for productivity-enhancing solutions tailored to contingent workforces.

The emergence of digital staffing platforms overseas present an impetus for traditional staffing firms in India to accelerate their own digital transformation and pursue M&A strategies to acquire digital capabilities and scale.

The growing skill gap presents a major business growth opportunity for the staffing industry.

Leveraging technology, social media and newer engagement models to transform recruitment and candidate experience presents a major opportunity for staffing firms to reduce costs, boost branding and tap into employee referrals.

The rise of the gig economy presents a significant growth avenue in India to tap into growing demand for specialised talent.



Threat

Failure to prioritise and integrate the right technologies could impede the ability of staffing firms to remain competitive as clients expect more advanced, data-driven workforce management capabilities.

Indian staffing incumbents face mounting competition from agile digital-first staffing platforms that threaten to disrupt traditional staffing models.

Due to the lack of vocation skills among young educated individuals, employers across sectors are facing severe talent attraction and retention challenges.

Unless staffing firms overhaul their talent attraction and retention capabilities to align with the aspirations of millennials and digitally-savvy candidates, the recruitment of quality talent can be a challenge.

The increasing reliance on gig workers pose a challenge for Indian organisations that are unprepared for managing a more fluid, mobile workforce.

Financial highlights

Key Financial Ratio	(₹ in crores)	
	FY 2023-24	FY 2022-23
Revenue	9,322	7,870
EBITDA	131	122
PAT	113	112
EPS	67	65
Current Ratio	1.3	1.4
Operating Profit Margin	1.4%	1.5%
Net Profit Margin	1.2%	1.4%
Return on Net Worth	14.1%	13.8%

Risk Management

Risk Management Report is provided from pages 20-25 of this Annual Report.



Standalone

Financial
Statements

Independent Auditor's Report

To the Members of TeamLease Services Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of TeamLease Services Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive loss, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued

by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters

How our audit addressed the key audit matter

A. Revenue recognition and recoverability of trade receivables

The Company's revenue for the financial year ended March 31, 2024 is ₹ 8,440.80 Crores, majority of which are from General Staffing and allied services. The Company has various streams of revenue with multiple types of customer contracts characterized by a larger volume of transactions. Trade Receivables of ₹ 303.36 Crores represent significant portion of total assets as at March 31, 2024. The Company has adopted a provisioning policy in respect of trade receivables based on historical trends and available industry information.

Due to multiple types of revenue contracts with large volume of transactions and significant judgment required by the management to estimate provision for trade receivables, this matter is considered as a key audit matter.

Refer Note 28 and Note 16 to the standalone financial statements for the Company's disclosures on revenues and trade receivables respectively.

We understood, evaluated and tested the operating effectiveness of the internal controls over revenues and trade receivables processes.

We selected samples from various types of customer contracts and tested the occurrence, completeness and measurement of those transactions by inspecting the underlying documents.

We performed audit procedures on existence of trade receivables, which included obtaining and comparing balance confirmations with books, testing of invoices and subsequent collections for audit samples selected.

We evaluated the assumptions used to calculate the provision for trade receivables through analysis of ageing, historical collection and bad debts write-off trends, specific individual circumstances of the customers.

We assessed the disclosure in the standalone financial statements for compliance with the disclosure requirements.

Key audit matters	How our audit addressed the key audit matter
<p>B. Investment / Loans and advances to group companies</p> <p>As at March 31, 2024, the Company has non-current investments in subsidiaries of ₹ 337.25 Crores which are carried at cost. In accordance with Ind AS, these investments are tested for impairment using discounted cash flow models i.e., the recoverable value of each investment is compared to the respective carrying values as at the balance sheet date. Deficit, if any, between the recoverable value and the carrying value results in an impairment provision.</p> <p>The key inputs and assumptions used in the aforesaid model are following:</p> <ul style="list-style-type: none"> ● Revenue Growth Rate ● Operating Margins ● Long term Growth Rate ● Discount Rate. <p>Further, the Company has granted interest bearing long-term loans to group companies. Management assesses the recoverability of such loans after taking into account the future cash flow surpluses expected to be generated by the respective borrower entities.</p> <p>Due to the significant carrying values of these investments and loans to group companies; and significant management judgments and estimates involved in performing assessment of impairment and recoverability of loans, this matter is considered as a key audit matter.</p> <p>Refer to Note 8 and Note 10 to the standalone financial statements.</p>	<p>We assessed and tested the operating effectiveness of the internal controls over preparation of annual budgets and future forecasts for various business reporting units including impairment assessment for investments and loans.</p> <p>We compared the future operating cash flow forecasts considered for impairment assessment with the business plan and budgets duly approved by the Board of Directors of the Company.</p> <p>We involved our valuation specialists to perform an evaluation of the Company's valuation model and the underlying key assumptions, including long-term growth and discount rates.</p> <p>We evaluated sensitivity of the valuation to changes in key assumptions and compared the assumptions to corroborating information including industry reports and competitor's information, historic performance of the Company, economic developments and industry outlook.</p> <p>We obtained and read the audited financial statements of the subsidiaries to understand the net worth, cash flows and other financial information.</p> <p>We assessed the disclosures in the standalone financial statements for compliance with the disclosure requirements.</p>

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Board Report, Corporate Governance Report, Business Responsibility and Sustainability Report and Report on Management Discussion and Analysis included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to

the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the

disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (i) (vi) below on reporting under Rule 11(g);
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

- (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph (i) (vi) below on reporting under Rule 11(g);
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 46 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested during the year (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. No dividend has been declared or paid during the year by the Company.
 - vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data using privileged/ administrative access rights and master data changes as described in note 52(ix) to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Navin Agrawal**
Partner
Membership Number: 056102
UDIN: 24056102BKFVIS5260
Place of Signature: Bangalore
Date: May 22, 2024

Annexure 1

referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” for our report on the Standalone Financial statements of TeamLease Services Limited.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (a) (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) All Property, Plant and Equipment were physically verified by the management in the current year in accordance with a planned programme of verifying them once in three years which, in our opinion is reasonable having regard to the size of the Company and the nature of its assets. Discrepancies identified on such verification were properly dealt with in the books of accounts in the current year.
- (c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its property, plant and equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in note 23 to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.

- (iii) (a) During the year the Company has provided loans, advances in the nature of loans and stood guarantee and provided security to companies, firms, Limited Liability Partnerships or any other parties as follows:

Particulars	(₹ in crores)	
	Loans	Guarantees
Aggregate amount granted during the year		
Subsidiaries	6.00	10.00
Others (loan to employee)	0.24	-
Balance outstanding as at balance sheet date in respect of above cases		
Subsidiaries	11.26	36.50
Other related parties	-	4.50
Others (loan to employee)	0.19	-

- (b) During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees to companies, firms, Limited Liability Partnerships or any other parties are not prejudicial to the Company's interest.
- (c) The Company has granted loans and / or advance in the nature of loans during the year to companies, firms, Limited Liability Partnerships or any other parties where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the

requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

- (iv) The Company has not advanced loans to Directors / to a Company in which the Director is interested to which provisions of section 185 of the Act apply and hence not commented upon. Further, according to the information and explanations given to us, provisions of section 186 of the Act in respect of loans and advances given, investments made, guarantees and securities given, to the extent applicable, have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

- (vii) (a) Undisputed statutory dues including goods and service tax, employees' state insurance, service tax, duty of customs, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there have been slight delays in remittance of provident fund and labour welfare fund dues of associate employees and tax deducted at source in few cases. According to the information and explanations given to us and audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) The dues of income-tax, service tax and professional tax have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in crores) *	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	4.45	April 2006 to December 2008	Hon'able High Court of Kolkata
Finance Act, 1994	Service Tax	4.63	October 2010 to July 2017	The Commissioner of Service Tax, Bengaluru
Income Tax Act, 1961	Income Tax	0.30	Assessment Year 2013-14	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	0.49	Assessment Year 2018-19	The Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	0.01	Assessment Year 2019-20	The Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	9.39	Assessment Year 2022-23	The Commissioner of Income Tax (Appeals)
Maharashtra State Tax on Profession, Trades, Calling and Employment Act 1975	Professional Tax	0.50	Assessment Year 2018-19	Assistant commissioner Profession Tax, Mumbai
CGST Act, 2017	Goods and Service Tax	5.14	FY 2017-18	Joint Commissioner (ST)- CGST Appeals Name of the statute Nature of dues Forum where the dispute is pending
CGST Act, 2017	Goods and Service Tax	0.03	FY 2018-19	Joint Commissioner (ST)- CGST Appeals
CGST Act, 2017	Goods and Service Tax	1.72	FY 2018-19	Assistant Commissioner (ST)- CGST Appeals

*The above is net of amounts paid ₹ 5.24 crores

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loan outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer / debt instruments, hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares/ fully or partly convertible debentures during the year under audit and hence, the requirements to report on clause 3(x)(b) of the Order are not applicable to the Company.
- (xi) (a) No fraud/ material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with section 177 and 188 of Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current and immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on clause 3(xviii) of the Order is not applicable to the Company.

- (xix) On the basis of the financial ratios disclosed in Note 50 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act.

- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

- (xxi) The requirement to report on clause 3(xxi) of the Order is not applicable in respect of Standalone Financial Statements.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Navin Agrawal**

Partner

Membership Number: 056102

UDIN: 24056102BKFVIS5260

Place of Signature: Bangalore

Date: May 22, 2024

Annexure 2

to the Independent Auditor's Report of even date on the Standalone Financial Statements of Teamlease Services Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of TeamLease Services Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls with Reference to these Standalone Financial Statements

A Company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the

assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has maintained, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Navin Agrawal**

Partner

Membership Number: 056102

UDIN: 24056102BKFVIS5260

Place of Signature: Bangalore

Date: May 22, 2024

Standalone Balance Sheet

as at 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	4	9.37	8.28
Right of use assets	5	63.78	69.08
Other intangible assets	6	21.88	11.23
Intangible assets under development	7	7.26	14.80
Financial assets			
(i) Investments	8	337.25	337.25
(ii) Loans	10	11.26	10.00
(iii) Others	12	126.59	112.11
Deferred tax assets (net)	13	5.67	6.54
Income tax assets (net)	14	229.46	193.98
Other non-current assets	15	1.62	0.17
Total non-current assets		814.14	763.44
Current assets			
Financial assets			
(i) Investments	9	-	190.88
(ii) Loans	10	0.19	0.20
(iii) (a) Trade receivables	16	303.36	250.77
(iii) (b) Unbilled revenue	11	157.19	98.07
(iv) Cash and cash equivalents	17	98.07	125.04
(v) Bank balances other than cash and cash equivalents	17	226.68	48.48
(vi) Others	12	100.26	89.80
Other current assets	18	30.22	26.10
Total current assets		915.97	829.34
Total assets		1,730.11	1,592.78
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	19	16.77	17.10
Other equity	20	745.51	760.38
Total equity		762.28	777.48
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	24	48.74	54.78
(ii) Other financial liabilities	26	0.40	3.15
Employee benefit obligations	21	123.19	108.48
Other non-current liabilities	22	4.22	4.22
Total non-current liabilities		176.55	170.63
Current liabilities			
Financial liabilities			
(i) Borrowings	23	13.83	12.96
(ii) Lease liabilities	24	19.78	17.91
(iii) Trade payables	25		
(a) Total outstanding dues of micro enterprises and small enterprises		2.11	0.58
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		19.32	25.61
(iv) Other financial liabilities	26	355.63	275.29
Employee benefit obligations	21	79.44	72.16
Other current liabilities	27	301.17	240.16
Total current liabilities		791.28	644.67
Total liabilities		967.83	815.30
Total equity and liabilities		1,730.11	1,592.78
Summary of material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**

ICAI Firm Registration Number: 101049W/E300004

Chartered Accountants

Per **Navin Agrawal**

Partner

Membership Number: 056102

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Reddy

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bangalore

Date: 22 May 2024

Place: Bangalore

Date: 22 May 2024

Standalone Statement of Profit and Loss

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	Notes	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations	28	8,440.80	6,876.17
Other income	29	60.27	52.95
Total income		8,501.07	6,929.12
Expenses			
Employee benefits expense	30	8,268.43	6,717.81
Finance costs	31	8.19	4.76
Depreciation and amortization expense	32	31.87	23.47
Other expenses	33	87.40	81.57
Total expenses		8,395.89	6,827.61
Profit before exceptional items and tax		105.18	101.51
Exceptional items	34	3.51	(2.33)
Profit before tax		108.69	99.18
Tax expense:			
- Current tax	14	1.51	1.66
- Tax provision for earlier years	14	0.41	-
- Deferred tax	13	0.97	0.32
Income tax expense		2.89	1.98
Net profit for the year		105.80	97.20
Other comprehensive income			
Other comprehensive (loss)/income not to be reclassified to profit or loss in subsequent periods:			
Remeasurement (losses)/gains on defined benefit obligations	36	(0.41)	0.23
Income tax effect	13	0.10	(0.06)
Other comprehensive (loss)/income for the year, net of tax		(0.31)	0.17
Total comprehensive income for the year, net of tax		105.49	97.37
Earnings per equity share:			
Basic and diluted (amount in ₹)	35	63	57
Summary of material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**

ICAI Firm Registration Number: 101049W/E300004

Chartered Accountants

Per **Navin Agrawal**

Partner

Membership Number: 056102

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Reddy

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bangalore

Date: 22 May 2024

Place: Bangalore

Date: 22 May 2024

Standalone Statement of Cash Flows

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
Operating activities			
Profit before tax		108.69	99.18
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortization expense		31.87	23.47
Finance costs		8.19	4.76
Interest income		(42.35)	(21.02)
Loss on disposal of property, plant and equipment (net)		0.01	0.20
Fair value adjustments (net)		(0.60)	(0.27)
Liabilities/ provisions no longer required written back		(10.11)	(20.21)
Bad debts written off		2.51	1.45
Provision/(reversal) for expected credit loss		0.35	(0.27)
Provision/(reversal)/written off for doubtful advances/receivables (net)		5.57	(2.11)
Share based payment expenses (net)		(0.35)	0.64
Gain on sale of current investments (net)		(4.51)	(6.24)
Fair value gains on current investments (net)		-	(0.88)
Exceptional items (net)		(3.51)	2.33
Working capital adjustments			
(Increase)/decrease in trade receivables		(55.45)	(9.91)
(Increase)/decrease in other assets		(4.92)	0.63
(Increase)/decrease in unbilled revenue and other financial assets		(80.91)	(13.16)
Increase/(decrease) in trade payables and other financial liabilities		73.07	51.25
Increase/(decrease) in other liabilities		70.48	42.03
Increase/(decrease) in net employee benefit obligations		21.58	13.31
		119.61	165.18
Income tax (payments)/refunds		(37.40)	(82.46)
Net cash flows from/(used in) operating activities		82.21	82.72
Investing activities			
Purchase of property, plant and equipment		(6.28)	(4.34)
Purchase of intangible assets (including intangibles under development)		(8.46)	(10.66)
Proceeds from sale of property, plant and equipment		0.06	0.01
Sale/(purchase) of current investments		195.39	(133.41)
Loans and advances given to subsidiaries		(6.00)	(47.79)
Loans and advances repaid by subsidiaries		4.94	45.22
Loan given to employee		(0.24)	-
Loan repaid by employee		0.04	-
(Investments in)/maturity of fixed deposits (net)		(179.53)	40.74
Interest received		33.53	20.96
Recovery from PF Trust		3.51	9.22
Net cash flows from/(used in) investing activities		36.96	(80.05)

Standalone Statement of Cash Flows

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
Financing activities			
Proceeds from issue on exercise of stock options (31 March 2024: ₹ Nil; 31 March 2023: ₹ 36,000)		-	0.00
Repayment of principal portion of lease liabilities		(18.97)	(13.53)
Finance costs (including of lease liabilities)		(8.19)	(4.76)
Buy back of equity shares		(100.00)	-
Tax on buy back of equity shares		(19.01)	-
Expenses on buy back of Equity shares		(0.84)	(0.96)
Net cash flows (used in)/from financing activities		(147.01)	(19.25)
Net (decrease)/increase in cash and cash equivalents		(27.84)	(16.58)
Cash and cash equivalents at the beginning of the year		112.08	128.66
Cash and cash equivalents at the end of the year	17	84.24	112.08
Summary of material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**

ICAI Firm Registration Number: 101049W/E300004

Chartered Accountants

Per **Navin Agrawal**

Partner

Membership Number: 056102

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Reddy

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bangalore

Date: 22 May 2024

Place: Bangalore

Date: 22 May 2024

Standalone Statement of Changes in Equity

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

a. Equity share capital:

Issued, subscribed and fully paid share capital

	Numbers	Amount (in ₹ crores)
Equity shares of ₹ 10 each:		
At 1 April 2022	1,70,96,769	17.10
Additions during the year	-	-
At 31 March 2023	1,70,96,769	17.10
Buy back of equity shares during the year	(3,27,869)	(0.33)
At 31 March 2024	1,67,68,900	16.77

b. Other equity

Particulars	Attributable to equity shareholders of the Company				Total other equity
	Reserves and surplus				Total
	Securities premium	Share based payment reserves	Capital redemption reserve (CRR)	Retained earnings	
As at 1 April 2022	247.64	2.28	-	411.50	661.42
Net Profit for the year	-	-	-	97.20	97.20
Net Other comprehensive income	-	-	-	0.17	0.17
Total	247.64	2.28	-	508.87	758.79
Share based payment expense (net)	-	0.64	-	-	0.64
Share based payment cost receivable from Subsidiaries	-	0.95	-	-	0.95
Exercise of stock options	1.09	(1.09)	-	-	-
As at 31 March 2023	248.73	2.78	-	508.87	760.38
As at 1 April 2023	248.73	2.78	-	508.87	760.38
Net Profit for the year	-	-	-	105.80	105.80
Net Other comprehensive loss	-	-	-	(0.31)	(0.31)
Total	248.73	2.78	-	614.36	865.87
Share based payment expense (net)	-	(0.35)	-	-	(0.35)
Share based payment cost payable to Subsidiaries	-	(1.33)	-	-	(1.33)
Buy back of equity shares [refer Note 19 (v)]	(99.67)	-	-	-	(99.67)
Tax on buy back of equity shares	-	-	-	(19.01)	(19.01)
Amount transferred to CRR on buy back [refer Note 19 (v)]	-	-	0.33	(0.33)	-
As at 31 March 2024	149.06	1.10	0.33	595.02	745.51

Summary of material accounting policies

3

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**
ICAI Firm Registration Number: 101049W/E300004
Chartered Accountants

Per **Navin Agrawal**
Partner
Membership Number: 056102

For and on behalf of the Board of Directors of
TeamLease Services Limited

Ashok Reddy
Managing Director
DIN: 00151814

Ramani Dathi
Chief Financial Officer

Subramaniam Somasundaram
Independent Director
DIN: 01494407

Alaka Chanda
Company Secretary
F10911

Place: Bangalore
Date: 22 May 2024

Place: Bangalore
Date: 22 May 2024

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

1 Corporate information

TeamLease Services Limited (the "Company") is a HR Services Company incorporated on 2 February 2000 under the provisions of the Companies Act applicable in India having its registered office located at 315 Work Avenue Campus, No.77, Ascent building, Jyoti Nivas College Road, Koramangala, Bengaluru - 560095. The Company provides to its clients a gamut of HR services that include Staffing Services, Temporary Recruitment, Payroll Process Outsourcing, Regulatory Compliance Services, Vocational Training / Education and Assessments.

The Company was converted into a Public Limited Company and obtained a fresh certificate of incorporation dated 15 May 2015. The equity shares of the Company got listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") w.e.f. 12 February 2016.

The standalone financial statements are approved by the Board of directors and authorized for issue in accordance with a resolution of the directors on 22 May 2024.

2 Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 ('the Act'), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements. The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

The standalone financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instrument) and share-based payments, which are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions. Accounting policies are consistently applied.

The standalone financial statements are presented in Indian Rupees and all values are rounded to nearest crores except when otherwise stated.

3 Summary of material accounting policies

3.1 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets.

The operating cycle is the time between the recognition of assets and their realisation in cash and cash equivalents. The Company has considered twelve months as its operating cycle.

3.2 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates, i.e., the "functional currency". The financial statements are presented in Indian rupee (INR), which is functional and presentation currency of the Company.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

ii) Transactions and balances

Foreign currency transactions are initially recorded by the Company at their respective functional currency spot rate at the date the transaction first qualifies for recognition.

- 1) Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.
- 2) Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are translated using the exchange rates at the date of the initial transactions. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when fair value was determined.
- 3) Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss in the period in which they arise.

3.3 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), while invoicing in excess of revenues are classified as Contract Liability (unearned revenue).

The specific recognition criteria described below must also be met before revenue is recognised.

Manpower services

Revenue from manpower services is accounted on accrual basis on performance of the services agreed, as per contracts with customers.

Recruitment and other services

Revenue from recruitment services, skills and development, regulatory services and payroll is recognized on accrual basis on performance of the services, as per contracts with customers.

Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit or loss.

Dividends

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when Shareholders/ Board of Directors approve the dividend.

3.4 Taxes

Income tax

Income tax expense comprises current tax expense and deferred tax charge or credit during the year. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognised using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses only if it is probable that future taxable profits will be available to utilise the same, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates, and interest in joint venture deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

3.5 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease, i.e., if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right of use assets representing the right to use the underlying assets.

i) Right of use assets

The Company recognises right of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the asset. The right of use assets are also subject to impairment. Refer to accounting policies in section 3.8 impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies recognition exemption to leases for which the underlying asset is of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.6 Property, plant and equipment

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment. All repair and maintenance costs are recognised in profit or loss as incurred.

An item of property, plant and equipment and any significant part thereof initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation methods, estimated useful lives

Depreciation is calculated using the straight-line method over the estimated useful lives of the plant and equipment as given under Part C of Schedule II of the Act as follows:

Asset	Useful life in Years
Office equipment	5
Computers	3
Furniture and fixtures	5-10
Vehicles	6

Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is lower.

3.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortization expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

Amortization methods, estimated useful lives

Amortization is calculated using the straight-line method over the estimated useful lives of the Intangibles as follows:

Intangible assets	Useful life in Years	Internally generated or acquired
Software	3-5 years	Acquired/Internally generated

3.8 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that any property, plant & equipment, right of use assets and intangible assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount

that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

3.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Investment in equity instruments issued by subsidiaries, associate and joint venture are measured at cost less impairment. Investment in preference shares/debentures of the subsidiaries, associate and joint venture are treated as equity instruments if the same are convertible into equity shares. Investment in preference shares/debentures not meeting the aforesaid conditions are classified as debt instruments at amortised cost.

Effective interest method

The effective interest method (EIR) is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

Subsequent measurement

(i) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost through effective interest method if these financial assets are held within a business

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets. The Company follows 'simplified approach' for recognition of provision for ECL on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes provision for ECL based on lifetime ECLs at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss.

Derecognition of financial assets

A financial asset is derecognised only when the rights to receive cash flows from the asset have expired or the Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset.

(ii) Financial Liabilities

Financial liabilities at amortised cost

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost through effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short term maturity of these instruments.

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/losses are not subsequently transferred to the statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

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for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

(iv) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.10 Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are charged to statement of profit and loss.

3.11 Treasury shares

The Company has created an Employee Benefit Trust ('EBT') for providing share-based payment to its employees.

The promoters/ directors of the Company, in prior years had contributed certain equity shares free of cost to EBT, which are issued to employees in accordance with the Company's Employee stock option plan.

The Company treats EBT as its extension and shares held by EBT are treated as treasury shares carried at nil value. Share options exercised during the reporting period are adjusted against treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in reserve.

3.12 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts.

3.13 Retirement and other employee benefits

(a) Defined benefit plan

Gratuity obligations

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, done on projected unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur in other comprehensive income and is transferred to retained earnings in the statement of changes in equity in the balance sheet. Such accumulated re-measurements are not reclassified to the statement of profit and loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of :

- a) The date of the plan amendment or curtailment, and
- b) The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Compensated absences

The employees of the Company are entitled to be compensated for unavailed leave as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation (using the projected unit credit method) at the end of each year. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short-term employee benefits and those expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. Actuarial gains/ losses are recognised in the statement of profit and loss in the year in which they arise.

(b) Defined contribution plan

Contribution to Government Provident Fund

The Company pays provident fund contributions to publicly administered provident funds as per applicable regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(c) Share-based payments

Employees of the Company receive remuneration in the form of employee option plan / stock appreciation rights plan of the Company (equity settled instruments) for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognised in the statement of profit and loss with a corresponding increase in equity over the period that the employees unconditionally becomes entitled to the award. The equity instruments generally vest in a graded manner over the vesting period i.e. the period over which all the specified vesting conditions are to be satisfied. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to equity. The stock option compensation expense/ Share based payment expense is determined based on the Company's estimate of equity instruments that will eventually vest.

3.14 Provisions and contingent liability

Provision

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Company, or a present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

3.15 Cash dividend distribution to equity holders

The Company recognizes a liability to make cash distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. A corresponding amount is recognised directly in equity.

3.16 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit/loss for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

3.17 Operating segment

The Board of Directors have been identified as the Chief Operating Decision Maker (CODM) as defined by IND-AS 108, Operating Segment. CODM evaluates the performance of the Company and allocated resources based on the analysis of various performance indicators of the Company. The operating segment comprises of the following:

- a) General Staffing and Allied Services - Comprises of Staffing, Temporary Recruitment and Payroll & NETAP.
- b) Other HR Services - Comprises of Regulatory Compliance and Training etc.

3.18 Significant accounting judgments, estimates and assumptions

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities,

and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected/ updated in the assumptions when they eventually occur.

Defined benefit plans

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rate of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Taxes

Deferred tax assets are recognised on deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

level of future taxable profits together with future tax planning strategies.

Impairment of non-current assets

Determining whether long-term investments and loans are impaired requires an estimation of the value in use of the individual investments in subsidiaries, associate and joint venture or the relevant cash generating units. The value in use calculation is based on Discounted Cash Flow ('DCF') model. Further, the cash flow projections are based on estimates and assumptions relating to operational performance, growth rate, operating margins of the CGU, etc.

Other estimates

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount

of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analysing historical payment patterns, customer concentrations and current economic trends. If the financial condition of a customer deteriorates or there is an overall deterioration in the credit risk macro environment, additional allowances may be required in future.

3.19 Recent Indian Accounting Standards (Ind AS)

There are no standards that are notified and not yet effective as on the date.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 4: Property, plant and equipment

	Office equipment	Computers	Furniture & fixtures	Vehicles	Leasehold Improvements	Total
Gross block						
As at 1 April 2022	4.93	7.88	1.41	0.31	6.59	21.12
Additions	0.79	3.00	0.30	-	0.26	4.35
Disposals	(0.31)	(0.15)	(0.30)	-	(0.80)	(1.56)
As at 31 March 2023	5.41	10.73	1.41	0.31	6.05	23.91
Additions	0.51	4.05	0.22	0.17	1.33	6.28
Disposals	(1.45)	(2.78)	(0.09)	(0.15)	(0.33)	(4.80)
As at 31 March 2024	4.47	12.00	1.54	0.33	7.05	25.39
Accumulated depreciation						
As at 1 April 2022	3.23	4.69	0.90	0.13	3.48	12.43
Charge during the year	0.82	2.22	0.14	0.05	1.32	4.55
Disposals	(0.25)	(0.12)	(0.23)	-	(0.75)	(1.35)
As at 31 March 2023	3.80	6.79	0.81	0.18	4.05	15.63
Charge during the year	0.72	2.80	0.20	0.05	1.29	5.06
Disposals	(1.42)	(2.75)	(0.09)	(0.14)	(0.27)	(4.67)
As at 31 March 2024	3.10	6.84	0.92	0.09	5.07	16.02
Net block						
As at 31 March 2023	1.61	3.94	0.60	0.13	2.00	8.28
As at 31 March 2024	1.37	5.16	0.62	0.24	1.98	9.37

Note 5: Right of use assets

	Buildings	Vehicles	Total
Gross block			
As at 1 April 2022	64.68	-	64.68
Additions	60.75	-	60.75
Disposals	(1.73)	-	(1.73)
As at 31 March 2023	123.70	-	123.70
Additions	21.87	1.40	23.27
Disposals	(18.75)	-	(18.75)
As at 31 March 2024	126.82	1.40	128.22
Accumulated depreciation As at 1 April 2022			
	39.84	-	39.84
Charge during the year	15.59	-	15.59
Disposals	(0.81)	-	(0.81)
As at 31 March 2023	54.62	-	54.62
Charge during the year	21.12	0.26	21.38
Disposals	(11.56)	-	(11.56)
As at 31 March 2024	64.18	0.26	64.44
Net block			
As at 31 March 2023	69.08	-	69.08
As at 31 March 2024	62.64	1.14	63.78

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 6: Intangible assets

	Software
Gross block	
As at 1 April 2022	14.32
Additions	10.32
Disposals	-
As at 31 March 2023	24.64
Additions	16.08
Disposals	-
As at 31 March 2024	40.72
Accumulated amortisation As at 1 April 2022	10.08
Charge during the year	3.33
Disposals	-
As at 31 March 2023	13.41
Charge during the year	5.43
Disposals	-
As at 31 March 2024	18.84
Net block	
As at 31 March 2023	11.23
As at 31 March 2024	21.88

Note 7: Intangible assets under development

As at 31 March 2024

Intangible assets under development ageing schedule

	Amount for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	
Projects in progress	7.26	-	-	-	7.26
Total	7.26	-	-	-	7.26

As at 31 March 2023

Intangible assets under development ageing schedule

	Amount for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	8.16	0.99	1.51	4.14	14.80
Total	8.16	0.99	1.51	4.14	14.80

The Company does not have any assets whose completion is overdue or has exceeded its cost compared to its approved budgets.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 8: Investments

Particulars	31 March 2024	31 March 2023
Non current, unquoted (at cost, less impairment)		
(A) Investment in Equity Shares		
Subsidiaries		
TeamLease Foundation (TLF)		
10,000 (31 March 2023: 10,000) equity shares of ₹ 10 each, fully paid	0.01	0.01
TeamLease Digital Private Limited (TDPL)		
5,939,076 (31 March 2023: 4,735,000) equity shares of ₹ 50 each, fully paid (Refer note 1 below)	88.19	23.64
TeamLease HRTech Private Limited (HRTech)		
11,111 (31 March 2023: 11,111) equity shares of ₹ 10 each, fully paid	19.35	19.35
I.M.S.I Staffing Private Limited (IMSI)		
Nil (31 March 2023: 5,318,000) equity shares of ₹ 10 each, fully paid (Refer note 1 below)	-	64.55
TeamLease Edtech Limited (TLEL)		
8,619,840 (31 March 2023: 8,619,840) equity shares of Re. 1 each, fully paid	25.43	25.43
TeamLease Regtech Private Limited (TRPL)		
127,918 equity share (31 March 2023: 127,918) of Re. 1 each	20.00	20.00
(B) Investment in Debentures of Subsidiary		
TeamLease Digital Private Limited		
9.40% Compulsorily Convertible Debentures (CCD's) of ₹ 10 lakhs each, fully paid (31 March 2023: 8.37%) (Refer note 2 below)		
Series A to Series N	197.20	197.20
1,972 (31 March 2023: 1,972)		
Less: Provision for impairment in HR Tech (Refer note 3 below)	(12.93)	(12.93)
	337.25	337.25
Aggregate value of unquoted investments	350.18	350.18
Aggregate amount of provision for diminution	(12.93)	(12.93)

Notes:

- The Board of directors of TeamLease Digital Private Limited (TDPL), I.M.S.I. Staffing Private Limited (I.M.S.I.) and Keystone Business Solutions Private Limited (Keystone, a 100% subsidiary of TDPL), in their respective meetings held on 16 August 2022 approved the Scheme of Amalgamation of I.M.S.I and Keystone with TDPL ("Scheme") pursuant to Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act, to the extent applicable, with appointed date as 01 April 2022. The Scheme was filed with the relevant jurisdictional office of National Company Law Tribunal (NCLT) on 06 September 2022.

During the year ended 31 March 2024, TDPL, I.M.S.I. and Keystone has received NCLT approval for the Scheme with the appointed date as 01 April 2022.

Pursuant to the Scheme, TDPL has issued and allotted 1,204,076 equity shares of face value ₹ 10 each fully paid-up for 5,318,000 equity shares of face value ₹ 10 each fully paid-up held by the Company in I.M.S.I Staffing Private Limited (12 fully paid-up equity shares for every 53 equity shares of face value ₹ 10 each fully paid-up).

- The CCD's are convertible into equity shares on or before 10 years from the date of allotment (ranging between FY 2016-17 to 2022-23), at the fair value as at the conversion date.
- Based on impairment analysis, the Company had provided for impairment of ₹12.93 crores in respect of Investments in HRTech.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 9: Current investments (at fair value through profit and loss)

Particulars	31 March 2024	31 March 2023
Investment in mutual funds (Quoted)		
UTI Liquid Fund	-	20.20
Nil (31 March 2023: 54,752 Units of ₹ 3,689.41 each)		
Tata Liquid Fund	-	35.22
Nil (31 March 2023: 99,162 Units of ₹ 3,551.41 each)		
DSP Liquid Fund	-	25.15
Nil (31 March 2023: 78,174 Units of ₹ 3,217.19 each)		
ICICI Prudential Fund	-	25.13
Nil (31 March 2023: 755,299 Units of ₹ 332.74 each)		
Kotak Liquid Fund	-	30.15
Nil (31 March 2023: 66,281 Units of ₹ 4,548.41 each)		
Sundaram Liquid Fund	-	30.02
Nil (31 March 2023: 151,000 Units of ₹ 1,987.87 each)		
HSBC Liquid Fund	-	25.01
Nil (31 March 2023: 111,559 Units of ₹ 2,242.13 each)		
	-	190.88
Aggregate amount of quoted investment and market value thereof	-	190.88

Note 10: Loans

Particulars	31 March 2024	31 March 2023
Non-current		
(Unsecured, considered good)		
Loans to related parties (Refer note 43)	11.26	10.00
	11.26	10.00
(Unsecured, credit impaired)		
Loans to related parties (Refer note 43)	-	9.80
Less: Impairment of loan (Refer note below)	-	(9.80)
	-	-
	11.26	10.00
Current		
(Unsecured, considered good)		
Loans to related parties (Refer note 43)	-	0.20
Loans to employees	0.19	-
	0.19	0.20

Note: On 23 Dec 2022, Department of Higher Education vide notification number F.No.36-27/2018.NVEQF had discontinued National Employability Enhancement Mission Scheme and TLSU would not be eligible to take fresh enrolments of apprentices under the said Scheme, leading to uncertainty around recovery of loan from TLSU. Accordingly, management had impaired above outstanding loan.

Note 11: Unbilled reveune

Particulars	31 March 2024	31 March 2023
Current		
(Unsecured, considered good)		
Unbilled revenue	157.19	98.07
	157.19	98.07

*includes ₹ 0.57 crores (31 March 2023: ₹ 1.48 crores) from related parties.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 12: Other financial assets

Particulars	31 March 2024	31 March 2023
Non-current		
(Unsecured, considered good)		
Reimbursement right for gratuity	105.16	93.44
Reimbursement right for compensated absences	11.84	9.59
Security/other deposits	8.07	7.59
Fixed deposits with banks (maturity of more than 12 months) (Refer note 17)	1.33	-
Interest accrued on fixed deposits	0.03	-
Other advances to related parties (Refer note 43)	0.16	1.49
	126.59	112.11
(Credit impaired)		
Deposits	0.81	0.81
Less: Provision	(0.81)	(0.81)
	-	-
	126.59	112.11
Current		
(Unsecured, considered good)		
Interest accrued on fixed deposits	9.77	0.91
Interest accrued on loans (Refer note 43)	-	0.07
Reimbursement right for gratuity	55.47	52.13
Reimbursement right for compensated absences	21.19	17.19
Security/other deposits	1.76	2.20
Receivables from related parties (Refer note 43)	3.40	3.67
Other receivables	8.58	13.52
Other assets	0.09	0.11
	100.26	89.80
(Credit impaired)		
Other receivables	3.85	2.58
Deposits	0.34	0.19
Less: Provision	(4.19)	(2.77)
	-	-
	100.26	89.80

Note 13: Deferred tax assets (net)

Particulars	31 March 2024	31 March 2023
Deferred tax assets/(liabilities)	5.67	6.54
	5.67	6.54

Particulars	Provision for expected credit loss	Depreciation on property, plant and equipment and intangible assets	Provision for leave encashment and gratuity	Others	Total
1 April 2022	2.06	1.78	1.90	1.18	6.92
Credit/ charge:					
Profit and loss	(1.65)	0.06	0.25	1.02	(0.32)
Other comprehensive income	-	-	(0.06)	-	(0.06)
31 March 2023	0.41	1.84	2.09	2.20	6.54
Credit/ charge:					
Profit and loss	(0.30)	(1.41)	0.06	0.68	(0.97)
Other comprehensive income	-	-	0.10	-	0.10
31 March 2024	0.11	0.43	2.25	2.88	5.67

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 14: Income tax assets (net)

Particulars	31 March 2024	31 March 2023
Advance income tax (net of provision for taxation)*	229.46	193.98
	229.46	193.98

* Includes Rs.012 crores (March 31, 2023: ₹ 0.12 crores) paid under protest.

Income tax expense/ (credit) in the statement of profit and loss consists of:

Particulars	31 March 2024	31 March 2023
Current income tax charge	1.51	1.66
Tax provision for earlier years	0.41	-
Deferred tax charge (net)	0.97	0.32
Income tax reported in the statement of profit or loss	2.89	1.98

Income tax recognised in other comprehensive income

Particulars	31 March 2024	31 March 2023
Deferred tax (credit)/ charge	(0.10)	0.06
Income tax expense charged to OCI	(0.10)	0.06

Reconciliation of effective tax rate:

Particulars	31 March 2024	31 March 2023
Profit before exceptional items and tax	105.18	101.51
Tax using the Company's domestic tax rate @ 25.168%	26.47	25.55
Tax effect of:		
Non-deductible tax expense	4.41	3.73
PF trust contribution (recovery)	0.88	2.32
80JJAA deduction	(30.11)	(29.18)
Provisions related to prior years	0.41	-
Others	0.83	(0.44)
Income tax expense	2.89	1.98

Note:

As per amendment in the Finance Act, 2016, deduction under Section 80JJAA of the Income tax Act, 1961, was extended across to all the sectors. As per the provisions of Section 80JJAA, an assessee will be allowed a deduction of an amount equal to thirty per cent of additional wages paid to the new regular workmen employed by the assessee in the previous year for three assessment years including the assessment year relevant to the previous year in which such employment is provided subject to fulfilment of the other conditions mentioned in the Section 80JJAA. The Company has started availing such deduction from financial year 2016-17 onwards. Also refer note 46 in respect of certain tax litigations.

Note 15: Other non-current assets

Particulars	31 March 2024	31 March 2023
(Unsecured, considered good)		
Capital advances	0.66	-
Prepaid expenses	0.28	-
Balances with statutory/ government authorities*	0.68	0.17
	1.62	0.17
(Credit impaired)		
Balances with statutory/ government authorities	0.30	0.30
Less: Provision	(0.30)	(0.30)
	-	-
	1.62	0.17

* Paid under protest towards Professional tax ₹ 0.17 crores (31 March 2023: ₹ 0.17 crores) and Goods and Services tax ₹ 0.51 crores (31 March 2023: Nil)

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 16: Trade receivables

Particulars	31 March 2024	31 March 2023
(Unsecured, considered good)		
Trade receivables from related parties (Refer note 43)	12.07	9.72
Trade receivables - others	291.29	241.05
(Unsecured, credit impaired)		
Trade receivables - others	0.41	1.61
	303.77	252.38
Allowance for expected credit loss	(0.41)	(1.61)
	(0.41)	(1.61)
	303.36	250.77

Trade receivables ageing schedule

As at 31 March 2024

	Current not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	136.77	166.59	-	-	-	-	303.36
Undisputed Trade receivable – credit impaired	-	-	0.17	0.19	0.05	-	0.41
Total	136.77	166.59	0.17	0.19	0.05	-	303.77

As at 31 March 2023

	Current not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	86.41	164.36	-	-	-	-	250.77
Undisputed Trade receivable – credit impaired	-	-	0.32	0.73	0.15	0.41	1.61
Total	86.41	164.36	0.32	0.73	0.15	0.41	252.38

- No receivable is due from directors or other officers of the Company either severally or jointly with any other person. For trade or other receivable due from firms or private companies respectively in which any director is a partner, a director or a member, refer note 43.
- Trade receivables are non-interest bearing and with credit period upto 90 days (31 March 2023: upto 90 days).
- There are no disputed trade receivables.

Note 17: Cash and cash equivalents and bank balances

Particulars	31 March 2024	31 March 2023
Balances with banks:		
- On current accounts	98.07	125.04
	98.07	125.04
Other bank balances		
Deposits with remaining maturity of less than 12 months	226.68	48.48
Deposits with remaining maturity of more than 12 months	1.33	-
	228.01	48.48
Less: Amounts disclosed under other financial assets (Refer note 12)	(1.33)	-
	226.68	48.48

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	31 March 2024	31 March 2023
Balances with banks:		
- On current accounts	98.07	125.04
	98.07	125.04
Less: Bank overdraft (Refer note 23)	(13.83)	(12.96)
	84.24	112.08

Fixed deposits of ₹ 61.01 crores as at 31 March 2024 (31 March 2023: ₹ 9.67 crores) is under lien with various banks for loans taken/ guarantees issued.

Note 18: Other current assets

Particulars	31 March 2024	31 March 2023
(Unsecured, considered good)		
Prepaid expenses	9.86	11.30
Advances to suppliers/others	18.23	14.31
Advances to employees	0.25	0.49
other assets	1.88	-
	30.22	26.10

Note 19: Equity share capital

	31 March 2024	31 March 2023
Equity share capital		
(i) Authorised equity share capital		
23,300,000 (31 March 2023: 23,300,000) equity shares of ₹ 10 each.	23.30	23.30
(ii) Authorised 12% Cumulative Convertible Redeemable Preference Shares (CCPS)		
170,000 (31 March 2023: 170,000) CCPS of ₹ 100 each	1.70	1.70
(iii) Issued, subscribed and fully paid-up shares		
16,768,900 (31 March 2023: 17,096,769) equity shares of ₹ 10 each.	16.77	17.10
Total issued, subscribed and fully paid-up shares	16.77	17.10

(iv) Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(v) Aggregate numbers of shares bought back during the period of five years immediately preceding the Balance sheet date

The shareholders approved the proposal of buy back of equity shares recommended by its Board of Directors by way of e-voting on the postal ballot, the results of which were declared on 16 March 2023. The buy back was offered to all equity shareholders of the Company (including the Promoters, the Promoter Group and Persons in Control of the Company) under the tender offer route through the stock exchange. The buy back of equity shares through the stock exchange commenced on 12 May 2023 and was completed on 25 May 2023. During this buy back period, the Company purchased and extinguished 327,869 equity shares at a buy back price of ₹ 3,050 per equity share comprising 1.92% of the pre buy back paid-up equity share capital of the Company. The buy back resulted in a cash outflow of ₹ 100 crores (excluding transaction costs and tax on buy back). The Company funded the buy back from its free reserves including securities premium. In accordance with section 69 of the Companies Act, 2013, the Company has created 'Capital redemption reserve' of ₹ 0.33 crores equal to the nominal value of the shares bought back as an appropriation from retained earnings.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

vi) Reconciliation of number of shares

Equity shares of ₹ 10 each issued, subscribed and fully paid

	Numbers	₹ in crores
As at 1 April 2022	1,70,96,769	17.10
Changes during the year	-	-
As at 31 March 2023	1,70,96,769	17.10
Buy back of equity shares during the year	(3,27,869)	(0.33)
As at 31 March 2024	1,67,68,900	16.77

(vii) Details of shareholders holding more than 5% shares in the Company:

Name of the shareholders	31 March 2024		31 March 2023	
	Numbers	% holding	Numbers	% holding
Equity shares of ₹ 10 each fully paid				
HR Offshoring Ventures Pte Limited	39,91,586	23.80	40,58,876	23.74
NED Consultants LLP	11,77,153	7.02	11,96,997	7.00
Franklin India Balanced Advantage fund	15,40,851	9.19	9,56,325	5.59
Mirae Asset ELSS Tax Saver Fund	10,14,383	6.05	-	-

(viii) There are no shares reserved for issue under options, except held by TeamLease Employee Stock Option Plan Trust. Also refer note 37.

(ix) Details of shares held by promoters

As at 31 March 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
HR Offshoring Ventures Pte Limited	40,58,876	(67,290)	39,91,586	23.80%	-1.66%
NED Consultants LLP	11,96,997	(19,844)	11,77,153	7.02%	-1.66%
Hansini Management Consultants Private Limited	1,31,442	-	1,31,442	0.78%	-
MKS Management Consultancy Services LLP	300	-	300	0.00%	-
Total	53,87,615	(87,134)	53,00,481	31.60%	-1.62%

As at 31 March 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
HR Offshoring Ventures Pte Limited	40,58,876	-	40,58,876	23.74%	-
NED Consultants LLP	11,96,997	-	11,96,997	7.00%	-
Hansini Management Consultants Private Limited	1,31,442	-	1,31,442	0.77%	-
MKS Management Consultancy Services LLP	300	-	300	-	-
Total	53,87,615	-	53,87,615	31.51%	-

Note 20: Other equity

Particulars	31 March 2024	31 March 2023
Securities premium	149.06	248.73
Retained earnings	595.02	508.87
Share based payment reserves	1.10	2.78
Capital redemption reserve	0.33	-
	745.51	760.38

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Nature and purpose of other reserves

(i) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is to be utilised in accordance with the provisions of Section 52 of Companies Act, 2013.

(ii) Share based payment reserves

This reserve relates to stock options and stock appreciation rights granted by the Company to employees under TeamLease Employee Stock Option Plan and Employee Stock Appreciation Rights Plan 2019 respectively.

(iii) Capital redemption reserve

In accordance with section 69 of the Companies Act, 2013, the Company created capital redemption reserve equal to the nominal value of shares bought back, as an appropriation from the general reserve.

Note 21: Employee benefit obligations

	31 March 2024	31 March 2023
Non-current		
Employee benefits - Gratuity (Refer note 36)	108.41	96.42
Employee benefits - Compensated absences	14.78	12.06
	123.19	108.48
Current		
Employee benefits - Gratuity (Refer note 36)	56.77	53.54
Employee benefits - Compensated absences	22.67	18.62
	79.44	72.16

Note 22: Other non-current liabilities

	31 March 2024	31 March 2023
Disputed tax liabilities (Refer note 46)	4.22	4.22
	4.22	4.22

Note 23: Borrowings

	31 March 2024	31 March 2023
Current		
Secured		
Bank overdraft*	13.83	12.96
	13.83	12.96

* The overdraft facilities from bank are secured by lien on fixed deposits, book debts, floating charge on current assets and property, plant and equipment and carries interest ranging between 8.15% to 9.90% (31 March 2023: 7.20% to 9.50%) per annum. The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of account.

Note 24: Lease Liabilities

	31 March 2024	31 March 2023
Non-Current		
Lease liabilities	48.74	54.78
	48.74	54.78
Current		
Lease liabilities	19.78	17.91
	19.78	17.91

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

The following is the movement in lease liabilities

Particulars	31 March 2024	31 March 2023
Balances as at beginning of the year	72.69	28.13
Add: Additions during the year	22.51	59.18
Less: Deletions during the year	(7.71)	(1.09)
Add: Finance cost incurred during the year	5.57	4.30
Less: Payments (including finance cost)	(24.54)	(17.83)
Balance as at year end	68.52	72.69

The weighted average discount rate used for recognition of lease liabilities is 8.70% - 9.90% p.a. (31 March, 2023: 7.30% - 8.37% p.a.)

Note 25: Trade payables

Particulars	31 March 2024	31 March 2023
Current		
Total outstanding dues of micro enterprises and small enterprises ("MSME") (Refer note 45)	2.11	0.58
Total outstanding dues of creditors other than micro enterprises and small enterprises	19.32	25.61
	21.43	26.19

Refer note 43 for details of trade payables to related parties.

Trade payables ageing schedule

As at 31 March 2024

	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.58	0.70	0.76	0.04	0.02	0.01	2.11
(ii) Others	9.60	3.73	4.41	0.17	0.83	0.58	19.32
	10.18	4.43	5.17	0.21	0.85	0.59	21.43

As at 31 March 2023

	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.01	0.42	0.15	-	-	-	0.58
(ii) Others	11.17	4.62	7.95	1.37	0.08	0.42	25.61
	11.18	5.04	8.10	1.37	0.08	0.42	26.19

Notes:

- Trade payables are non-interest bearing and are normally settled within 30 days terms.
- There are no disputed trade payables.

Note 26: Other financial liabilities

	31 March 2024	31 March 2023
Non-Current		
Long-term incentives payable	0.40	3.15
	0.40	3.15

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	31 March 2024	31 March 2023
Current		
Employees benefits payable	351.27	275.29
Creditors for capital goods (31 March 2023: ₹ 10,861)	0.74	0.00
Incentives payable	3.35	-
Other liabilities (Refer note 43)	0.27	-
	355.63	275.29

Note 27: Other current liabilities

	31 March 2024	31 March 2023
GST Payable	153.17	110.16
Other Statutory dues payable	98.96	85.17
Advance from customers	5.81	3.60
Unearned revenue	0.20	-
Other liabilities	43.03	41.23
	301.17	240.16

Note 28: Revenue from operations

	31 March 2024	31 March 2023
Sale of services	8,407.94	6,845.62
Income from regulatory and other HR services	32.86	30.55
	8,440.80	6,876.17

Other disclosures

Disaggregated revenue information

The disaggregation of Company's revenue from contracts with customers, which is in agreement with the amounts disclosed in the segment information and the contracted price are provided in note 42.

	31 March 2024	31 March 2023
Contract balances		
Contract assets - Trade receivables	303.36	250.77
Contract assets - Unbilled revenue	157.19	98.07
Contract liabilities - Advance from customers	5.81	3.60
Contract liabilities - Unearned revenue	0.20	-

Set out below is the amount of revenue recognised from:

	31 March 2024	31 March 2023
Amounts included in contract liabilities at the beginning of the year	-	1.31

Note 29: Other income

	31 March 2024	31 March 2023
Interest income on:		
Loans to related parties/ Investment in CCD's (Refer note 43)	19.64	18.43
Deposits with banks	10.86	2.59
Income tax refunds	11.84	-
Others	0.61	0.27

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	31 March 2024	31 March 2023
Liabilities/ provisions no longer required written back	10.11	20.21
Net gain on sale of current investments	4.51	6.24
Net fair value gains on current investments	-	0.88
Income from skills business and development	2.08	3.28
Miscellaneous income	0.62	1.05
	60.27	52.95

Note 30: Employee benefits expense

	31 March 2024	31 March 2023
Salaries, wages and bonus	7,644.80	6,185.39
Share based payment expense (net)	(0.35)	0.64
Gratuity expense	0.90	1.40
Compensated absences	2.23	1.81
Contribution to provident fund and other funds	568.53	476.91
Staff welfare expenses	52.32	51.66
	8,268.43	6,717.81

Note 31: Finance costs

	31 March 2024	31 March 2023
Interest on bank overdraft	1.82	0.21
Interest on lease liabilities	5.57	4.30
Interest on financial liabilities and others	0.80	0.25
	8.19	4.76

Note 32: Depreciation and amortization expense

	31 March 2024	31 March 2023
Depreciation of property, plant and equipment	5.06	4.55
Amortization of other intangible assets	5.43	3.33
Depreciation of right of use assets	21.38	15.59
	31.87	23.47

Note 33: Other expenses

	31 March 2024	31 March 2023
Training expenses (skill development etc.)	6.80	11.26
Rent	2.94	7.56
Rates and taxes	1.94	1.75
Electricity	2.44	2.81
Traveling and conveyance	5.43	5.11
Repairs and maintenance		
- Leasehold premises	0.01	0.01
- Others	19.49	17.47
Printing and stationery	4.88	4.94
Legal and professional charges	22.88	18.76
Auditors' remuneration (Refer note below)	1.12	0.93
Insurance	0.43	0.18
Bad debts written off	4.06	2.64
Less: Provision for expected credit loss utilised	(1.55)	(1.19)
	2.51	1.45

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	31 March 2024	31 March 2023
Provision/(reversal) for expected credit loss	0.35	(0.27)
Loss on disposal of property, plant and equipment (net)	0.01	0.20
Provision/(reversal) for doubtful advances/ other receivables (net)	3.24	(2.11)
Sundry balances written off	2.33	-
Corporate Social Responsibility expenditure (Refer note 48)	1.58	1.47
Foreign exchange loss (net)	0.01	0.25
Miscellaneous expenses	9.01	9.80
	87.40	81.57

Note: Payment to auditors

	31 March 2024	31 March 2023
As auditor		
Statutory audit fee	0.59	0.50
Tax audit fee/ other services	0.07	0.07
Limited review	0.36	0.35
Reimbursement of expenses	0.10	0.01
	1.12	0.93

Note 34: Exceptional items

	31 March 2024	31 March 2023
Recovery from PF Trust *	(3.51)	(9.22)
Buy back expenses	-	1.75
Loan written off (Refer note 10 & 43)	-	9.80
	(3.51)	2.33

* for certain investments written off in earlier years.

Note 35: Earnings per share

The following reflects the income and share data used in the basic and diluted EPS computation:

	31 March 2024	31 March 2023
Profit attributable to equity shareholders (₹ in crores)	105.80	97.20
Nominal value of each equity share (₹)	10.00	10.00
Weighted average number of equity shares outstanding during the year	1,68,27,128	1,70,96,769
EPS - basic and diluted (₹)	62.87	56.85

Note 36: Employee benefit obligation

Gratuity (Associate)

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on departure at 15 days salary (last drawn) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement. The Company has recognised gratuity liability and reimbursement rights in respect of associate employees in accordance with IND AS 19.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Net defined benefit liability/ (assets)

	31 March 2024	31 March 2023
Present value of unfunded obligation	160.63	145.57
Fair value of plan assets	-	-
Net liability	160.63	145.57
Current	55.47	52.13
Non-current	105.16	93.44

Net benefit expense

	31 March 2024	31 March 2023
Current service cost	53.69	68.86
Net actuarial gain recognised in the year	(17.39)	(41.60)
Interest cost on defined benefit obligation	9.22	6.39
Net benefit expense (Refer note below)	45.52	33.65

The above employee benefits expense towards gratuity and related reimbursement right for associate employees is netted off in the Statement of Profit and Loss.

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

	31 March 2024	31 March 2023
Defined benefit obligation at beginning of the year	145.57	136.28
Current service cost	53.69	68.86
Interest cost on defined benefit obligation	9.22	6.39
Benefits paid	(30.46)	(24.36)
Re-measurements		
Actuarial (gain) / loss arising from changes in demographic assumptions	(0.12)	0.04
Actuarial (gain) / loss arising from changes in financial assumptions	0.43	(7.10)
Actuarial (gain) / loss arising from changes in experience adjustments	(17.70)	(34.54)
Defined benefit obligation at end of the year	160.63	145.57

The principal assumptions used in determining gratuity obligations are shown below:

	31 March 2024	31 March 2023
Discount rate	6.94%	7.07%
Salary escalation rate	3.00%	3.00%
Attrition rate	42.00%	42.00%
Retirement age	58	58
Mortality tables	Indian Assured Lives Mortality (2012-14) Ult Table	Indian Assured Lives Mortality (2012-14) Ult Table

Note: The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in employment market.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Sensitivity analysis

Sensitivity analysis for significant assumptions on defined benefit obligation:

Particulars	31 March 2024		31 March 2023	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	157.38	164.05	142.72	148.56
Salary escalation rate	163.38	157.97	147.93	143.28
Attrition rate	159.68	161.86	144.82	146.34

The following payments are expected contributions to the defined benefit plan in future years:

	31 March 2024	31 March 2023
Year 1	59.32	36.61
Year 2	39.92	24.90
Year 3	28.16	18.04
Year 4	20.57	12.98
Year 5	15.28	7.69
Next 5 years	23.20	10.29

The weighted average duration of defined benefit obligation at the end of the reporting period is 2.36 years (31 March 2023: 2 years)

Gratuity (Core employees)

The Company has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on departure at 15 days salary (last drawn) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Net defined benefit liability/ (assets)

	31 March 2024	31 March 2023
Present value of funded obligation	4.55	4.39
Fair value of plan assets	-	-
Net liability	4.55	4.39
Current	1.30	1.41
Non-current	3.25	2.98

Net benefit cost recognised in statement of profit and loss

	31 March 2024	31 March 2023
Current service cost	0.62	1.20
Interest cost on defined benefit obligation	0.28	0.20
Net benefit expense	0.90	1.40

Remeasurement (gains)/loss in other comprehensive income

Particulars	31 March 2024	31 March 2023
Due to change in demographic assumptions	0.05	(0.01)
Due to change in financial assumptions	0.02	(0.05)
Due to change in experience adjustments	0.34	(0.17)
Actuarial loss/ recognised in OCI	0.41	(0.23)

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2024	31 March 2023
Defined benefit obligation at beginning of the year	4.39	3.96
Current service cost	0.62	1.20
Interest cost on defined benefit obligation	0.28	0.20
Benefits paid	(0.88)	(0.74)
Re-measurements		
Actuarial (gain) / loss arising from changes in demographic assumptions	0.05	(0.01)
Actuarial (gain) / loss arising from changes in financial assumptions	0.02	(0.05)
Actuarial (gain) / loss arising from changes in experience adjustments	0.34	(0.17)
Transfer to subsidiaries	(0.27)	-
Defined benefit obligation at end of the year	4.55	4.39

The principal assumptions used in determining gratuity benefit obligation are shown below:

Particulars	31 March 2024	31 March 2023
Discount rate	6.94%	7.11%
Salary escalation rate	8.00%	8.00%
Attrition rate	35.00%	37.00%
Retirement age	60	60
Mortality tables	Indian Assured Lives Mortality (2012-14) Ult Table	Indian Assured Lives Mortality (2012-14) Ult Table

Note: The estimates of future salary increase, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in employment market.

Sensitivity analysis

Sensitivity analysis for significant assumptions on defined benefit obligation:

Particulars	31 March 2024		31 March 2023	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	4.44	4.67	4.29	4.49
Salary escalation rate	4.64	4.46	4.46	4.32
Attrition rate	4.53	4.58	4.37	4.41

The following payments are expected contributions to the defined benefit plan in future years

Particulars	31 March 2024	31 March 2023
Year 1	1.39	1.08
Year 2	1.09	0.77
Year 3	0.81	0.56
Year 4	0.62	0.42
Year 5	0.48	0.28
Next 5 years	0.97	0.47

The weighted average duration of defined benefit obligation at the end of the reporting period is 2.84 years (31 March 2023: 3 years).

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 37: Share based payments

Employee Share Option Scheme (ESOP)

TeamLease Services Limited has granted stock options to employees of the Company under 'TeamLease Services Limited ESOP Plan' 2015. The options issued under the plan has term of 3-4 years and vest based on the terms of individual grants. When exercisable, each option is convertible into one equity share. The exercise price of option is ₹ 10. The stock options are restricted for sale, pledge or transfer.

Tranche I and II - Total number of options granted were 126,640, out of which 110,522 options were exercised and 16,118 options were expired in earlier years.

A. Details of TeamLease Employee Stock Option Plan

Name of the Scheme - TeamLease Employee Stock Option Plan - 2015	Tranche - III*
Date of grant	1 July 2019
Number granted	18,155
Exercise price (₹)	₹ 10
Vesting period	1-3 years
Vesting conditions	34% on expiry of 12 months from grant date 33% on expiry of 21 months from grant date 33% on expiry of 33 months from grant date

* Approved by Board of Directors and Nomination and Remuneration Committee, during financial year 2019-20.

B. Movement in options granted to employees

Particulars	Number of Options	
	31 March 2024	31 March 2023
Outstanding at beginning	1,218	3,634
Granted	-	-
Forfeited	-	-
Expired	-	-
Exercised	-	2,416
Outstanding at end of the year	1,218	1,218
Exercisable at end of the year	1,218	1,218

Fair value of options granted

The fair value of stock options granted is estimated using Black-Scholes valuation model, which incorporates various assumptions including expected life, volatility, risk free rate, interest rates and dividend yield. As no stock options were granted for the year ended 31 March 2024 and 31 March 2023, valuation assumptions are not disclosed.

The weighted average remaining contractual life for the share options outstanding as at 31 March 2024 was Nil (31 March 2023: Nil).

The weighted average exercise price of the outstanding option is ₹ 10 (31 March 2023: ₹ 10).

Stock Option Compensation expense is ₹ Nil (31 March 2023: ₹ Nil) for the year.

Note 38: Employee Stock Appreciation Rights Plan 2019 (ESAR 2019)

On recommendation of the Nomination and Remuneration Committee, the Board of Directors and Shareholders approved the ESAR 2019 plan at its meeting held on 9 June 2021, 3 September 2021, 17 May 2022, 21 September 2022, 8 November 2023 and 22 May 2024 respectively. The ESAR 2019 plan provides stock appreciation rights to eligible employees of the Company and its subsidiaries.

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for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

A. Details of ESAR 2019 plan

Particulars	Tranche-I	Tranche-II	Tranche-III	Tranche-IV
Date of grant	9 June 2021 3 September 2021	1 July 2022	21 September 2022	8 November 2023 22 May 2024
Number granted	49,000	32,750	12,000	75,500
Exercise price (₹)	3,620	3,300	3,224	2,503
Vesting period	5 years	5 years	5 years	2.64 years

B. Movement in the stock appreciation rights granted to employees - Tranche I and Tranche II

Particulars	Tranche I		Tranche II	
	Number of Stock Appreciation Rights			
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Outstanding at beginning of the year	24,000	45,000	26,000	-
Granted	-	-	-	32,750
Forfeited	-	21,000	12,500	6,750
Expired	-	-	-	-
Exercised	-	-	-	-
Outstanding at end of the year	24,000	24,000	13,500	26,000
Exercisable at end of the year	-	-	-	-

* Weighted average exercise price for Tranche I and Tranche II is ₹ 3,620 and ₹ 3,300 respectively.

C. Movement in the stock appreciation rights granted to employees - Tranche III and IV

Particulars	Tranche III		Tranche IV
	Number of Stock Appreciation Rights		
	31 March 2024	31 March 2023	31 March 2024
Outstanding at beginning of the year	-	-	-
Granted	-	12,000	75,500
Forfeited	-	12,000	2,000
Expired	-	-	-
Exercised	-	-	-
Outstanding at end of the year	-	-	73,500
Exercisable at end of the year	-	-	-

* Weighted average exercise price for Tranche III and Tranche IV is ₹ 3,224 and ₹ 2,503 respectively.

D. Fair value of stock appreciation rights granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Variables	31 March 2024	31 March 2023	
	Tranche IV	Tranche III	Tranche II
Weighted average share price on date of grant	2,503	3,224	3,300
Exercise price (₹)	2,503	3,224	3,300
Expected volatility	38.38%	39.61%	38.43%
Life of rights granted in years	2.64 years	5 years	5 years
Risk free interest rate	7.31%	7.42%	7.31%
Expected dividend yield (%)	-	-	-
Fair value of ESAR (₹)	805	1,506	1,385
Weighted average remaining contractual life	2.25 years	-	3.25 years
Weighted average exercise price of stock appreciation rights outstanding	2,503	3,224	3,300

Stock appreciation rights (reversal)/expense (net) is ₹ (0.35) crores (31 March 2023: ₹ 0.64 crores) for the year.

The above data does not include stock appreciation rights given to employees of subsidiary companies, for which the expense/reversal is cross charged /paid to subsidiary companies.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

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Note 39: Fair value measurements

Financial assets measured at fair value through profit/ loss:

Particulars	31 March 2024	31 March 2023
Financial Assets		
Investment in mutual funds (Quoted price in active markets Level 1)	-	190.88

There are no transfers between levels during the year.

Management has assessed that the fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, investments, loans, trade receivables, unbilled revenue, trade payables, borrowings, lease liabilities, other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments and these are measured at amortised cost.

The fair value of the financial assets and liabilities is included in the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Note 40: Financial risk management objectives and policies

The Company has exposure to the following risks arising from financial instruments:

- Market risk;
- Credit risk; and
- Liquidity risk.

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal auditors. Internal Audit function includes regular reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk.

Financial instruments affected by market risks include trade receivable, unbilled revenue, trade payable and borrowings.

(i) Foreign Currency Risk

Foreign currency risks is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates. The Company does not have significant foreign currency exposure and hence is not exposed to any significant foreign currency risks.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company does not have significant debt obligation with floating interest rates, hence is not exposed to any significant interest rate risks.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

(b) Credit risk

Credit risk is the risk that counterparty will not meet its contractual obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and loans receivables, investments and other financial instruments.

Trade receivables

With respect to trade receivables/unbilled revenue, the Company has framed the policies to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Company follows 'simplified approach' for recognition of provision for ECL on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes provision for ECL based on lifetime ECLs at each reporting date, right from its initial recognition.

The following table summarises the changes in the loss allowance measured using ECL:

Particulars	31 March 2024	31 March 2023
Opening balance	1.61	8.17
Amount reclassified/adjusted	-	(5.10)
Amount provided/(reversed) during the year	0.35	(0.27)
Amount adjusted for bad debts	(1.55)	(1.19)
Closing provision	0.41	1.61

* Considering Skills and development business is on sunset mode and no longer part of main line of business, as approved by the Board the related receivables were reclassified under other financial assets during the year ended 31 March 2023.

Financial instruments

Credit risk from balances with the banks and financial institutions and current investments are managed by the Company's treasury team based on the Company's policy. Investment of surplus fund is made only with approved counterparties.

Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank borrowings. The summary of the maturity profile of the Company's financial liabilities is as below:

	Maturity period	31 March 2024	31 March 2023
Financial liabilities - Current			
Borrowings	Within 1 year	13.83	12.96
Trade payables	Within 1 year	21.43	26.19
Lease liabilities	Within 1 year	19.78	17.91
Other financial liabilities	Within 1 year	355.63	275.29
		410.67	332.35
Financial liabilities - Non current			
Lease liabilities	1 - 5 years	48.56	54.74
Lease liabilities	Above 5 years	0.18	0.04
Other financial liabilities	1 - 5 years	0.40	3.15
		49.14	57.93

Notes to the Standalone Financial Statements

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Note 41: Capital management

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future development of its business. The Company is focused on keeping strong capital base to ensure independence and sustained growth in business.

The Company is predominantly equity financed. To maintain and adjust capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company has very minimal amount of borrowings. The existing surplus funds along with the cash generated by the Company, are sufficient to meet its current/non-current obligation and working capital requirement.

Note 42: Segment information

Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The Board of Directors of the Company is identified as the Chief Operating Decision Maker ("CODM") as defined by Ind AS 108, Operating Segment. The CODM evaluates the Company's performance and allocate resources based on analysis of various performance indicators of the Company.

The reportable business segments are in line with the segment wise information which is being presented to the CODM and for which discrete financial information is available.

The accounting policies consistently used in the preparation of the financial statements are also applied to record revenue and expenditure in individual segments. Assets, liabilities, revenues and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while other items, wherever allocable, are apportioned to the segments on an appropriate basis. Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably and accordingly such items are separately disclosed as 'unallocated'.

(i) Reportable segments:

Reportable operating segments of the Company are as follows:

- a) **General Staffing and Allied Services** - Comprises of Staffing, Temporary Recruitment and Payroll & NETAP.
- b) **Other HR Services** - Comprises of Regulatory Compliance and Training etc.

(ii) Segment results:

Particulars	General staffing and allied services		Other HR services		Unallocated		Total	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Revenue:								
External revenue	8,407.94	6,845.62	32.86	30.55	-	-	8,440.80	6,876.17
Total segment revenue	8,407.94	6,845.62	32.86	30.55	-	-	8,440.80	6,876.17
Segment results	104.18	111.07	(3.91)	(4.13)	13.10	(0.67)	113.37	106.27
Exceptional item	-	-	-	-	3.51	(2.33)	3.51	(2.33)
Finance cost	-	-	-	-	(8.19)	(4.76)	(8.19)	(4.76)
Profit before tax	104.18	111.07	(3.91)	(4.13)	8.42	(7.76)	108.69	99.18
Tax expense	-	-	-	-	2.89	1.98	2.89	1.98
Profit after tax	104.18	111.07	(3.91)	(4.13)	5.53	(9.74)	105.80	97.20
Other information								
Capital expenditure	-	-	-	-	14.74	15.00	14.74	15.00
Depreciation and amortization	5.90	7.54	4.59	0.33	21.38	15.60	31.87	23.47
Non cash expenditure other than depreciation	-	-	-	-	8.09	10.31	8.09	10.31

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Other Information:	31 March 2024		31 March 2023	
	Assets	Liabilities	Assets	Liabilities
General staffing and allied services	824.10	745.37	734.13	649.83
Other HR services	43.38	6.37	30.64	6.41
Unallocated	862.63	216.09	828.01	159.06
Total	1,730.11	967.83	1,592.78	815.30

Reconciliation to amounts reflected in the financial statements

Reconciliation of assets

Particulars	31 March 2024	31 March 2023
Segment assets	867.48	764.77
Investments	337.25	528.12
Loans	11.26	10.20
Deferred tax assets (net)	5.67	6.53
Income tax assets (net)	229.46	193.98
Cash and cash equivalents	11.69	14.62
Bank balances other than cash and cash equivalents	226.68	48.48
Others	40.62	26.08
Total assets	1,730.11	1,592.78

Reconciliation of liabilities

Particulars	31 March 2024	31 March 2023
Segment liabilities	751.74	656.24
Net employee defined benefit liabilities	2.54	2.08
Borrowings	13.83	12.96
Trade payables	14.56	14.92
Other financial liabilities	6.69	3.75
Other liabilities	178.47	125.35
Total liabilities	967.83	815.30

Revenue from external customers

Geographical Segment	31 March 2024	31 March 2023
India	8,415.62	6,851.56
Outside India	25.18	24.61
Total	8,440.80	6,876.17

The revenue information above is based on the locations of the customers.

Non-current assets:

Particulars	31 March 2024	31 March 2023
India	333.37	297.54
Outside India	-	-
Total	333.37	297.54

Non-current assets excludes financial instruments and deferred tax assets.

Notes to the Standalone Financial Statements

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Note 43: Related party disclosures

(i) List of related parties and relationships:

Description of relationship	Names of the related parties
a) Subsidiary companies	TeamLease Foundation ('TLF') (Formerly known as TeamLease Education Foundation) TeamLease Digital Private Limited ('TDPL') (Merged entity) TeamLease HRTech Private Limited ('HRTech') TeamLease Edtech Limited ('TLEL') TeamLease Regtech Private Limited ('TRPL')
b) Key management personnel and their relatives	Mr. Manish Sabharwal - Executive Vice Chairman Mr. Ashok Reddy - Managing Director & Chief Executive officer Mrs. Ramani Dathi - Chief Financial Officer Mrs. Alaka Chanda - Company Secretary Mrs. Latika Pradhan - Independent Director Mr. Narayan Ramachandran - Independent Director & Non-Executive Chairman Mr. Raghunathan V - Independent Director Mr. Zarir Batliwala - Independent Director (Till 28 March 2024) Mr. Mekin Maheshwari - Independent Director Mr. S. Subramaniam - Independent Director Mrs. Meenakshi Nevatia - Independent Director Mrs. Rituparna Chakraborty - Non-Executive Director (w.e.f. 1 June 2023) Mr. Rajnarayan Ramakrishnan - Independent Director (w.e.f. 8 November 2023)
c) Enterprises under significant influence (where transactions have taken place)	TeamLease Skills University ('TLSU') Innoviti Payment Solutions Pvt Ltd ('INNOVITI') Stryker India Private Limited ('STRYKER') (Till 1 March 2023) Honasa Consumer Limited Neev Trust NED Ventures LLP Pfizer Limited (w.e.f. 3 April 2023)

(ii) Transactions with related parties

	31 March 2024	31 March 2023
Interest income from		
TeamLease Foundation	0.15	1.12
TeamLease Digital Private Limited - on CCD's	18.59	16.46
TeamLease HRTech Private Limited	0.90	0.85
	19.64	18.43
Revenue from operations		
TeamLease Foundation	4.10	8.85
TeamLease Digital Private Limited	0.20	0.18
TeamLease Edtech Limited	0.23	0.02
TeamLease Regtech Private Limited	-	0.02
TeamLease Skills University	6.36	9.76
Pfizer Limited	7.27	-
Stryker India Private Limited	-	2.11
Honasa Consumer Limited	-	0.26
Neev Trust	-	0.01
NED Ventures LLP	0.24	0.23
	18.40	21.44
Consultancy/services charges paid		
TeamLease Digital Private Limited	6.49	10.51
TeamLease HRTech Private Limited	0.57	0.95
TeamLease Edtech Limited	3.78	1.81
TeamLease Regtech Private Limited	3.24	2.10

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for the year ended 31 March 2024

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	31 March 2024	31 March 2023
TeamLease Foundation	1.95	1.87
TeamLease Skills University	0.14	0.42
	16.17	17.66
Share based payment expense (payable)/cross charged		
TeamLease Digital Private Limited	(0.87)	0.66
TeamLease HRTech Private Limited [31 March 2024: ₹ (34,570)]	(0.00)	0.03
TeamLease Foundation	(0.46)	0.26
	(1.33)	0.95
Intangible assets under development		
TeamLease Digital Private Limited	0.21	1.82
	0.21	1.82
Expenses incurred by the Company on behalf of others - Cross charged		
TeamLease Digital Private Limited	6.54	4.24
TeamLease HRTech Private Limited	0.41	0.42
TeamLease Edtech Limited	1.60	1.53
TeamLease Foundation	0.78	0.35
TeamLease Regtech Private Limited	0.14	0.30
TeamLease Skills University	0.03	0.02
	9.50	6.86
Other Income		
TeamLease Digital Private Limited	0.06	0.06
TeamLease Foundation	0.29	0.07
TeamLease Edtech Limited	0.10	0.05
TeamLease Skills University	0.02	0.12
	0.47	0.30
Loans and advances written off		
TeamLease Foundation	-	9.80
	-	9.80
Loans and advances given to		
TeamLease Foundation	6.00	47.30
TeamLease HRTech Private Limited	-	0.49
	6.00	47.79
Loans and advances repaid by		
TeamLease Foundation	4.20	42.80
TeamLease HRTech Private Limited	0.74	2.42
	4.94	45.22
Subscription to CCD		
TeamLease Digital Private Limited	-	13.20
	-	13.20
Guarantee given/(extinguished)		
TeamLease Edtech Limited	10.00	10.00
TeamLease Skills University	(20.00)	-
TeamLease Foundation	-	4.50
	(10.00)	14.50
Managerial remuneration (Refer note)		
Ashok Reddy	0.81	1.65
Manish Sabharwal	0.65	1.30
Ramani Dathi	1.24	2.01
Alaka Chanda	0.37	0.54
Rituparna Chakraborty	1.18	1.52
	4.25	7.02
Director Sitting fees		
Latika Pradhan	0.14	0.14
Narayan Ramachandran	0.09	0.10
Raghunathan V	0.13	0.14

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	31 March 2024	31 March 2023
Zarir Batliwala	0.13	0.13
Mekin Maheshwari	0.12	0.12
Meenakshi Nevatia	0.11	0.12
S. Subramaniam	0.11	0.13
Rajnarayan Ramakrishnan	0.02	-
Rituparna Chakraborty	0.06	-
	0.91	0.88

Note:

- As the liability for gratuity and leave encashment is provided on actuarial valuation basis for the Company as a whole, the amount pertaining to key management personnel is not included.

(iii) Outstanding balances as at year ended

	31 March 2024	31 March 2023
Loans		
TeamLease Foundation	2.00	0.20
TeamLease HRTech Private Limited	9.26	10.00
	11.26	10.20
Trade receivables		
TeamLease Foundation	4.65	8.00
TeamLease Digital Private Limited	0.09	0.05
TeamLease Edtech Limited	0.13	-
TeamLease Regtech Private Limited	-	0.02
TeamLease Skills University	7.09	1.50
Pfizer Limited	0.11	-
Innoviti Payment Solutions Pvt Ltd (31 March 2024: ₹ Nil; 31 March 2023: ₹ 7,397)	-	0.00
Stryker India Private Limited	-	0.15
	12.07	9.72
Other financial assets		
TeamLease Foundation	0.76	0.95
TeamLease Digital Private Limited	1.21	3.17
TeamLease HRTech Private Limited	0.28	0.25
TeamLease Edtech Limited	1.20	0.60
TeamLease Regtech Private Limited	0.08	0.12
TeamLease Skills University	0.03	0.14
	3.56	5.23
Unbilled revenue		
TeamLease Foundation	0.13	0.67
TeamLease Digital Private Limited	0.03	0.02
TeamLease Edtech Limited	0.01	-
TeamLease Skills University	0.40	0.79
	0.57	1.48
Other financial liabilities		
TeamLease Regtech Private Limited	0.27	-
	0.27	-
Other liabilities		
Innoviti Payment Solutions Pvt Ltd (31 March 2024: ₹ 14,277; 31 March 2023: ₹ Nil)	0.00	-
	0.00	-
Investments in equity shares		
TeamLease Foundation	0.01	0.01
TeamLease Digital Private Limited	88.19	88.19

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	31 March 2024	31 March 2023
TeamLease HRTech Private Limited (net of provision)	6.42	6.42
TeamLease Edtech Limited	25.43	25.43
TeamLease Regtech Private Limited	20.00	20.00
	140.05	140.05
Investments in CCDs		
TeamLease Digital Private Limited	197.20	197.20
	197.20	197.20
Trade payables		
TeamLease Digital Private Limited	2.22	6.94
TeamLease HRTech Private Limited	0.08	0.13
TeamLease Edtech Limited	2.17	0.47
TeamLease Regtech Private Limited	0.09	0.08
TeamLease Skills University	-	0.01
TeamLease Foundation	0.36	0.42
	4.92	8.05
Guarantee given on behalf of		
TeamLease Digital Private Limited	12.00	12.00
TeamLease Edtech Limited	20.00	10.00
TeamLease Skills University	4.50	24.50
TeamLease Foundation	4.50	4.50
	41.00	51.00

Note 44: Disclosures pursuant to Securities (Listing Obligation and Disclosure Requirements) Regulations, 2015, as regards the loans granted to subsidiaries and other companies in which the directors are interested:

(i) Loans and advances in the nature of loans to subsidiaries

	31 March 2024	31 March 2023
Balance as at the year end		
TeamLease Foundation	2.00	0.20
TeamLease HRTech Private Limited	9.26	10.00
Total	11.26	10.20
Maximum amount outstanding at any time during the year		
TeamLease Foundation	2.00	24.50
TeamLease HRTech Private Limited	10.00	11.93
Total	12.00	36.43

(ii) Loans and advances in the nature of loans to firms/companies in which directors are interested:

There are no outstanding dues from directors or other officers of the Company.

Note 45: Details of dues to micro enterprises and small enterprises as defined under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006

	31 March 2024	31 March 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
- Principal amount due to micro and small enterprises	2.03	0.56
- Interest due on above	0.08	0.02
Total	2.11	0.58

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(All amounts in ₹ crores, unless otherwise stated)

	31 March 2024	31 March 2023
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	0.06	0.02
The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.08	0.02
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	0.08	0.02

Note 46: Contingent liabilities

	31 March 2024	31 March 2023
(a) Service tax matters ¹	4.63	4.63
(b) Disputed bonus liability ²	33.49	33.49
(c) Income tax matters ³	10.30	0.92
(d) Professional tax matters	0.67	0.67
(e) Goods and services tax (GST) matters ⁴	0.25	-
(f) Corporate guarantee given for credit facility taken by related parties	41.00	51.00

- In addition to aforesaid service tax matters in dispute, the Company has filed writ petition with the Hon'ble High Court of Kolkata for service tax demands pertaining to the period April 2006 to December 2008 aggregating to ₹ 8.88 crores (including penalty etc.) against which the Company has already settled ₹ 4.43 crores and balance is largely provided for as a matter of abundant caution (Refer note 22).
- Bonus liability pursuant to the amendment of Payment of Bonus Act, 1965, for financial year 2014-15 is considered as contingent liability, based on expert legal opinion obtained by the Company and stay orders from various High Courts across the country. As per the contractual agreement with the customers, ₹ 33.49 crores in respect of associate employees is recoverable from the customers in case such liability arises.
- In addition to above tax demands, there are certain tax litigations for earlier years in respect of deduction claimed by the Company under Section 80JJAA of the Income Tax Act, 1961 ("Act"), with respect to eligible expenditure incurred for net additional employees hired in each year with effect from financial year 2016-17 till date. The Company's claim for the financial years 2016-17 and 2017-18 was allowed in tax assessments completed earlier under Section 143(3) of the Act. Subsequently, the Income Tax authorities have disallowed deduction u/s 80JJAA for financial year 2018-19 (AY 2019-20) and issued notice for reassessment u/s 148 of the Act for financial year 2017-18 (AY 2018-19). The Company filed appeal before National Faceless Appeal Centre under Section 246(1)(a) of the Act for AY 2019-20 and a writ petition before the Hon'ble Karnataka High Court for AY 2018-19, challenging the stand taken by tax authorities.

Subsequent to the year end 31 March 2024, the Income Tax authorities issued notice for reassessment u/s 148A of the act for the financial year 2016-17 (AY 2017-18) towards disallowance of 80JJAA of the Act. The Company is in the process of filing the appeal against the said order.

The Company believes that deduction under Section 80JJAA has been claimed in accordance with the provisions of the Act, and as advised by the legal experts, is reasonably confident of favourable outcome in the matter. Accordingly, no provision is considered necessary by the management in the said matter.

- In addition to aforesaid GST matters:
 - There are certain demands where the probability assessment is remote and hence not disclosed above.
 - The Company has received various show cause notices from GST authorities for various years on account of mismatches/pending reconciliations, etc. that are pending final assessment.

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Note 47: Commitments

Capital commitments

	31 March 2024	31 March 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for	0.55	0.10

Note 48: CSR

Consequent to the requirements of Section 135 and Schedule VII of the Companies Act, 2013, the Company is required to contribute 2% of its average net profits during the immediately three preceding financial years in pursuance of its Corporate Social Responsibility Policy.

	31 March 2024	31 March 2023
a) Gross amount required to be spent by the Company during the year	1.58	1.47
b) Amount approved by the Board to be spent during the year	1.58	1.47
c) Amount spent on purposes other than construction/ acquisition of any asset	1.58	1.47

	31 March 2024	31 March 2023
i) Contribution to Public Trust, Charitable Trust, etc.	1.58	1.47
ii) Unspent amount in relation to ongoing projects/ other than ongoing projects.	-	-

Note 49: Contingent Assets

As at 31 March 2024, there are no contingent assets.

Note 50: Financial Ratios (as applicable)

Ratio	Numerator	Denominator	31 March 2024	31 March 2023	% change	Reason for variance
Current Ratio	Current assets	Current liabilities	1.16	1.29	-10.08%	
Return on Equity Ratio	Net profit for the year	Average shareholder's equity	13.74%	13.35%	2.92%	
Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable (including unbilled revenue)	20.86	19.76	5.57%	
Trade Payable Turnover Ratio	Other expenses	Average trade payables	3.32	3.55	-6.48%	
Net Capital Turnover Ratio	Revenue from operations	Working capital = Current assets – current liabilities	67.69	37.23	81.82%	Increase in Revenue and reduction in working capital.
Net Profit Ratio	Net profit for the year	Revenue from operations	1.25%	1.41%	-11.35%	
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Shareholder's equity + total debt	14.61%	13.44%	8.71%	
Return on Investment	Interest (finance income) + net fair value gains on current investments + net gain on sale of current investment	Investment = Non-current investment + current investment + non-current loans + current loans	6.02%	5.27%	14.23%	

Note: There are no long-term debts, hence Debt- Equity Ratio and Debt Service Coverage Ratio are not furnished.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 51: Disclosure for struck off companies

The Company has undertaken certain transactions in normal course of business with struck off companies, i.e, Galaxe E Solutions India Pvt Ltd, Perfekt Labs Pvt Ltd, Protishruti Marketing Pvt Ltd, A2R Skills Pvt Ltd, Excell Media Pvt Ltd and Akarshan People Management Pvt Ltd. The aggregate of transactions with such companies for sale of services is ₹ 0.04 crores (31 March 2023: ₹ 0.05 crores) and for purchases is ₹ 0.05 crores (31 March 2023: ₹ 0.76 crores). Outstanding net payable balance is ₹ 0.04 crores (31 March 2023: ₹ 0.02 crores).

Note 52: Other Statutory Information

- (i) No proceeding has been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Company does not have any transactions which is not recorded in the books of account that has been surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (viii) The Company is maintaining its books of account in electronic mode and these books of account are accessible in India at all times and the back-up of books of account has been kept in servers physically located in India on a daily basis from the applicability date of the Companies (Accounts) Rules, 2014, as amended i.e. 5 August, 2022 onwards.
- (ix) The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that, audit trail feature is not enabled for direct changes to data using privileged/ administrative access rights in so far it relates to Associate Life Cycle System (ALCS), Trainee Life Cycle System (TLCS) and Sage Accpac. Additionally for Sage Accpac, edit log feature is not enabled for master data changes. Further, there is no known instance of audit trail feature being tampered with in respect of the accounting software used by the Company.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 53: The Code on Social Security, 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

For **S.R. BATLIBOI & ASSOCIATES LLP**

ICAI Firm Registration Number: 101049W/E300004

Chartered Accountants

Per **Navin Agrawal**

Partner

Membership Number: 056102

Place: Bangalore

Date: 22 May 2024

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Reddy

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Place: Bangalore

Date: 22 May 2024

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911



Consolidated

Financial
Statements

Independent Auditor's Report

To the Members of TeamLease Services Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of TeamLease Services Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2024, the consolidated Statement of Profit and Loss, including other comprehensive loss, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, their consolidated profit including other comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the

Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters

Revenue recognition and recoverability of trade receivables

The Group's consolidated revenues for the Financial Year 2023-2024 amounts to ₹ 9,321.53 Crores, mainly from General staffing and allied services.

The Group has various streams of revenue with multiple types of customer contracts characterized by large volume of transactions.

The Group has adopted a provision policy in respect of overdue trade receivables based on the past collection trends and available industry information.

How our audit addressed the key audit matter

We understood, evaluated and tested the operating effectiveness of internal controls over revenue and trade receivables processes.

We selected samples from various types of customer contracts and tested the occurrence, completeness and measurement of those transactions by inspecting the underlying documents.

We performed audit procedures on existence of trade receivables, which included obtaining and comparing balance confirmations with books, testing of invoices and subsequent receipts for audit samples.

Key audit matters

Due to the multiple types of revenue contracts with various streams, significance of carrying values of trade receivables and the judgement involved for doubtful debts provision, this matter is considered significant. Refer to Note 29 and Note 17 to the consolidated financial statements for the group's disclosure on revenue and trade receivables respectively.

Goodwill in consolidated financial statement is ₹ 173.27 Crores as at March 31, 2024.

In determining the fair value/value in use of business reporting units, the Group has applied judgment in estimating future revenues, operating profit margins, long-term growth rate and discount rates.

The carrying value of goodwill is tested annually for impairment. The Group performed its annual impairment test of goodwill and determined that there was no impairment.

Key assumptions concerning the impairment test are disclosed in Note 6 to the consolidated financial statements.

Due to the significance of the carrying value of goodwill and judgment involved in performing impairment test, this matter was considered significant to our audit.

How our audit addressed the key audit matter

We evaluated the assumptions used to calculate the provision for trade receivables through analysis of ageing, historical collection and bad debts write-off, specific individual circumstances of the customers etc.

We assessed the disclosures in the consolidated financial statements for compliance with the disclosure requirements.

We assessed and tested the operating effectiveness of the internal controls over preparation of annual budgets and future forecasts for various business reporting units.

We compared the future operating cash flow forecasts with the business plan and budgets duly approved by the Board.

We involved valuation specialists to assist in examining the Group's valuation model and analyzing the underlying key assumptions, including long-term growth rates and discount rates.

We evaluated the sensitivity in the valuation, resulting from changes to key assumptions and compared the assumptions to corroborating information including industry reports and competitor's information, historic performance, local economic developments and industry outlook.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Board's Report, Corporate Governance Report, Business Responsibility and Sustainability Report and Report on Management Discussion and Analysis included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive loss, consolidated cash flows and consolidated statement of changes in equity of the Group

in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of 3 subsidiaries, whose financial statements include total assets of ₹ 88.17 Crores as at March 31, 2024, and total revenues of ₹120.28 Crores and net cash inflows of ₹ 0.29 Crores for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and

disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies incorporated in India, there are no qualification or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph (i) (vi) below on reporting under Rule 11(g);
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive loss, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 1" to this report;
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);
 - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 45 to the consolidated financial statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries, incorporated in India during the year ended March 31, 2024;
 - iv. a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated

- in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances
- performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. No dividend has been declared or paid during the year by the Holding Company and its subsidiaries incorporated in India;
- vi. Based on our examination which included test checks, performed by the respective auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances discussed in note 50 (ix) to the consolidated financial statements, the Holding Company and subsidiaries have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered in respect of other accounting software.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Navin Agrawal**

Partner

Membership Number: 056102

UDIN: 24056102BKFVIT9429

Place of Signature: Bangalore

Date: May 22, 2024

Annexure 1

to the Independent Auditor's Report of even date on the Consolidated Financial Statements of TeamLease Services Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of TeamLease Services Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiaries which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering

the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to three subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Navin Agrawal**

Partner

Membership Number: 056102

UDIN: 24056102BKFVIT9429

Place of Signature: Bangalore

Date: May 22, 2024

Consolidated Balance Sheet

as at 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	4	11.09	10.78
Right of use assets	5	69.10	77.02
Goodwill on consolidation (net)	6	173.27	173.27
Other intangible assets	6	39.31	42.26
Intangible assets under development	7	11.30	16.91
Financial assets			
(i) Investments	8	3.00	3.00
(ii) Loans	9	-	-
(iii) Others	12	128.26	113.20
Deferred tax assets (net)	13	8.01	6.75
Income tax assets (net)	15	264.78	223.81
Other non-current assets	16	4.44	2.75
Total non-current assets		712.56	669.75
Current assets			
Financial assets			
(i) Investments	10	-	190.88
(ii) Loans	9	0.19	-
(iii) (a) Trade receivables	17	449.58	380.27
(iii) (b) Unbilled revenue	11	216.26	155.87
(iv) Cash and cash equivalents	18	167.90	149.45
(v) Bank balances other than cash and cash equivalents	18	253.51	98.49
(vi) Others	12	100.09	89.06
Other current assets	19	36.78	34.01
Total current assets		1,224.31	1,098.03
Total assets		1,936.87	1,767.78
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	20	16.77	17.10
Other equity			
(i) Owners of the parent Company	21	781.25	790.53
(ii) Non-controlling interest	21	13.23	12.85
Total equity		811.25	820.48
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	22	52.31	60.54
(ii) Other financial liabilities	23	0.41	5.93
Deferred tax liabilities (net)	14	1.89	3.79
Employee benefit obligations	24	132.79	116.22
Other non-current liabilities	25	4.22	4.22
Total non-current liabilities		191.62	190.70
Current liabilities			
Financial liabilities			
(i) Borrowings	26	30.52	19.34
(ii) Lease liabilities	22	21.98	20.24
(iii) Trade payables	27		
(a) Total outstanding dues of micro enterprises and small enterprises		8.23	0.94
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		53.43	43.85
(iv) Other financial liabilities	23	406.96	330.11
Employee benefit obligations	24	82.93	74.08
Other current liabilities	28	329.95	268.04
Total current liabilities		934.00	756.60
Total liabilities		1,125.62	947.30
Total equity and liabilities		1,936.87	1,767.78
Summary of material accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**

ICAI Firm Registration Number: 101049W/E300004

Chartered Accountants

Per **Navin Agrawal**

Partner

Membership Number: 056102

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Reddy

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bangalore

Date: 22 May 2024

Place: Bangalore

Date: 22 May 2024

Consolidated Statement of Profit and Loss

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	Notes	Year ended 31 March 2024	Year ended 31 March 2023
Income			
Revenue from operations	29	9,321.53	7,870.00
Other income	30	46.18	43.94
Total income		9,367.71	7,913.94
Expenses			
Employee benefits expense	31	8,979.92	7,569.81
Finance costs	32	10.23	5.69
Depreciation and amortization expense	33	52.53	43.16
Other expenses	34	210.81	177.92
Total expenses		9,253.49	7,796.58
Profit before exceptional items and tax		114.22	117.36
Exceptional items	35	3.51	(2.33)
Profit before tax		117.73	115.03
Tax expense:			
- Current tax	15	7.44	6.41
- Tax provision for earlier years	15	0.43	0.70
- Deferred tax charge	13 & 14	(2.80)	(3.63)
Income tax expense		5.07	3.48
Net profit for the year		112.66	111.55
Net profit for the year		112.66	111.55
Attributable to:			
Owners of the parent Company		112.15	111.34
Non-controlling interest		0.51	0.21
Other comprehensive (loss)/income			
Other comprehensive (loss)/income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement (losses)/gains on defined benefit plans	37	(1.45)	1.67
Income tax effect		0.36	(0.40)
Other comprehensive (loss)/income, net of tax		(1.09)	1.27
Attributable to:			
Owners of the parent Company		(0.96)	1.21
Non-controlling interest		(0.13)	0.06
Total comprehensive income for the year, net of tax		111.57	112.82
Attributable to:			
Owners of the parent Company		111.19	112.55
Non-controlling interest		0.38	0.27
Earnings per equity share:			
Basic and diluted (amount in ₹)	36	67	65
Summary of material accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**

ICAI Firm Registration Number: 101049W/E300004

Chartered Accountants

Per **Navin Agrawal**

Partner

Membership Number: 056102

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Reddy

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Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bangalore

Date: 22 May 2024

Place: Bangalore

Date: 22 May 2024

Consolidated Statement of Cash Flows

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
Operating activities			
Profit before tax		117.73	115.03
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense		52.53	43.16
Finance costs		10.23	5.69
Interest income		(27.70)	(10.86)
Loss on sale/disposal of property, plant and equipment (net)		0.03	0.20
Intangible assets under development written off		0.38	-
Fair value adjustments (net)		(0.68)	(0.33)
Liabilities/provisions no longer required written back		(10.88)	(20.95)
Bad debts written off (net)		3.39	3.80
(Reversal)/provision for expected credit loss		(0.11)	1.50
Provision/(reversal) for doubtful advances/receivables (net)		5.57	(1.12)
Share based payment expenses (net)		(1.79)	1.86
Sundry balances written off		0.92	0.45
Gain on sale of current investments (net)		(4.51)	(6.24)
Fair value gains on current investments (net)		-	(0.88)
Exceptional items (net)		(3.51)	2.33
Working capital adjustments			
(Increase) / decrease in trade receivables		(72.58)	(15.92)
(Increase) / decrease in other assets		(4.02)	0.09
(Increase) / decrease in unbilled revenue and other financial assets		(81.99)	(10.32)
Increase / (decrease) in trade payables and other financial liabilities		89.06	35.67
Increase/ (decrease) in other liabilities		70.62	42.38
Increase/ (decrease) in net employee defined benefit liabilities		23.97	16.77
		166.66	202.31
Income tax payments		(48.83)	(76.07)
Net cash flows from/(used in) operating activities		117.83	126.24
Investing activities			
Purchase of property, plant and equipment		(7.21)	(6.03)
Purchase of intangible assets (including intangibles under development)		(13.32)	(13.54)
Proceeds from sale of property, plant and equipment		0.06	0.01
Sale/(purchase) of current investments		195.39	(133.40)
Loans and advances repaid by/(given to) employee		(0.19)	-
Loans and advances repaid by/(given to) related parties		-	(9.80)
(Investments in)/maturity of fixed deposits (net)		(156.33)	19.96
Interest received		18.88	10.43
Recovery from PF Trust		3.51	9.22
Net cash flows from/(used in) investing activities		40.79	(123.15)

Consolidated Statement of Cash Flows

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
Financing activities			
Proceeds from issue on exercise of stock options (31 March 2024: ₹ Nil; 31 March 2023: ₹ 36,000)		-	0.00
Proceeds from / (repayment of) borrowings (net)		-	(2.50)
Repayment of principal portion of lease liabilities		(21.29)	(15.21)
Finance costs (including interest on lease liabilities)		(10.21)	(5.69)
Buy back of equity shares		(100.00)	-
Tax on buy back of equity shares		(19.01)	-
Expenses on buy back of equity shares		(0.84)	(0.96)
Net cash flows (used in)/from financial activities		(151.35)	(24.36)
Net increase/(decrease) in cash and cash equivalents		7.27	(21.27)
Cash and cash equivalents at the beginning of the year		130.11	151.38
Cash and cash equivalents at the end of the year	18	137.38	130.11
Summary of material accounting policies	3		

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**

ICAI Firm Registration Number: 101049W/E300004

Chartered Accountants

Per **Navin Agrawal**

Partner

Membership Number: 056102

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Reddy

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bangalore

Date: 22 May 2024

Place: Bangalore

Date: 22 May 2024

Consolidated Statement of Changes in Equity

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

a. Equity share capital:

Issued, subscribed and fully paid share capital

	Numbers	Amount (in ₹ crores)
Equity shares of Rs. 10 each:		
At 1 April 2022	1,70,96,769	1710
Additions during the year	-	-
At 31 March 2023	1,70,96,769	1710
Buy back of equity shares during the year	(3,27,869)	(0.33)
At 31 March 2024	1,67,68,900	16.77

b. Other equity

Particulars	Attributable to equity shareholders of the Company					Non-controlling interest	Total other equity
	Reserves and surplus						
	Securities premium	Share based payment reserves	Capital redemption reserve	Retained earnings	Total		
As at 1 April 2022	247.64	3.58	-	424.90	676.12	12.58	688.70
Net Profit for the year	-	-	-	111.34	111.34	0.21	111.55
Other comprehensive income	-	-	-	1.21	1.21	0.06	1.27
Total	247.64	3.58	-	537.45	788.67	12.85	801.52
Share based payment expense (net)	-	1.86	-	-	1.86	-	1.86
Exercise / lapse of stock options	1.24	(1.35)	-	0.11	-	-	-
As at 31 March 2023	248.88	4.09	-	537.56	790.53	12.85	803.38
As at 1 April 2023	248.88	4.09	-	537.56	790.53	12.85	803.38
Net Profit for the year	-	-	-	112.15	112.15	0.51	112.66
Other comprehensive loss	-	-	-	(0.96)	(0.96)	(0.13)	(1.09)
Total	248.88	4.09	-	648.75	901.72	13.23	914.95
Share based payment expense (net)	-	(1.79)	-	-	(1.79)	-	(1.79)
Buyback of equity shares	(99.67)	-	-	-	(99.67)	-	(99.67)
Tax on buy back of equity shares	-	-	-	(19.01)	(19.01)	-	(19.01)
Amount transferred to CRR on buy back [refer note 20 (v)]	-	-	0.33	(0.33)	-	-	-
At 31 March 2024	149.21	2.30	0.33	629.41	781.25	13.23	794.48

Summary of material accounting policies

3

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**
ICAI Firm Registration Number: 101049W/E300004
Chartered Accountants

For and on behalf of the Board of Directors of
TeamLease Services Limited

Per **Navin Agrawal**
Partner
Membership Number: 056102

Ashok Reddy
Managing Director
DIN: 00151814

Subramaniam Somasundaram
Independent Director
DIN: 01494407

Ramani Dathi
Chief Financial Officer

Alaka Chanda
Company Secretary
F10911

Place: Bangalore
Date: 22 May 2024

Place: Bangalore
Date: 22 May 2024

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

1 Corporate information

TeamLease Services Limited (the "Company") and its subsidiaries and trust are collectively referred herein as the "Group". The Group is primarily engaged in providing a gamut of HR services that include Staffing Services, Temporary Recruitment, Payroll Process Outsourcing, Regulatory Compliance Services, Vocational Training / Education and Assessments, Telecom Staffing, Technology led specialized academic services and end to end hiring technology driven services. The registered office of the Company is located at 315 Work Avenue Campus, No.77, Ascent building, Jyoti Nivas College Road, Koramangala, Bengaluru - 560095.

The Company was converted into a Public Limited Company and obtained a fresh certificate of incorporation dated 15 May 2015. The equity shares of the Company got listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") w.e.f. 12 February 2016.

The consolidated financial statements are approved by the Board of directors and authorized for issue in accordance with a resolution of the directors on 22 May 2024.

2 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 ('the Act'), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements. The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instruments), defined benefit plan assets and share-based payments, which are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions. Accounting policies are consistently applied.

The consolidated financial statements are presented in Indian Rupees and all values are rounded to nearest crores except when otherwise stated.

(i) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and ESOP trust as at 31 March 2024. Control is achieved

when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Company, i.e., year ended on 31 March 2024.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

consolidated financial statements to ensure conformity with the group's accounting policies.

Consolidation procedure:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised are eliminated in full).

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

Group information:

(a) Subsidiaries and Trust

The consolidated financial statements of the Group includes subsidiaries and ESOP trust listed in the table below:

Name of the subsidiary	Principal activities	Country of incorporation	% equity interest	
			31 March 2024	31 March 2023
TeamLease Foundation (TLF) [formerly known as TeamLease Education Foundation (TLEF)]	Manpower staffing and CSR activities	India	100	100
TeamLease Digital Private Limited (TDPL)	IT Staffing business	India	100	100
Keystone Business Solutions Private Limited (KBSPL) (Merged into TDPL)	IT Staffing business	India	-	100
I.M.S.I Staffing Private Limited (IMSI) (Merged into TDPL)	IT Staffing business	India	-	100
TeamLease HRTech Private Limited (HRTech)	End to end hiring technology driven services	India	100	100
TeamLease Edtech Limited (TLEL)	Technology-led specialised academic services	India	77.67	77.67
TeamLease Regtech Private Limited (TRPL)	SAAS based governance, risk and compliance	India	61.50	61.50
TeamLease Employee Stock Plan Trust	ESOP Trust	India	100	100

3 Summary of material accounting policies

3.1 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. Advance tax paid is classified as non-current assets.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has considered twelve months as its operating cycle.

3.2 Foreign currency translation

i) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates, i.e., the "functional currency". The financial statements are presented in Indian rupee (INR), which is functional and presentation currency of the Group.

ii) Transactions and balances

Foreign currency transactions are initially recorded by the Group at their respective functional currency spot rate at the date the transaction first qualifies for recognition.

- 1) Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.
- 2) Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are translated using the exchange rates at the date of the initial transactions. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when fair value was determined.
- 3) Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss in the period in which they arise.

3.3 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

Revenues in excess of invoicing are classified as Contract Assets (unbilled revenue), while invoicing in

excess of revenues are classified as Contract Liability (unearned revenue).

The specific recognition criteria described below must also be met before revenue is recognised.

Manpower services

Revenue from manpower services is accounted on accrual basis on performance of the services agreed as per contracts with customers.

Recruitment and other services

Revenue from recruitment services, skills and development, regulatory services, job portal, Payroll, NETAP and specialized academic services is recognized on accrual basis on performance of the services as per contracts with customer.

CSR grants and donations

CSR grants in the nature of donation from third parties are recognised when received.

Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit or loss.

Dividends

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when the Shareholders/ Board of Directors approve the dividend.

3.4 Taxes

Income tax

Income tax expense comprises current tax expense and deferred tax charge or credit during the year. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognised using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except: when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses only if it is probable that future taxable profits will be available to utilise the same, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

3.5 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease, i.e., if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right of use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the asset. The right-of-use assets are also subject to impairment. Refer to accounting policies in section 3.8 impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies recognition exemption to leases for which the underlying asset is of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.6 Property, plant and equipment

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment. All repair and maintenance costs are recognised in profit or loss as incurred.

An item of property, plant and equipment and any significant part thereof initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation methods, estimated useful lives

Depreciation is calculated using the straight-line method over the estimated useful lives of the plant and equipment as given under Part C of Schedule II of the Act as follows:

Asset	Useful life (Years)
Office equipment	3-5
Computers	3
Furniture and fixtures	3-10
Vehicles	6-8
Plant and machinery	5

Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is lower.

3.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

An intangible asset is derecognised upon disposal (i.e. at the date the recipient obtains controls) or when no future economic benefits are expected from its use or disposal.

Any gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

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Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

Amortization methods, estimated useful lives

Amortization is calculated using the straight-line method over the estimated useful lives of the Intangibles as follows:

Intangible assets	Useful life (years)	Internally generated or acquired
Software	3-5	Acquired / internally generated
Brands	3-4	Acquired
Non compete	3-5	Acquired
Customer relationships	5	Acquired
Databases	4	Acquired

3.8 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that any property, plant & equipment, right of use assets and intangible assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the

Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

3.09 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

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Effective interest method

The effective interest method (EIR) is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

Subsequent measurement

(i) Financial assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost through effective interest method if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets. The Company follows 'simplified approach' for recognition of provision for ECL on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes provision for ECL

based on lifetime ECLs at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Derecognition of financial assets

A financial asset is derecognised only when the rights to receive cash flows from the asset have expired or the Group has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset.

(ii) Financial Liabilities

Financial liabilities at amortised cost

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost through effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short term maturity of these instruments.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/losses are not subsequently transferred to the statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other

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changes in fair value of such liability are recognised in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(iv) Fair value of financial instruments

In determining the fair value of its financial instruments, the Group uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.10 Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are charged to statement of profit and loss.

3.11 Treasury shares

The Company has created an Employee Benefit Trust ("EBT") for providing share-based payment to its employees. The promoters and directors of the Company, in prior years had contributed certain equity shares free of cost to EBT, which are issued to employees in accordance with the Company's Employee stock option plan.

The Company treats EBT as its extension and shares held by EBT are treated as treasury shares carried at nil value. Share options exercised during the reporting period are adjusted against treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in reserve.

3.12 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts.

3.13 Retirement and other employee benefits

(a) Defined benefit plan

Gratuity obligations

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, done on projected unit credit method as at the balance sheet date. The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

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Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur in other comprehensive income and is transferred to retained earnings in the statement of changes in equity in the balance sheet. Such accumulated re-measurements are not reclassified to the statement of profit and loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of :

- a) The date of the plan amendment or curtailment, and
- b) The date that the Group recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Compensated absences

The employees of the Group are entitled to be compensated for unavailed leave as per the policy of the Group, the liability in respect of which is provided, based on an actuarial valuation (using the projected unit credit method) at the end of each year. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits and those expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. Actuarial gains/ losses are recognised in the statement of profit and loss in the year in which they arise.

(b) Defined contribution plan

Contribution to Government Provident Fund

The Group pays provident fund contributions to publicly administered provident funds as per applicable regulations.

The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(c) Share-based payments

Employees of the Group receive remuneration in the form of employee option plan / stock appreciation rights plan of the Group (equity settled instruments) for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognised in the statement of profit and loss with a corresponding increase in equity over the period that the employees unconditionally becomes entitled to the award. The equity instruments generally vest in a graded manner over the vesting period i.e. the period over which all the specified vesting conditions are to be satisfied. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation). At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to equity. The stock option compensation expense/Share based payment expense is determined based on the Group's estimate of equity instruments that will eventually vest.

3.14 Provisions and contingent liability

Provision

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the

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Company, or a present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

3.15 Cash dividend distribution to equity holders

The Group recognizes a liability to make cash distributions to equity holders of the Group when the distribution is authorized and the distribution is no longer at the discretion of the Group. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

3.16 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit/loss for the year attributable to equity shareholders of the parent Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to equity shareholders of the parent Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

3.17 Operating segments

The Board of Directors have been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segment. CODM evaluates the performance of Group and allocated resources based on the analysis of various performance indicators of the Group. The operating segment comprises of the following:

- a) General Staffing and Allied Services - Comprises of Staffing, Temporary Recruitment and Payroll & NETAP.
- b) Other HR Services - Comprises of Regulatory Compliance, Training, Job Portal, Education Technology and SAAS based compliances.
- c) Specialized Staffing Services - Comprises of IT Staffing and Telecom Staffing.

3.18 Business combinations and goodwill

Business combinations are accounted for using the acquisition method when control is transferred to the Group. The cost of an acquisition is measured as

the aggregate of the consideration paid measured at acquisition date fair value. Acquisition-related costs are expensed as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash-generating units that are expected to benefit from the combination.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. Impairment loss recognised for goodwill is not reversed in subsequent periods.

3.19 Significant accounting judgments, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that

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are beyond the control of the Group. Such changes are reflected/updated in the assumptions when they eventually occur.

Defined benefit plans

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions.

All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rate of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation. The mortality rate is based on publicly available mortality table in India. The mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Taxes

Deferred tax assets are recognised on deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Business combinations and intangible assets

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by independent valuation experts.

Impairment of goodwill and non-current investments

Determining whether goodwill and other non-current investments are impaired requires an estimation of the value in use of the individual investments or the relevant cash generating units. The value in use calculation is based on Discounted Cash Flow ('DCF') model. Further, the cash flow projections are based on estimates and assumptions relating to operational performance, growth rate, operating margins of the CGU, etc.

Other estimates

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer concentrations and current economic trends. If the financial condition of a customer deteriorates or there is an overall deterioration in the credit risk macro environment, additional allowances may be required in future.

3.21 Recent Indian Accounting Standards (Ind AS)

There are no standards that are notified and not yet effective as on the date.

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Note 4: Property, plant and equipment

	Office equipment	Computers	Furniture & fixtures	Vehicles	Plant & machinery	Leasehold improvements	Total
Gross block							
As at 1 April 2022	5.93	10.34	2.14	0.31	3.18	6.59	28.49
Additions	0.81	4.52	0.39	-	0.04	0.27	6.03
Disposals	(0.35)	(1.76)	(0.30)	-	(2.98)	(0.80)	(6.19)
As at 31 March 2023	6.39	13.10	2.23	0.31	0.24	6.06	28.33
Additions	0.55	4.82	0.34	0.17	-	1.33	7.21
Disposals	(1.78)	(3.32)	(0.32)	(0.15)	(0.24)	(0.33)	(6.14)
As at 31 March 2024	5.16	14.60	2.25	0.33	-	7.06	29.40
Accumulated depreciation							
As at 1 April 2022	3.81	5.68	1.24	0.09	2.81	3.48	17.11
Charge during the year	0.95	3.29	0.37	0.07	0.41	1.32	6.41
Disposals	(0.29)	(1.72)	(0.23)	-	(2.98)	(0.75)	(5.97)
As at 31 March 2023	4.47	7.25	1.38	0.16	0.24	4.05	17.55
Charge during the year	0.87	4.19	0.31	0.07	-	1.29	6.73
Disposals	(1.75)	(3.29)	(0.30)	(0.14)	(0.24)	(0.25)	(5.97)
As at 31 March 2024	3.59	8.15	1.39	0.09	-	5.09	18.31
Net Block							
As at 31 March 2023	1.92	5.85	0.85	0.15	-	2.01	10.78
As at 31 March 2024	1.57	6.45	0.86	0.24	-	1.97	11.09

Note 5: Right of use assets

	Buildings	Vehicles	Total
Gross block			
As at 1 April 2022	72.77	-	72.77
Additions	67.74	-	67.74
Disposals	(6.76)	-	(6.76)
As at 31 March 2023	133.75	-	133.75
Additions	21.87	1.40	23.27
Disposals	(18.75)	-	(18.75)
As at 31 March 2024	136.87	1.40	138.27
Accumulated depreciation			
As at 1 April 2022	44.01	-	44.01
Charge during the year	17.38	-	17.38
Disposals	(4.66)	-	(4.66)
As at 31 March 2023	56.73	-	56.73
Charge during the year	23.74	0.26	24.00
Disposals	(11.56)	-	(11.56)
As at 31 March 2024	68.91	0.26	69.17
Net block			
As at 31 March 2023	77.02	-	77.02
As at 31 March 2024	67.96	1.14	69.10

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Note 6: Other Intangible assets

	Customer relationships	Brands	Non-competes	Databases	Software	Total	Goodwill
Gross block							
As at 1 April 2022	75.98	2.44	13.23	0.37	27.49	119.51	186.20
Additions	-	-	-	-	12.87	12.87	-
Disposals	-	-	-	-	(0.53)	(0.53)	-
As at 31 March 2023	75.98	2.44	13.23	0.37	39.83	131.85	186.20
Additions	-	-	-	-	18.85	18.85	-
Disposal	-	-	-	-	-	-	-
As at 31 March 2024	75.98	2.44	13.23	0.37	58.68	150.70	186.20
Accumulated amortisation and impairment							
As at 1 April 2022	40.79	2.44	9.92	0.37	17.23	70.75	12.93
Charge during the year	11.55	-	1.54	-	6.28	19.37	-
Disposals	-	-	-	-	(0.53)	(0.53)	-
As at 31 March 2023	52.34	2.44	11.46	0.37	22.98	89.59	12.93
Charge during the year	11.55	-	1.54	-	8.71	21.80	-
Disposals	-	-	-	-	-	-	-
As at 31 March 2024	63.89	2.44	13.00	0.37	31.69	111.39	12.93
Net Block							
As at 31 March 2023	23.63	-	1.78	-	16.85	42.26	173.27
As at 31 March 2024	12.09	-	0.23	-	26.99	39.31	173.27

Goodwill impairment testing

The Group tests whether goodwill has suffered any impairment on an annual basis. Goodwill acquired through business combinations has been allocated to two CGUs i.e. specialised staffing services and other HR services (operating segments) for impairment testing.

The following table set out the key assumptions for Goodwill impairment:

Segment	31 March 2024		31 March 2023	
	Specialised Staffing Services	Other HR Services	Specialised Staffing Services	Other HR Services
Growth rate (average)	18%	39%	19%	38%
Operating margins (average)	8%	25%	8%	21%
Discount rate (post-tax)	19%	19%	18%	18%

Notes:

- These assumptions are based on historical trends and future market expectations related to the CGUs. Discount rate is based on the Weighted Average Cost of Capital (WACC) which represents the risk adjusted expected returns attributable to all the assets of the CGUs. These estimates may differ from future actual results of operations and cash flows.
- Based on impairment analysis, the Holding Company had provided for impairment of ₹ 12.93 crores in respect of goodwill in TeamLease HRTech Private Limited.

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Note 7: Intangible assets under development

As at 31 March 2024

Intangible assets under development

	Amount for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	
Projects in progress	9.45	1.58	0.17	0.10	11.30
Total	9.45	1.58	0.17	0.10	11.30

As at 31 March 2023

Intangible assets under development ageing schedule

	Amount for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	9.89	1.27	1.61	4.14	16.91
Total	9.89	1.27	1.61	4.14	16.91

The Company does not have any assets whose completion is overdue or has exceeded its cost compared to its approved budgets.

Note 8: Investments

Particulars	31 March 2024	31 March 2023
Non current, unquoted (at cost, less impairment)		
Investment in Endowment fund (Refer note 1 below)	3.00	3.00
	3.00	3.00
Aggregate value of unquoted investments	3.00	3.00
Aggregate amount of provision for diminution	-	-

Note:

- The Company entered into a definitive agreement with TeamLease Skills University (TLSU) and has funded ₹ 3 crores to set up corpus towards Endowment fund.
- One of the subsidiary, TeamLease Edtech Limited, has investment of ₹ 28,142 (31 March 2023: ₹ 28,142) in Systematix Commodities Services Pvt. Ltd which has been fully written off, hence not disclosed above.

Note 9: Loan

Particulars	31 March 2024	31 March 2023
Non-current		
(Unsecured)		
Loans to related parties (Refer note 44)	-	9.80
Less: Impairment of loan (Refer note below)	-	(9.80)
	-	-

Note: On 23 Dec 2022, Department of Higher Education vide notification number F.No.36-27/2018.NVEQF had discontinued National Employability Enhancement Mission Scheme and TLSU would not be eligible to take fresh enrolments of apprentices under the said Scheme, leading to uncertainty around recovery of loans from TLSU. Accordingly, management had impaired above outstanding loan.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Particulars	31 March 2024	31 March 2023
Current		
(Unsecured)		
Loans to Employees	0.19	-
	0.19	-

Note 10: Current Investments (at fair value through profit and loss)

Particulars	31 March 2024	31 March 2023
Investment in mutual funds (Quoted)		
UTI Liquid Fund	-	20.20
Nil (31 March 2023: 54,752 Units of ₹ 3,689.41 each)		
Tata Liquid Fund	-	35.22
Nil (31 March 2023: 99,162 Units of ₹ 3,551.41 each)		
DSP Liquid Fund	-	25.15
Nil (31 March 2023: 78,174 Units of ₹ 3,217.19 each)		
ICICI Prudential Fund	-	25.13
Nil (31 March 2023: 755,299 Units of ₹ 332.74 each)		
Kotak Liquid Fund	-	30.15
Nil (31 March 2023: 66,281 Units of ₹ 4,548.41 each)		
Sundaram Liquid Fund	-	30.02
Nil (31 March 2023: 151,000 Units of ₹ 1,987.87 each)		
HSBC Liquid Fund	-	25.01
Nil (31 March 2023: 111,559 Units of ₹ 2,242.13 each)		
	-	190.88
Aggregate amount of quoted investment and market value thereof	-	190.88

Note 11: Unbilled Revenue

Particulars	31 March 2024	31 March 2023
Current		
(Unsecured, considered good)		
Unbilled revenue*	216.26	155.87
	216.26	155.87

* includes ₹ 0.40 crores (31 March 2023: ₹ 0.79 crores) from related parties (refer note 44).

Note 12: Other financial assets

Particulars	31 March 2024	31 March 2023
Non-current		
(Unsecured, considered good)		
Interest accrued on fixed deposits	0.03	-
Reimbursement right for gratuity	106.23	94.77
Reimbursement right for compensated absences	11.84	9.59
Fixed deposits with banks (maturity of more than 12 months) (Refer note 18)	1.33	0.13
Security/other deposits	8.83	8.71
	128.26	113.20
(Credit impaired)		
Deposits	0.81	0.81
Less: Provision	(0.81)	(0.81)
	-	-
	128.26	113.20

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Particulars	31 March 2024	31 March 2023
Current		
(Unsecured, considered good)		
Interest accrued on fixed deposits	10.23	1.40
Interest accrued on loans to related party (Refer note 44)	-	0.03
Reimbursement right for gratuity	56.42	52.15
Reimbursement right for compensated absences	21.19	17.19
Security/other deposits	3.24	3.06
Receivables from related parties (Refer note 44)	0.31	1.03
Other receivables	8.58	13.45
Other assets	0.12	0.55
Loans and advances to employees	-	0.20
	100.09	89.06
(Credit impaired)		
Other receivables	3.87	2.58
Deposits/other assets	0.34	0.21
Less: Provision	(4.21)	(2.79)
	-	-
	100.09	89.06

Note 13: Deferred tax assets (net)

Particulars	31 March 2024	31 March 2023
Deferred tax assets (net)	8.01	6.56
MAT credit entitlement	-	0.19
	8.01	6.75

Particulars	Provision for expected credit loss	Depreciation on property, plant and equipment and intangible assets	Provision for leave and gratuity	Unabsorbed depreciation and business losses	Others	MAT credit	Total
As at 1 April 2022	3.41	(5.08)	2.63	1.28	0.14	0.19	2.57
Credit/ charge:							-
Profit and loss	(0.22)	2.89	0.65	0.01	1.23	-	4.56
Other comprehensive income	-	-	(0.38)	-	-	-	(0.38)
As at 31 March 2023	3.19	(2.19)	2.90	1.29	1.37	0.19	6.75
Credit/ charge:							
Reclassification to deferred tax liability pursuant to merger	(0.04)	-	(0.11)	-	(0.03)	-	(0.18)
Profit and loss	(0.55)	1.57	0.40	(0.13)	0.12	(0.19)	1.22
Other comprehensive income	-	-	0.22	-	-	-	0.22
As at 31 March 2024	2.60	(0.62)	3.41	1.16	1.46	-	8.01

Note 14: Deferred tax liabilities (net)

Particulars	31 March 2024	31 March 2023
Deferred tax liabilities (net)	1.89	3.79
	1.89	3.79

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Particulars	Provision for expected credit loss	Depreciation on property, plant and equipment and intangible assets	Provision for leave and gratuity	Unabsorbed depreciation and business losses	Others	Total
As at 1 April 2022	0.41	(7.46)	0.69	3.09	0.43	(2.84)
Credit/ charge:						
Profit and loss	(0.19)	2.14	0.51	(3.09)	(0.30)	(0.93)
Other comprehensive income	-	-	(0.02)	-	-	(0.02)
As at 31 March 2023	0.22	(5.32)	1.18	-	0.13	(3.79)
Credit/ charge:						
Reclassification pursuant to merger	0.04	-	0.11	-	0.03	0.18
Profit and loss	0.07	1.89	(0.33)	-	(0.05)	1.58
Other comprehensive income	-	-	0.14	-	-	0.14
As at 31 March 2024	0.33	(3.43)	1.10	-	0.11	(1.89)

Note 15: Income tax assets (net)

Particulars	31 March 2024	31 March 2023
Non-current		
Advance income tax (net of provision)*	264.78	223.81
	264.78	223.81

* includes ₹ 0.12 crores (31 March 2023: ₹ 0.12 crores) paid under protest.

Income tax expense/ (credit) in the statement of profit and loss consists of:

Particulars	31 March 2024	31 March 2023
Current income tax charge	7.44	6.41
Tax provision for earlier years	0.43	0.70
Deferred tax credit	(2.80)	(3.63)
Income tax reported in the statement of profit or loss	5.07	3.48

Income tax recognised in other comprehensive income

Particulars	31 March 2024	31 March 2023
Deferred tax (credit)/charge	(0.36)	0.40
Income tax expense charged to OCI	(0.36)	0.40

Reconciliation of effective tax rate:

Particulars	31 March 2024	31 March 2023
Profit before exceptional items and tax	114.22	117.36
Tax using the Company's domestic tax rate @ 25.168%	28.75	29.54
Tax effect of:		
Non-deductible tax expense	4.89	7.38
PF Trust contribution	0.88	2.32
Provision related to prior years	0.43	0.70
80JJAA deduction	(30.11)	(29.18)
Brought forward losses	(0.66)	(4.25)
Others	0.89	(3.03)
Income tax expense	5.07	3.48

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 1

As per amendment in the Finance Act, 2016, deduction under Section 80JJAA of the Income tax Act, 1961, was extended across to all the sectors. As per the provisions of Section 80JJAA, an assessee will be allowed a deduction of an amount equal to thirty per cent of additional wages paid to the new regular workmen employed by the assessee in the previous year for three assessment years including the assessment year relevant to the previous year in which such employment is provided subject to fulfilment of the other conditions mentioned in Section 80JJAA. The Group has started availing such deduction from financial year 2016-17 onwards. Also refer note 45 in respect of certain tax litigations.

Note 16: Other non-current assets

Particulars	31 March 2024	31 March 2023
(Unsecured, considered good)		
Prepaid expenses	0.28	-
Capital advances	0.66	0.20
Balances with statutory/ government authorities*	3.50	2.55
	4.44	2.75
(Credit impaired)		
Balances with statutory/ government authorities	0.30	0.30
Less: Provision	(0.30)	(0.30)
	-	-
	4.44	2.75

* Paid under protest towards Professional tax ₹ 0.23 crores (31 March 2023: ₹ 0.23 crores) and Goods and Services tax ₹ 3.27 crores (31 March 2023: ₹ 2.32 crores)

Note 17: Trade receivables

Particulars	31 March 2024	31 March 2023
(Unsecured, considered good)		
Trade receivables from related parties (Refer note 44)	16.78	10.84
Trade receivables - others	432.80	369.43
(Unsecured, credit impaired)		
Trade receivables - others	7.00	8.90
	456.58	389.17
Allowance for expected credit loss	(7.00)	(8.90)
	(7.00)	(8.90)
	449.58	380.27

Trade receivables ageing schedule

As at 31 March 2024

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	228.35	208.23	13.00	-	-	-	449.58
Trade receivables – credit impaired	-	0.03	2.26	0.83	0.89	-	4.01
Disputed Trade receivables – credit impaired	-	-	-	-	-	2.99	2.99
Total	228.35	208.26	15.26	0.83	0.89	2.99	456.58

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

As at 31 March 2023

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	181.56	197.64	0.93	-	0.14	-	380.27
Trade receivables – credit impaired	-	-	3.24	1.75	0.30	0.62	5.91
Disputed Trade receivables – credit impaired	-	-	-	-	-	2.99	2.99
Total	181.56	197.64	4.17	1.75	0.44	3.61	389.17

- a) No receivable is due from directors or other officers of the Group either severally or jointly with any other person. For trade or other receivable due from firms or private companies respectively in which any director is a partner, a director or a member, refer note 44.
- b) Trade receivables are non-interest bearing and with credit period upto 120 days.

Note 18: Cash and cash equivalents and bank balances

Particulars	31 March 2024	31 March 2023
Balances with banks:		
- On current accounts	141.90	149.44
- Deposits with original maturity of less than 3 months	26.00	-
Cash on hand (31 March 2024: ₹ 200)	0.00	0.01
	167.90	149.45
Other bank balances		
Deposits with remaining maturity of less than 12 months	253.51	98.49
Deposits with remaining maturity of more than 12 months	1.33	0.13
	254.84	98.62
Less: Amounts disclosed under other financial assets (Refer note 12)	(1.33)	(0.13)
	253.51	98.49

Fixed deposits of ₹ 61.51 crores as at 31 March 2024 (31 March 2023: ₹ 10.63 crores) is under lien with various banks for loans taken/ guarantees issued.

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	31 March 2024	31 March 2023
Balances with banks		
- On current accounts	141.90	149.44
- Deposits with remaining maturity of less than 3 months	26.00	-
- Cash on hand (31 March 2024: ₹ 200; 31 March 2023: ₹ 65,660)	0.00	0.01
	167.90	149.45
Less: Bank overdraft (Refer note 26)	(30.52)	(19.34)
	137.38	130.11

Note 19: Other current assets

Particulars	31 March 2024	31 March 2023
(Unsecured, considered good)		
Prepaid expenses	14.21	16.84
Advances to suppliers/ others	20.28	16.31
Advances to employees	0.35	0.75
Other assets	1.94	0.11
	36.78	34.01

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Particulars	31 March 2024	31 March 2023
(Credit impaired)		
Other advances	0.27	0.27
Less: Provision	(0.27)	(0.27)
	-	-
	36.78	34.01

Note 20: Equity share capital

Particulars	31 March 2024	31 March 2023
Equity share capital		
(i) Authorised equity share capital		
23,300,000 (31 March 2023: 23,300,000) equity shares of ₹ 10 each.	23.30	23.30
(ii) Authorised 12% Cumulative Convertible Redeemable Preference Shares (CCPS)		
170,000 (31 March 2023: 170,000) CCPS of ₹ 100 each	1.70	1.70
(iii) Issued, subscribed and fully paid-up shares		
16,768,900 (31 March 2023: 17,096,769) equity shares of ₹ 10 each.	16.77	17.10
Total issued, subscribed and fully paid-up shares	16.77	17.10

(iv) Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Group after distribution of all preferential amounts, in proportion to their shareholding. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(v) Aggregate numbers of shares bought back during the period of five years immediately preceding the Balance sheet date

The shareholders approved the proposal of buy back of equity shares recommended by its Board of Directors by way of e-voting on the postal ballot, the results of which were declared on 16 March 2023. The buy back was offered to all equity shareholders of the Company (including the Promoters, the Promoter Group and Persons in Control of the Company) under the tender offer route through the stock exchange. The buy back of equity shares through the stock exchange commenced on 12 May 2023 and was completed on 25 May 2023. During this buy back period, the Company purchased and extinguished 327,869 equity shares at a buy back price of ₹ 3,050 per equity share comprising 1.92% of the pre buy back paid-up equity share capital of the Company. The buy back resulted in a cash outflow of ₹ 100 crores (excluding transaction costs and tax on buy back). The Company funded the buy back from its free reserves including securities premium. In accordance with section 69 of the Companies Act, 2013, the Company has created 'Capital redemption reserve' of ₹ 0.33 crores equal to the nominal value of the shares bought back as an appropriation from retained earnings.

(vi) Reconciliation of number of shares

Equity shares of Rs. 10 each issued, subscribed and fully paid	Numbers	₹ in crores
As at 1 April 2022	1,70,96,769	17.10
Changes during the year	-	-
As at 31 March 2023	1,70,96,769	17.10
Buy back of equity shares during the year	(3,27,869)	(0.33)
As at 31 March 2024	1,67,68,900	16.77

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

(vii) Details of shareholders holding more than 5% shares in the Company:

Name of the shareholders	31 March 2024		31 March 2023	
	Numbers	% holding	Numbers	% holding
Equity shares of Rs.10 each fully paid				
HR Offshoring Ventures Pte Limited	39,91,586	23.80	40,58,876	23.74
NED Consultants LLP	11,77,153	7.02	11,96,997	7.00
Franklin India Balanced Advantage fund	15,40,851	9.19	9,56,325	5.59
Mirae Asset ELSS Tax Saver Fund	10,14,383	6.05	-	-

(viii) There are no shares reserved for issue under options, except held by TeamLease Employee Stock Option Plan Trust. Also refer note 38.

(ix) Details of shares held by promoters

As at 31 March 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
HR Offshoring Ventures Pte Ltd.	40,58,876	(67,290)	39,91,586	23.80%	-1.66%
NED Consultants LLP	11,96,997	(19,844)	11,77,153	7.02%	-1.66%
Hansini Management Consultants Private Limited	1,31,442	-	1,31,442	0.78%	-
MKS Management Consultancy Services LLP	300	-	300	0.00%	-
	53,87,615	(87,134)	53,00,481	31.60%	-1.62%

As at 31 March 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
HR Offshoring Ventures Pte Ltd.	40,58,876	-	40,58,876	23.74%	-
NED Consultants LLP	11,96,997	-	11,96,997	7.00%	-
Hansini Management Consultants Private Limited	1,31,442	-	1,31,442	0.77%	-
MKS Management Consultancy Services LLP	300	-	300	-	-
	53,87,615	-	53,87,615	31.51%	-

Note 21: Other equity

Particulars	31 March 2024	31 March 2023
Owners of the parent Company		
Securities premium	149.21	248.88
Retained earnings	629.41	537.56
Share based payment reserves	2.30	4.09
Capital redemption reserve	0.33	-
	781.25	790.53

Nature and purpose of other reserves

(i) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is to be utilised in accordance with the provisions of Section 52 of Companies Act, 2013.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

(ii) Share based payment reserves

This reserve relates to stock options and stock appreciation rights granted by the Company to employees under TeamLease Employee Stock Option Plan and Employee Stock Appreciation Rights Plan 2019 respectively.

(iii) Capital redemption reserve

In accordance with section 69 of the Companies Act, 2013, the Company created capital redemption reserve equal to the nominal value of shares bought back, as an appropriation from the general reserve.

Note 21: Non-controlling interest

Particulars	31 March 2024	31 March 2023
Non-controlling interest	13.23	12.85
	13.23	12.85

Note 22: Lease Liabilities

Particulars	31 March 2024	31 March 2023
Non-Current		
Lease Liabilities	52.31	60.54
	52.31	60.54
Current		
Lease Liabilities	21.98	20.24
	21.98	20.24

The following is the movement in lease liabilities

Particulars	31 March 2024	31 March 2023
Balances as at beginning of the year	80.78	32.16
Add: Additions during the year	22.51	65.98
Less: Deletions during the year	(7.71)	(2.15)
Add: Finance cost incurred during the year	6.10	4.73
Less: Payments of lease liabilities (including finance cost)	(27.39)	(19.94)
Balance as at year end	74.29	80.78

The weighted average discount rate used for recognition of lease liabilities is 7.20% - 9.90% p.a. (31 March 2023: 7.20% - 9.00% p.a.)

Note 23: Other financial liabilities

Particulars	31 March 2024	31 March 2023
Non-Current		
Long-term incentives payable	0.41	5.93
	0.41	5.93
Current		
Employees benefits payable	399.54	329.33
Creditors for capital goods (31 March 2023: ₹ 10,861)	0.74	0.00
Incentives payable	5.88	-
Interest accrued on borrowings	0.02	-
Security deposits	0.78	0.78
	406.96	330.11

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 24: Net employee defined benefit liabilities

	31 March 2024	31 March 2023
Non-current		
Employee benefits - Gratuity (Refer note 37)	115.02	101.77
Employee benefits - Compensated absences	17.77	14.45
	132.79	116.22
Current		
Employee benefits - Gratuity (Refer note 37)	59.09	54.48
Employee benefits - Compensated absences	23.84	19.60
	82.93	74.08

Note 25: Other non-current liabilities

	31 March 2024	31 March 2023
Disputed tax liabilities (Refer note 45)	4.22	4.22
	4.22	4.22

Note 26: Borrowings

	31 March 2024	31 March 2023
Current		
Secured		
Bank overdraft*	30.52	19.34
	30.52	19.34

*The overdraft facilities from bank are secured by lien on fixed deposits, book debts, floating charge on current assets and property, plant and equipment and corporate guarantee provided by Holding Company and carries interest ranging between 8.15% to 9.90% (31 March 2023: 7.90% to 9.50%) per annum. The Holding Company and its subsidiaries has filed quarterly returns/statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of account.

Note 27: Trade payables

	31 March 2024	31 March 2023
Current		
Total outstanding dues of micro enterprises and small enterprises("MSME")	8.23	0.94
Total outstanding dues of creditors other than micro enterprises and small enterprises	53.43	43.85
	61.66	44.79

Refer note 44 for details of trade payables to related parties.

Trade payables ageing schedule

As at 31 March 2024

	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	5.30	0.74	2.06	0.10	0.02	0.01	8.23
(ii) Others	36.23	4.58	10.89	0.24	0.90	0.58	53.42
(iii) Disputed dues - MSME	-	-	0.01	-	-	-	0.01
	41.53	5.32	12.96	0.34	0.92	0.59	61.66

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

As at 31 March 2023

	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.11	0.49	0.28	0.06	-	-	0.94
(ii) Others	31.38	2.82	7.78	1.31	0.11	0.44	43.84
(iii) Disputed Dues - Others	-	-	-	-	0.01	-	0.01
	31.49	3.31	8.06	1.37	0.12	0.44	44.79

Note:

Trade payables are non-interest bearing and are normally settled within 30 days terms.

Note 28: Other current liabilities

	31 March 2024	31 March 2023
GST payable	167.74	126.00
Other statutory dues payable	108.48	93.76
Advance from customers	8.39	4.78
Unearned revenue	1.89	1.33
Other liabilities	43.45	42.17
	329.95	268.04

Note 29: Revenue from operations

	31 March 2024	31 March 2023
Income from staffing services		
- General staffing	8,590.60	7,179.40
- Specialized staffing	588.64	565.83
Income from regulatory and other HR services	132.79	114.70
Corporate social responsibility grant	9.50	10.07
	9,321.53	7,870.00

Other disclosures

Disaggregated revenue information

The disaggregation of Group's revenue from contracts with customers, which is in agreement with the amounts disclosed in the segment information and the contracted price are provided in note 43.

	31 March 2024	31 March 2023
Contract balances		
Contract assets - Trade receivables	449.58	380.27
Contract assets - Unbilled revenue	216.26	155.87
Contract liabilities - Advance from customers	8.39	4.78
Contract liabilities - Unearned revenue	1.89	1.33

Set out below is the amount of revenue recognised from:

	31 March 2024	31 March 2023
Amounts included in contract liabilities at the beginning of the year	2.07	2.30

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for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 30: Other income

	31 March 2024	31 March 2023
Interest income on:		
Loans to related parties (Refer note 44)	-	0.63
Deposits with banks	14.23	4.06
Income tax refunds	13.46	6.16
Others	0.69	0.34
Liabilities/ provisions no longer required written back	10.88	20.95
Net gain on sale of current investments	4.51	6.24
Net fair value gains on current investments	-	0.88
Income from Skills business and development	1.82	3.28
Foreign exchange gain (net)	-	0.07
Miscellaneous income	0.59	1.33
	46.18	43.94

Note 31: Employee benefits expense

	31 March 2024	31 March 2023
Salaries, wages and bonus	8,328.38	7,005.42
Share based payment expense (net)	(1.79)	1.86
Gratuity expense (Refer note 37)	2.61	3.51
Compensated absences	4.15	3.28
Contribution to provident fund and other funds	591.31	499.66
Staff welfare expenses	55.26	56.08
	8,979.92	7,569.81

Note 32: Finance Cost

	31 March 2024	31 March 2023
Interest on bank overdraft	2.70	0.21
Interest on borrowings	-	0.22
Interest on lease liabilities	6.10	4.73
Interest on financial liabilities and others	1.43	0.53
	10.23	5.69

Note 33: Depreciation and amortisation expense

	31 March 2024	31 March 2023
Depreciation of property, plant and equipment	6.73	6.41
Amortization of other intangible assets	21.80	19.37
Depreciation of right of use assets	24.00	17.38
	52.53	43.16

Note 34: Other expenses

	31 March 2024	31 March 2023
Training expenses (skill development etc.)	28.96	39.56
Rent	9.78	14.69
Rates and taxes	3.91	2.95
Electricity	2.63	3.04
Traveling and conveyance	10.84	9.98
Repairs and maintenance:		

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	31 March 2024	31 March 2023
- Leasehold premises	0.03	0.01
- Others	20.30	18.09
Printing and stationery	5.46	5.25
Legal and professional charges	80.92	50.11
Audit fees	1.92	1.66
Insurance	1.29	1.93
Sundry balances written off	0.92	0.45
Bad debts written off	5.18	4.90
Less: Provision for expected credit loss utilised	(1.79)	(1.10)
Provision for expected credit loss/(reversal)	(0.11)	3.80
Loss on disposal of property, plant and equipment (net)	0.03	1.50
Intangible assets under development written off	0.38	0.20
Provision/(reversal) for doubtful advances/ other receivables (net)	5.57	(1.12)
CSR expenditure	1.87	1.54
Foreign exchange loss (net)	0.38	-
Miscellaneous expenses	32.34	24.28
	210.81	177.92

Note 35: Exceptional items (net)

	31 March 2024	31 March 2023
Recovery from PF Trust *	(3.51)	(9.22)
Buy back expenses	-	1.75
Impairment of loan to TLSU (Refer note 9 and 44)	-	9.80
	(3.51)	2.33

* for certain investments written off in earlier years.

Note 36: Earnings per share

The following reflects the income and share data used in the basic and diluted EPS computations:

	31 March 2024	31 March 2023
Profit attributable to equity shareholders (₹ in crores)	112.15	111.34
Nominal value of each equity share (₹)	10.00	10.00
Weighted average number of equity shares outstanding during the year	1,68,27,128	1,70,96,769
EPS - basic and diluted (₹)	67	65

Note 37: Employee benefit obligation

(A) Gratuity (Associates)

The Group has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on departure at 15 days salary (last drawn) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement.

The Group has recognised gratuity liability and reimbursement right in respect of associate employees in accordance with Ind AS 19.

Notes to the Consolidated Financial Statements

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(All amounts in ₹ crores, unless otherwise stated)

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Net defined benefit liability/ (assets)

	31 March 2024	31 March 2023
Present value of unfunded obligation	162.65	146.92
Fair value of plan assets	-	-
Net liability	162.65	146.92
Current	56.42	52.15
Non-current	106.23	94.77

Net benefit cost

	31 March 2024	31 March 2023
Current service cost	54.03	70.21
Net actuarial gain recognised in the year	(16.31)	(41.60)
Interest cost on defined benefit obligation	9.28	6.39
Net benefit expense* (see note below)	47.00	35.00

*The employee benefits expense towards gratuity and related reimbursement right for associate employees is netted off in the Statement of Profit and Loss.

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

	31 March 2024	31 March 2023
Defined benefit obligation at beginning of the year	146.92	136.28
Current service cost	54.03	70.21
Interest cost on defined benefit obligation	9.28	6.39
Benefits paid	(31.27)	(24.36)
Re-measurements		
Actuarial (gain) / loss arising from changes in demographic assumptions	(0.29)	0.04
Actuarial (gain) / loss arising from changes in financial assumptions	0.48	(7.10)
Actuarial (gain) / loss arising from changes in experience adjustments	(16.50)	(34.54)
Defined benefit obligation at end of the year	162.65	146.92

The principal assumptions used in determining gratuity obligations are shown below:

	31 March 2024	31 March 2023
Discount rate	6.92% - 6.94%	7.07% - 7.11%
Salary escalation rate	3.0% - 6.00%	3.0% - 5.00%
Attrition rate	42% - 53.0%	36% - 42.0%
Retirement age	58 - 60	58 - 60
Mortality tables	Indian Assured Lives Mortality (2012-14) Ult Table	Indian Assured Lives Mortality (2012-14) Ult Table

Note: The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in employment market.

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(All amounts in ₹ crores, unless otherwise stated)

Sensitivity analysis

Sensitivity analysis for significant assumptions on defined benefit obligation are as shown below:

Particulars	31 March 2024		31 March 2023	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	159.37	166.10	144.03	149.95
Salary escalation rate	165.42	159.97	149.32	144.59
Attrition rate	161.70	163.89	146.14	147.72

The following payments are expected contributions to the defined benefit plan in future years

	31 March 2024	31 March 2023
Year 1	60.35	37.06
Year 2	40.48	25.24
Year 3	28.46	18.29
Year 4	20.73	13.19
Year 5	15.38	7.83
Next 5 years	23.30	10.53

The weighted average duration of defined benefit obligation at the end of the reporting period is 2.12 years (31 March 2023: 3 years)

(B) Gratuity (Core employees)

The Group has defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed 5 years of service are eligible for gratuity on departure at 15 days salary (last drawn) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Net defined benefit liability/ (assets)

	31 March 2024	31 March 2023
Present value of funded obligation	11.59	9.45
Fair value of plan assets	(0.13)	(0.12)
Net liability	11.46	9.33
Current	2.67	2.33
Non-current	8.79	7.00

Net benefit cost recognised in statement of profit and loss

	31 March 2024	31 March 2023
Current service cost	2.02	3.05
Interest cost on defined benefit obligation	0.60	0.47
Interest income on plan asset	(0.01)	(0.01)
Net benefit expense	2.61	3.51

Remeasurement loss/(gains) in other comprehensive income

Particulars	31 March 2024	31 March 2023
Due to change in demographic assumptions	0.17	0.21
Due to change in financial assumptions	0.34	(0.09)
Due to change in experience adjustments	0.94	(1.79)
Return on plan assets (excluding interest income)	0.00	0.00
(31 March 2024: ₹ 3,374; 31 March 2023: ₹ 21,000)		
Actuarial loss recognised in OCI	1.45	(1.67)

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(All amounts in ₹ crores, unless otherwise stated)

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2024	31 March 2023
Defined benefit obligation at beginning of the year	9.45	8.78
Current service cost	2.02	3.05
Interest cost on defined benefit obligation	0.60	0.47
Benefits paid	(1.93)	(1.18)
Re-measurements		
Actuarial (gain) / loss arising from changes in demographic assumptions	0.17	0.21
Actuarial (gain) / loss arising from changes in financial assumptions	0.34	(0.09)
Actuarial (gain) / loss arising from changes in experience adjustments	0.94	(1.79)
Defined benefit obligation at end of the year	11.59	9.45

Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	31 March 2024	31 March 2023
Fair value of plan assets at beginning of the year	0.12	0.12
Interest Income (31 March 2024: ₹ 55,867; 31 March 2023: ₹ 47,000)	0.01	0.00
Expected return on plan asset (31 March 2024: ₹ 3,374; 31 March 2023: ₹ 21,000)	0.00	0.00
Employer contributions	0.32	0.07
Benefits payment	(0.32)	(0.07)
Remeasurement - actuarial gain / (loss) [31 March 2024: ₹ 1,366; 31 March 2023: ₹ (20,000)]	0.00	(0.00)
Fair value of plan assets at end of the year	0.13	0.12

The major categories of plan asset as a percentage of the fair value of total plan asset as follows:

	31 March 2024	31 March 2023
Investment with insurer	100%	100%

The principal assumptions used in determining gratuity benefit obligation for group entities are shown below:

Particulars	31 March 2024	31 March 2023
Discount rate	6.94 % to 7.20%	7.07% - 7.30%
Salary escalation rate	6% to 17%	5% - 10%
Attrition rate	20% to 47%	20% - 54%
Retirement age	60	58 - 60
Mortality tables	Indian Assured Lives Mortality (2006-08) / (2012-14) Ult Table	Indian Assured Lives Mortality (2006-08) / (2012-14) Ult Table

Note: The estimates of future salary increase, considered in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors such as supply and demand factors in employment market.

Sensitivity analysis

Sensitivity analysis for significant assumptions on defined benefit obligation are as shown below:

Particulars	31 March 2024		31 March 2023	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	11.24	11.96	9.17	9.73
Salary escalation rate	11.89	11.29	9.66	9.24
Attrition rate	11.46	11.72	9.36	9.53

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(All amounts in ₹ crores, unless otherwise stated)

The sensitivity analyses above have been determined based on a method that extrapolates the impact of defined benefit obligation as a result of reasonable changes in key assumptions used at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years

Particulars	31 March 2024	31 March 2023
Year 1	2.84	1.99
Year 2	2.40	1.58
Year 3	1.89	1.32
Year 4	1.72	1.16
Year 5	1.57	0.83
Next 5 years	4.28	2.16

The weighted average duration of defined benefit obligation at the end of the reporting period is around 3.74 years (31 March 2023: 4.35 years).

Note 38: Share based payments

A. Employee Share Option Plan (ESOP)

TeamLease Services Limited has granted stock options to employees of the Company under 'TeamLease Services Limited ESOP Plan' 2015. The options issued under the plan has term of 3-4 years and vest based on the terms of individual grants. When exercisable, each option is convertible into one equity share. The exercise price of option is ₹ 10. The stock options are restricted for sale, pledge or transfer.

Tranche I and II - Total number of options granted were 126,640, out of which 110,522 options were exercised and 16,118 options were expired in earlier years.

a. Details of TeamLease Employee Stock Option Plan

Name of the Scheme - TeamLease Employee Stock Option Plan - 2015	Tranche - III*
Date of grant	1 July 2019
Number Granted	18,155
Exercise price (₹)	₹ 10
Vesting period	1-3 years
Vesting conditions	34% on expiry of 12 months from grant date 33% on expiry of 21 months from grant date 33% on expiry of 33 months from grant date

* Approved by Board of Directors and Nomination and Remuneration Committee, during financial year 2019-20.

b. Movement in options granted to employees

Particulars	Number of Options	
	31 March 2024	31 March 2023
Outstanding at beginning	1,218	3,634
Granted	-	-
Forfeited	-	-
Expired	-	-
Exercised	-	2,416
Outstanding at end of the year	1,218	1,218
Exercisable at end of the year	1,218	1,218

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Fair value of options granted

The fair value of stock options granted is estimated using Black-Scholes valuation model, which incorporates various assumptions including expected life, volatility, risk free rate, interest rates and dividend yield. As no stock options were granted for the year ended 31 March 2024 and 31 March 2023, valuation assumptions are not disclosed.

The weighted average remaining contractual life for the share options outstanding as at 31 March 2024 was Nil (31 March 2023: Nil).

The weighted average exercise price of the outstanding option is ₹ 10 (31 March 2023: ₹ 10).

Stock Option Compensation expense is ₹ Nil (31 March 2023: ₹ Nil) for the year.

B. Employee Stock Option Scheme - 2021 (ESOS 2021)

TeamLease Edtech Limited ('TLEL') had instituted Employee Stock Option Scheme - 2021 (ESOS) duly approved by the shareholders in the extra-ordinary general meeting of TLEL held on 30 November 2021. This employee equity-settled compensation scheme is known as Employee Stock Option Scheme - 2021 (ESOS 2021). This scheme was formulated to provide incentives to key employees who are in the employment of TLEL. The exercise period is 3 years from the date of vesting.

Details of Employee Stock Option Scheme - 2021

Particulars	Tranche-I	Tranche-II	Tranche-III
Date of grant	01 July 2022	01 November 2022	21 November 2022
Number granted	2,52,330	5,000	5,000
Exercise price (₹)	Re. 1	Re. 1	Re. 1
Vesting period	3 Years	3 Years	3 Years
Vesting conditions	Options granted would vest after 3 years from the grant date of such options.		

Movement in the options granted to employees (ESOS)

Particulars	Number of Options	Number of Options
	31 March 2024	31 March 2023
Number of options outstanding	2,43,430	-
Granted	-	2,62,330
Forfeited	26,200	18,900
Expired	-	-
Exercised	-	-
Outstanding at end of the year	2,17,230	2,43,430
Exercisable at end of the year	2,17,230	2,43,430

Fair value of employee stock options granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Variables	31 March 2024	31 March 2023		
		Tranche I	Tranche II	Tranche III
Weighted average share price on date of grant	-	143.54	143.54	143.54
Exercise price (₹)	-	1.00	1.00	1.00
Expected volatility	-	56.88%	57.09%	57.09%
Life of ESOS granted in years	-	4.5 years	4.5 years	4.5 years
Risk free interest rate	-	7.19%	7.19%	7.19%
Expected dividend yield (%)	-	-	-	-
Fair value of ESOS (₹)	-	143.54	143.54	143.54
Weighted average remaining contractual life	1.50 years	2.24 years	2.58 years	2.63 years
Weighted average exercise price of stock options	1.00	1.00	1.00	1.00
appreciation rights outstanding				

Stock Option Compensation expense is ₹ (0.12) crores (31 March 2023: ₹ 0.27 crore) for the year.

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Note 39: Employee Stock Appreciation Rights Plan 2019 (ESAR 2019)

On recommendation of the Nomination and Remuneration Committee, the Board of Directors and Shareholders approved the ESAR 2019 plan at its meeting held on 9 June 2021, 3 September 2021, 17 May 2022, 21 September 2022, 8 November 2023 and 22 May 2024 respectively. The ESAR 2019 plan provides stock appreciation rights to eligible employees of the Company and its subsidiaries.

A. Details of ESAR 2019 plan

Particulars	Tranche-I	Tranche-II	Tranche-III	Tranche-IV
Date of grant	9 June 2021 3 September 2021	1 July 2022	21 September 2022	8 November 2023 22 May 2024
Number granted	89,150	49,050	12,000	1,01,000
Exercise price (₹)	3,620	3,300	3,224	2,503
Vesting period	5 years	5 years	5 years	2.64 years

B. Movement in the stock appreciation rights granted to employees - Tranche I and Tranche II

Particulars	Tranche I		Tranche II	
	Number of Stock Appreciation Rights			
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Outstanding at beginning of the year	58,100	79,100	40,300	-
Granted	-	-	-	49,050
Forfeited	17,500	21,000	20,300	8,750
Vested	-	-	-	-
Exercised	-	-	-	-
Outstanding at end of the year	40,600	58,100	20,000	40,300
Exercisable at end of the year	-	-	-	-

* Weighted average exercise price for Tranche I and Tranche II is ₹ 3,620 and ₹ 3,300 respectively.

C. Movement in the stock appreciation rights granted to employees - Tranche III and IV

Particulars	Tranche III		Tranche IV
	Number of Stock Appreciation Rights		
	31 March 2024	31 March 2023	31 March 2024
Outstanding at beginning of the year	-	-	-
Granted	-	12,000	1,01,000
Forfeited	-	12,000	16,000
Expired	-	-	-
Exercised	-	-	-
Outstanding at end of the year	-	-	85,000
Exercisable at end of the year	-	-	-

* Weighted average exercise price for Tranche III and Tranche IV is ₹ 3,224 and ₹ 2,503 respectively.

D. Fair value of stock appreciation rights granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Variables	31 March 2024	31 March 2023	
	Tranche IV	Tranche III	Tranche II
Weighted average share price on date of grant	2,503	3,224	3,300
Exercise price (₹)	2,503	3,224	3,300
Expected volatility	38.38%	39.61%	38.43%
Life of rights granted in years	2.64 years	5 years	5 years
Risk free interest rate	7.31%	7.42%	7.31%
Expected dividend yield (%)	-	-	-
Fair value of ESAR (₹)	805	1,506	1,385
Weighted average remaining contractual life	2.25 years	-	3.25 years
Weighted average exercise price of stock appreciation rights outstanding	2,503	3,224	3,300

Stock appreciation rights (reversal)/expense (net) is ₹ (1.67) crores (31 March 2023: ₹ 1.59 crores) for the year.

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Note 40: Fair value measurements

Financial assets measured at fair value through profit/ loss:

Particulars	31 March 2024	31 March 2023
Financial Assets		
Investment in mutual funds (Quoted price in active markets Level 1)	-	190.88

There are no transfers between levels during the year.

Management has assessed that the fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, investments, loans, trade receivables, unbilled revenue, trade payables, borrowings, lease liabilities, other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments and these are measured at amortised cost.

The fair value of the financial assets and liabilities is included in the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Note 41: Financial risk management objectives and policies

The Group has exposure to the following risks arising from financial instruments:

- Market risk;
- Credit risk; and
- Liquidity risk.

Risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal auditors. Internal Audit function includes regular reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk.

Financial instruments affected by market risks include trade receivables, unbilled revenue, trade payables and borrowings.

(i) Foreign currency risk

Foreign currency risks is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates. The Group does not have significant foreign currency exposure and hence is not exposed to any significant foreign currency risks.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group does not have significant debt obligation with floating interest rates, hence is not exposed to any significant interest rate risks.

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(b) Credit risk

Credit risk is the risk that counterparty will not meet its contractual obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and loans receivables, investments and other financial instruments.

Trade receivables

With respect to trade receivables/unbilled revenue, the Group has framed the policies to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Group follows 'simplified approach' for recognition of provision for ECL on trade receivables. The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognizes provision for ECL based on lifetime ECLs at each reporting date, right from its initial recognition.

The following table summarises the changes in the loss allowance measured using ECL:

Particulars	31 March 2024	31 March 2023
Opening balance	8.90	13.60
Amount reclassified/adjusted*	-	(5.10)
Amount (reversed)/provided during the year	(0.11)	1.50
Amount adjusted for bad debts	(1.79)	(1.10)
Closing provision	7.00	8.90

* Considering Skills and development business is on sunset mode and no longer part of main line of business, as approved by the Board the related receivables are reclassified under other financial assets.

Financial instruments

Credit risk from balances with the banks and financial institutions and current investments are managed by the Group's treasury team based on the Group's policy. Investment of surplus fund is made only with approved counterparties.

Counterparty credit limits are reviewed by the Group periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank borrowings. The summary of the maturity profile of the Group's financial liabilities is as below:

	Maturity period	31 March 2024	31 March 2023
Financial liabilities - Current			
Borrowings	Within 1 year	30.52	19.34
Trade payables	Within 1 year	61.66	44.79
Lease liabilities	Within 1 year	21.98	20.24
Other financial liabilities	Within 1 year	406.96	330.11
		521.12	414.48
Financial liabilities - Non current			
Lease liabilities	1 - 5 years	52.13	60.50
Lease liabilities	Above 5 years	0.18	0.04
Other financial liabilities	1 - 5 years	0.41	5.93
		52.72	66.47

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Note 42: Capital management

The key objective of the Group's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future development of its business. The Group is focused on keeping strong capital base to ensure independence and sustained growth in business.

The Group is predominantly equity financed. To maintain and adjust capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The group has very minimal amount of borrowings. The existing surplus funds along with the cash generated by the Group, are sufficient to meet its current/non-current obligation and working capital requirement.

Note 43: Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The Board of Directors of the Company is identified as the CODM as defined by Ind AS 108, Operating Segment. The CODM evaluates the Group's performance and allocate resources based on analysis of various performance indicators of the Group. Accordingly, segment information has been presented for the nature of services rendered by the Group.

The reportable business segments are in line with the segment wise information which is being presented to the CODM and for which discrete financial information is available.

The accounting policies consistently used in the preparation of the financial statements are also applied to record revenue and expenditure in individual segments. Assets, liabilities, revenues and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while other items, wherever allocable, are apportioned to the segments on an appropriate basis. Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably and accordingly such items are separately disclosed as 'unallocated'

(i) Reportable segments:

Reportable operating segments of the Group are as follows:

- (a) **General Staffing and Allied Services** - Comprises of Staffing, Temporary Recruitment and Payroll and NETAP.
- (b) **Specialised Staffing Services** - Comprises of IT Staffing and Telecom Staffing.
- (c) **Other HR Services** - Comprises of Regulatory Compliance, Training, Job Portal, Education Technology and SAAS based compliance.

(ii) Segment results:

Particulars	General Staffing and Allied Services		Specialised Staffing Services		Other HR Services		Unallocated		Total	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Revenue:										
External revenue	8,590.60	7,179.40	588.64	565.83	142.29	124.77	-	-	9,321.53	7,870.00
Total segment revenue	8,590.60	7,179.40	588.64	565.83	142.29	124.77	-	-	9,321.53	7,870.00
Segment results										
Exceptional items (net)	-	-	-	-	-	-	3.51	(2.33)	3.51	(2.33)
Finance cost	-	-	-	-	-	-	(10.23)	(5.69)	(10.23)	(5.69)
Profit before tax	100.91	110.60	37.42	41.36	2.64	1.75	(23.24)	(38.68)	117.73	115.03
Tax expense	-	-	-	-	-	-	5.07	3.48	5.07	3.48
Profit after tax	100.91	110.60	37.42	41.36	2.64	1.75	(28.31)	(42.16)	112.66	111.55
Other information										
Capital expenditure	-	-	-	-	-	-	20.53	19.57	20.53	19.57
Depreciation and amortization	5.90	7.54	5.73	5.37	9.34	4.47	31.56	25.78	52.53	43.16
Non cash expenditure other than depreciation	-	-	-	-	-	-	8.39	17.08	8.39	17.08

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Other information

Particulars	31 March 2024		31 March 2023	
	Assets	Liabilities	Assets	Liabilities
General staffing and allied services	835.13	764.89	757.84	669.64
Specialised staffing services	423.72	89.98	398.11	78.36
Other HR services	151.77	58.58	114.38	40.55
Unallocated	526.25	212.17	497.45	158.75
Total	1,936.87	1,125.62	1,767.78	947.30

Reconciliation to amounts reflected in the financial statements

Reconciliation of assets

Particulars	31 March 2024	31 March 2023
Segment assets	1,410.62	1,270.33
Investments	3.00	193.88
Deferred tax assets (net)	1.64	0.15
Income tax assets (net)	233.70	196.71
Cash and cash equivalents	11.69	14.62
Bank balances other than cash and cash equivalents	226.68	48.48
Others	49.54	43.61
Total assets	1,936.87	1,767.78

Reconciliation of liabilities

Particulars	31 March 2024	31 March 2023
Segment liabilities	913.45	788.55
Net employee defined benefit liabilities	2.54	2.08
Borrowings	13.83	12.96
Trade payables	10.93	14.42
Other financial liabilities	18.43	3.71
Other liabilities	166.44	125.58
Total liabilities	1,125.62	947.30

Revenue from external customers

Geographical Segment	31 March 2024	31 March 2023
India	9,270.00	7,838.73
Outside India	51.53	31.27
Total	9,321.53	7,870.00

The revenue information above is based on the locations of the customers.

Non-current assets:

Particulars	31 March 2024	31 March 2023
India	573.29	546.81
Outside India	-	-
Total	573.29	546.81

Non-current assets excludes financial instruments and deferred tax assets.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 44: Related party disclosures

(i) List of related parties and relationships:

Description of relationship	Names of the related parties
a) Key management personnel and their relatives	Mr. Manish Sabharwal - Executive Vice Chairman
	Mr. Ashok Reddy - Managing Director & Chief Executive officer
	Mrs. Ramani Dathi - Chief Financial Officer
	Mrs. Alaka Chanda - Company Secretary
	Mrs. Latika Pradhan - Independent Director
	Mr. Narayan Ramachandran - Independent Director & Non-Executive Chairman
	Mr. Raghunathan V - Independent Director
	Mr. Zarir Batliwala - Independent Director (Till 28 March 2024)
	Mr. Mekin Maheshwari - Independent Director
	Mr. Subramaniam Somasundaram - Independent Director
	Mrs. Meenakshi Nevatia - Independent Director
	Mrs. Rituparna Chakraborty - Non-Executive Director (w.e.f. 1 June 2023)
	Mr. Rajnarayan Ramakrishnan - Independent Director (w.e.f. 8 November 2023)
	b) Enterprises under significant influence (where transactions have taken place)
Innoviti Payment Solutions Pvt Ltd	
Stryker India Private Limited (Till 1 March 2023)	
Honasa Consumer Limited	
Neev Trust	
NED Ventures LLP	
Pfizer Limited (w.e.f. 3 April 2023)	

(ii) Transactions with related parties

	31 March 2024	31 March 2023
Loans given to		
TeamLease Skills University	-	15.80
	-	15.80
Loans repaid by		
TeamLease Skills University	-	6.00
	-	6.00
Interest income from		
TeamLease Skills University	-	0.63
	-	0.63
Revenue from operations/other income		
TeamLease Skills University	21.43	34.30
Pfizer Limited	7.27	-
NED Ventures LLP	0.24	0.23
Stryker India Private Limited	-	2.11
Honasa Consumer Limited	-	0.26
Neev Trust	-	0.01
	28.94	36.91
Expenses incurred by the Company on behalf of others - Cross charged		
TeamLease Skills University	0.36	5.81
	0.36	5.81
Consultancy/services charges paid		
TeamLease Skills University	1.80	3.99
	1.80	3.99
Impairment of loan		
TeamLease Skills University	-	9.80
	-	9.80
Guarantee extinguished		
TeamLease Skills University	20.00	-
	20.00	-
Managerial remuneration (Refer note below)		
Ashok Reddy	0.81	1.65
Manish Sabharwal	0.65	1.30

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

	31 March 2024	31 March 2023
Ramani Dathi	1.24	2.01
Alaka Chanda	0.37	0.54
Rituparna Chakraborty	1.18	1.52
	4.25	7.02
Director Sitting fees		
Latika Pradhan	0.14	0.14
Narayan Ramachandran	0.09	0.10
Raghunathan V	0.13	0.14
Zarir Batliwala	0.13	0.13
Mekin Maheshwari	0.12	0.12
Meenakshi Nevatia	0.11	0.12
Subramaniam Somasundaram	0.11	0.13
Rajnarayan Ramakrishnan	0.02	-
Rituparna Chakraborty	0.06	-
	0.91	0.88

Note:

- As the liability for gratuity and leave encashment is provided on actuarial valuation basis for the group as a whole, the amount pertaining to key management personnel are not included.

(iii) Outstanding balances as at year ended

	31 March 2024	31 March 2023
Trade receivables		
TeamLease Skills University	16.67	10.69
Innoviti Payment Solutions Pvt Ltd	-	0.00
(31 March 2024: ₹ Nil; 31 March 2023: ₹ 7,397)		
Stryker India Private Limited	-	0.15
Pfizer Limited	0.11	-
	16.78	10.84
Other current financial assets		
Interest accrued on loans to related party		
TeamLease Skills University	-	0.03
	-	0.03
Receivables from related party		
TeamLease Skills University	0.31	1.03
	0.31	1.03
Unbilled revenue		
TeamLease Skills University	0.40	0.79
	0.40	0.79
Trade payables		
TeamLease Skills University	0.16	0.22
	0.16	0.22
Investments in endowment Fund		
TeamLease Skills University	3.00	3.00
	3.00	3.00
Guarantee given		
TeamLease Skills University	4.50	24.50
	4.50	24.50

Note 45: Contingent liabilities

	31 March 2024	31 March 2023
(a) Service tax matters ¹	4.63	4.63
(b) Disputed bonus liability ²	33.49	33.49
(c) Income tax matters ³	12.32	2.03
(d) Professional tax matters	0.91	0.91
(e) Goods and services tax matters ⁴	5.23	2.32
(f) Corporate guarantee given for credit facility taken by TeamLease Skills University	4.50	24.50

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

- In addition to aforesaid service tax matters in dispute, the Company has filed writ petition with the Hon'ble High Court of Kolkata for service tax demands pertaining to the period April 2006 to December 2008 aggregating to ₹ 8.88 crores (including penalty etc.) against which the Company has already settled ₹ 4.43 crores and balance is largely provided for as a matter of abundant caution (Refer note 25).
- Bonus liability pursuant to the amendment of Payment of Bonus Act, 1965, for financial year 2014-15 is considered as contingent liability, based on expert legal opinion obtained by the Company and stay orders from various High Courts across the country. As per the contractual agreement with the customers, ₹ 33.49 crores in respect of associate employees is recoverable from the customers in case such liability arises.
- In addition to above tax demands, there are certain tax litigations for earlier years in respect of deduction claimed by the Company under Section 80JJAA of the Income Tax Act, 1961 ("Act") with respect to eligible expenditure incurred for net additional employees hired in each year with effect from financial year 2016-17 till date. The Company's claim for the financial years 2016-17 and 2017-18 was allowed in tax assessments completed earlier under Section 143(3) of the Act. Subsequently, the Income Tax authorities have disallowed deduction u/s 80JJAA for financial year 2018-19 (AY 2019-20) and issued notice for reassessment u/s 148 of the Act for financial year 2017-18 (AY 2018-19). The Company filed appeal before National Faceless Appeal Centre under Section 246(1)(a) of the Act for AY 2019-20 and a writ petition before the Hon'ble Karnataka High Court for AY 2018-19, challenging the stand taken by tax authorities.

Subsequent to the year end 31 March 2024, the Income Tax authorities issued notice for reassessment u/s 148A of the act for the financial year 2016-17 (AY 2017-18) towards disallowance of 80JJAA of the Act. The Company is in the process of filing the appeal against the said order.

The Company believes that deduction under Section 80JJAA has been claimed in accordance with the provisions of the Act, and as advised by the legal experts, is reasonably confident of favourable outcome in the matter. Accordingly, no provision is considered necessary by the management in the said matter.

- In addition to aforesaid GST matters:
 - There are certain demands where the probability assessment is remote and hence not disclosed above.
 - The Company has received various show cause notices from GST authorities for various years on account of mismatches/pending reconciliations, etc. that are pending final assessment.

Note 46: Commitments

	31 March 2024	31 March 2023
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	0.55	0.10

Note 47: Scheme of Amalgamation

The Board of directors of TeamLease Digital Private Limited (TDPL), I.M.S.I. Staffing Private Limited (I.M.S.I.) and Keystone Business Solutions Private Limited (Keystone), in their respective meetings held on 16 August 2022 approved the Scheme of Amalgamation of I.M.S.I and Keystone with TDPL ("Scheme") pursuant to Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act, to the extent applicable, with appointed date as 01 April 2022. The Scheme was filed with the relevant jurisdictional office of National Company Law Tribunal (NCLT) on 06 September 2022.

During the year, TDPL, I.M.S.I. and Keystone has received NCLT approval for the scheme with the appointed date as 01 April 2022. Being a common control transaction under Ind-AS 103 "Business combination", TDPL has accounted the said amalgamation using "pooling of interest method" in accordance with the approved scheme.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 48: Group Information

Sl. No.	Name of the entity	Net assets, i.e, total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income									
		31 March 2023		31 March 2023		31 March 2023		31 March 2023									
		Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount								
Parent																	
1	TeamLease Services Limited	96.36%	762.28	96.19%	777.48	93.66%	105.80	87.06%	97.20	28.23%	(0.31)	13.73%	0.17	94.30%	105.49	86.25%	97.37
Subsidiaries																	
2	TeamLease Digital Private Limited	1.44%	11.35	1.70%	13.74	5.51%	6.22	9.73%	10.86	37.84%	(0.41)	62.38%	0.79	5.19%	5.81	10.32%	11.65
3	TeamLease Foundation	-0.73%	(5.74)	-0.27%	(2.19)	-3.14%	(3.54)	-0.10%	(0.11)	0.65%	(0.01)	6.94%	0.09	-3.17%	(3.55)	-0.02%	(0.02)
4	TeamLease HRTech Private Limited	-0.82%	(6.50)	-1.02%	(8.23)	1.53%	1.73	2.01%	2.25	0.84%	(0.01)	2.47%	0.03	1.54%	1.72	2.02%	2.28
5	TeamLease Edtech Limited	2.96%	23.44	2.50%	20.20	3.03%	3.42	1.93%	2.15	5.63%	(0.06)	6.30%	0.08	3.00%	3.36	1.98%	2.23
6	TeamLease Regtech Private Limited	0.79%	6.29	0.90%	7.23	-0.59%	(0.67)	-0.63%	(0.71)	26.81%	(0.29)	8.18%	0.10	-0.86%	(0.96)	-0.55%	(0.61)
Sub Total		100.00%	791.12	100.00%	808.23	100.00%	112.96	100.00%	111.64	100.00%	(1.09)	100.00%	1.26	100.00%	111.87	100.00%	112.90
	Consolidation adjustments/eliminations		6.90		(0.60)		(0.81)		(0.30)		0.13		(0.05)		(0.68)		(0.35)
	Non-controlling interest in subsidiaries		13.23		12.85		0.51		0.21		(0.13)		0.06		0.38		0.27
Total			811.25		820.48		112.66		111.55		(1.09)		1.27		111.57		112.82

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 49: Disclosure for struck off companies

The Company has undertaken certain transactions in normal course of business with struck off companies, i.e., Galaxe E Solutions India Pvt Ltd, Advance Valves Pvt Ltd, Perfekt Labs Pvt Ltd, Protishruti Marketing Pvt Ltd, A2R Skills Pvt Ltd, Excell Media Pvt Ltd and Akarshan People Management Pvt Ltd. The aggregate of transactions with such companies for sale of services is ₹ 0.04 crores (31 March 2023: ₹ 0.06 crores) and for purchases is ₹ 0.05 crores (31 March 2023: ₹ 0.76 crores). Outstanding net payable balance is ₹ 0.04 crores (31 March 2023: ₹ 0.02 crores).

Note 50: Other Statutory Information

- (i) No proceeding has been initiated or are pending against the Group for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Group have not traded or invested in Crypto currency or Virtual currency during the financial year.
- (iv) The Group have not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Group have not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Group doesn't have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Group has not been declared as wilful defaulter by any bank or financial institutions or other lender.
- (viii) The Group is maintaining its books of account in electronic mode and these books of account are accessible in India at all times and the back-up of books of account has been kept in servers physically located in India on a daily basis from the applicability date of the Companies (Accounts) Rules, 2014, as amended i.e. 5 August, 2022 onwards.
- (ix) The Holding Company and subsidiaries, which are companies incorporated in India and whose financial statements have been audited under the Act have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that, audit trail feature is not enabled for direct changes to data using privileged/ administrative access rights in so far it relates to:

Particulars	Entity covered
Associate Life Cycle System (ALCS)	Holding Company and subsidiaries - TeamLease Digital Private Limited, TeamLease Edtech Private limited and TeamLease HRTech Private Limited.
Trainee Life Cycle System (TLCS)	Holding Company and one subsidiary - TeamLease Foundation.
Sage Acc Pac	Holding Company and all the subsidiaries.
Zing HR	TeamLease Edtech Private limited and TeamLease HRTech Private Limited.

Additionally for Sage Acc pac and Zing HR, edit log feature is not enabled for master data changes. Further, audit trail feature has not been tampered with in respect of the accounting software used by the Group.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

(All amounts in ₹ crores, unless otherwise stated)

Note 51: The Code on Social Security, 2020

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**

ICAI Firm Registration Number: 101049W/E300004

Chartered Accountants

For and on behalf of the Board of Directors of

TeamLease Services Limited

Per **Navin Agrawal**

Partner

Membership Number: 056102

Ashok Reddy

Managing Director

DIN: 00151814

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Ramani Dathi

Chief Financial Officer

Alaka Chanda

Company Secretary

F10911

Place: Bangalore

Date: 22 May 2024

Place: Bangalore

Date: 22 May 2024



TeamLease[®]
Putting India to Work

TeamLease Services Limited

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