

MINUTES OF THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TEAMLEASE SERVICES LIMITED (CIN U74140MH2000PLC124003) HELD ON TUESDAY THE 2 AUGUST, 2016 AT HOTEL RANGASARADA, OPPOSITE TO LILAVATHI HOSPITAL, BANDRA RECLAMATION FLYOVER, K C MARG, BANDRA WEST, MUMBAI 400050 MAHARASHTRA, AT 3.00 PM

DIRECTORS PRESENT:

MR. ASHOK KUMAR NEDURUMALLI : MANAGING DIRECTOR

MRS. LATIKA PRADHAN : INDEPENDENT DIRECTOR AND AUDIT COMMITTEE CHAIRPERSON

MR. N RAVI VISHWANATH : CHIEF FINANCIAL OFFICER

MR. C MRUTHUNJAYA MURTHY : COMPANY SECRETARY

Mr. Ashok Kumar Nedurumalli, as a member of Stakeholders Relationship Committee was authorized to represent on behalf of the Chairman of the Committee

Mr. Latika Pradhan member of Nomination and Remuneration Committee was authorized to represent on behalf of the chairman of the Nomination and Remuneration Committee.

Following persons were authorized by the respective corporate investors to represent on behalf of them.

Sl. No.	Name of the Body Corporate	No. of Shares held	Name of the Authorized person
1	HR OFFSHORING VENTURES PTE. LTD., SINGAPORE	4571779	KUNAL THARAD
2	NED CONSULTANT LLP	1709900	AKASH SHAW
3	MKS MANAGEMENT CONSULTANCY LLP	300	C M MURTHY
4	HANSINI MANAGEMENT CONSULTANT PVT. LTD.	131442	SUDHIR BAJPAI

Total number of persons including the proxies attended the meeting were 33

Mr. Ashok Kumar Nedurumalli was unanimously elected to chair the meeting. Mr. Ashok occupied the Chair and welcomed the members for 16th Annual General Meeting of the Company and conveyed to the members about the requests from the other directors who have expressed their inability to attend the meeting due to their preoccupation. The Chairman then introduced the directors and company executives who were on the dais to the members.

The Chairman also informed the members that the statutory register has been kept at the meeting to enable the members to verify if they wish. The Register of Proxies was

also tabled before the meeting and the chairman initialed the same for the purpose of identification.

The Chairman then requested Mr. C Mruthunjaya Murthy, Company Secretary to read the notice calling 16th Annual General Meeting and report of the Directors and Auditors. Company Secretary read the notice calling the 16th Annual General Meeting along with the Agenda set for the meeting. With the consent of the members the report of the Directors and Auditors were taken as read.

The Chairman addressed the members about the company's performance during the financial year 2015-16 and the corporate strategies and plans for the coming years. The Chairman then invited the members to speak and seek any clarification that they wish to know from the financial statements tabled before the meeting. All the questions raised by the members were answered by the Chairman.

The chairman then placed before the meeting first item on the agenda with the following resolutions as ordinary resolution.

RESOLVED THAT the audited financial statements comprising of Balance Sheet, Profit & Loss Account, Cash Flow Statement, notes and schedules to the accounts (both Standalone and Consolidated) for the financial year ended 31 March, 2016 along with the report of Directors and Auditors as placed before this meeting be and is here by approved.

Mr. Jahangir Batliwala proposed the resolution as ordinary resolution and the same was seconded by Hari Krishna.

The Chairman informed the members that, the insta poll facility has been provided at the entrance of the meeting hall and requested the members franchise their votes if they have not done the same through E voting facility earlier. The Chairman also informed that the result of the resolutions will be published on receipt of the scrutinizer's certificate and it will be uploaded in the website of the company.

The Chairman then requested Mrs. Latika Pradhan to chair the second item of the agenda since it is pertaining to his appointment. Mrs. Latika Pradhan occupied the chair and then placed before the meeting the second item of the agenda with the following resolution.

RESOLVED THAT pursuant to the provisions of Section 152 read with the relevant regulations made thereunder and other applicable provisions if any of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Ashok Kumar Nedurumalli, as whole time director to the extent that he is required to retire by rotation.

Mr. Sushobhan Baral proposed the resolution as ordinary resolution and the same was seconded by Mr. Santosh Tangavelu.

The Chairman informed the members that, the insta poll facility has been provided at the entrance of the meeting hall and requested the members franchise their votes if they have not done the same through E voting facility earlier. The Chairman also

informed that the result of the resolutions will be published on receipt of the scrutinizer`s certificate and it will be uploaded in the website of the company.

Mrs. Latika Pradhan then requested Mr. Ashok Kumar Nedurumalli to chair the remaining part of the meeting. Mr. Ashok occupied the chair and placed before the meeting third item on the agenda with the following resolution as ordinary resolution.

RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendation of the audit committee of the board of Directors and pursuant to the resolution passed by the members at the AGM held on September 30, 2014 the appointment of Price Waterhouse & Co Bangalore, LLP, Chartered Accountants (Firm Registration No. 0075675/S-200012) as the auditors of the company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

Mr. Ajay Shah proposed the resolutions as ordinary resolution and the same was seconded by Mr. Siddesh.

The Chairman informed the members that, the insta poll facility has been provided at the entrance of the meeting hall and requested the members franchise their votes if they have not done the same through E voting facility earlier. The Chairman also informed that the result of the resolutions will be published on receipt of the scrutinizer`s certificate and it will be uploaded in the website of the company.

There being no other business to transact, the Chairman thanked all the members who attended the meeting and the meeting was concluded with a vote of thanks to chair at 4.45 PM.

Date: 5 August 2016
Place: Bangalore

CHAIRMAN