



**TEAMLEASE SERVICES LIMITED**

CIN: L74140MH2000PLC124003

No.6, 3<sup>rd</sup> Floor, Laxmi Towers, BandraKurla Complex, Bandra (E) Mumbai 400051, India,

Tel: 91 80 33002345 Fax: 91 80 33243001

[corporateaffairs@teamlease.com](mailto:corporateaffairs@teamlease.com) | [www.teamlease.com](http://www.teamlease.com)

**POSTAL BALLOT NOTICE**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and reasons thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company (Board) has appointed Mr. Mukesh Siroya, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope so as to reach the company not later than 17.00 Hours IST on 25 June, 2018. Postage will be borne and paid by the Company. Postal Ballot Forms if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17.00 Hrs. IST on 25 June, 2018 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include vote received electronically.

The Scrutinizer will submit to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballots shall be declared by the Chairman or any other authorized person of the Company on or before 27 June, 2018 and communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company official website.

By order of the Board  
For TEAMLEASE SERVICES LIMITED

C MRUTHUNJAYA MURTHY  
COMPANY SECRETARY & COMPLIANCE OFFICER

Date: 16 May, 2018

**TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION**

**SHIFTING THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO STATE OF KARNATAKA**

"**RESOLVED THAT** pursuant to the provisions of Section 12 of the Companies Act, 2013 and other applicable provisions and relevant regulations made thereunder, and subject to the confirmation of the Regional Director, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company **FROM** Office No. 6, 3rd Floor, C Wing, Laxmi Towers, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra – 400051 **TO** 6th Floor, BMTC Commercial Complex, 80 Ft Road, Koramangala, Bangalore - 560095 ;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13(4) of the Companies Act, 2013 and other applicable provisions if any, and subject to the confirmation of the Regional Director, the Memorandum of Association of the Company be altered so as to change the place of the Company's registered office, by **substituting the words "in the State of Karnataka within the jurisdiction of the Registrar of Companies, Bangalore"** for the words "in the State of Maharashtra within the jurisdiction of the Registrar of Companies, Mumbai" in Clause II of the memorandum of association of the Company;

**II. The Registered Office of the Company shall be situated in the State of Karnataka within the jurisdiction of the Registrar of Companies, Bangalore.\***

**RESOLVED FURTHER THAT** Mr. Ashok Kumar Nedurumalli, Managing Director, Mr. N Ravi Vishwanath, Chief Financial Officer, Mr. C Mruthunjaya Murthy, Company Secretary of the Company be and are hereby authorized severally to sign the petition, application, affidavits and such other documents as may be necessary in relation and to file a petition before the Regional Director for and on behalf of the Company."

**VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Postal Ballot Notice . The Company has engaged the services of the Karvy Computershare Private Limited (Karvy) to provide the e-voting facility. The Notice is displayed on the Company's website, [www.teamlease.com/investors](http://www.teamlease.com/investors) and on the website of Karvy, [www.karvy.com](http://www.karvy.com).

The e-voting facility is available at the link, <https://www.evoting.karvy.com>.

The Instructions for e-voting are as follows:

Please read the instructions printed below before exercising your vote:

These details and instructions form an integral part of the Notice in respect of Postal Ballot .

**Instructions for e-voting**

- (A) In case a member receives an email from Karvy [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as invalid and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email [scrutinizer@teamlease.com](mailto:scrutinizer@teamlease.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company /Depository Participants (s)]:
- i. E-Voting Event Number - (EVEN), User ID and Password is provided in the Attendance Slip.
  - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

#### **OTHER INSTRUCTIONS**

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact RajithaCholleti / Premkumar Nair, (Unit: TeamLease Services Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 - 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 26 May, 2018 (9:00 A.M. IST) and ends on 25 June, 2018 (5:00 P.M.IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18 May, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of

the Company as on the cut-off date i.e..

- e. The members can also obtain the 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> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
- Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.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 Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**SHIFTING THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO KARNATAKA**

As the shifting of the registered office is outside the State, the company is required to obtain the approval of the members at a General Meeting vide a special resolution.

The present registered office of the company is situated at No. 6, 3<sup>rd</sup> Floor, Laxmi Towers, `C` Wing, Bandra Kurla Complex, Bandra East, Mumbai-40005, Maharashtra. It often becomes difficult to arrange the required facilities. In order to facilitate carrying on business more economically and efficiently and for all administrative convenience the Company is proposing to shift its registered office from the current location to 6th Floor, BMTC Commercial Complex, 80 Ft Road, Koramangala, Bangalore – 560095 since the Corporate Office of the company is situated in the said address of Bangalore Karnataka State.

As the Company is planning to shift its Registered Office of the Company from existing State of Maharashtra to the State of Karnataka; Clause II of Memorandum of Association of the Company needs to be amended as required under provisions of Section 13 of Companies Act, 2013. Your Board recommends the alteration since it is mandatory under the provisions of Companies Act, 2013.

The company is required to obtain the approval of the members by means of special resolution and your company proposes to pass this resolution through Postal Ballot.

The Board therefore recommends the proposed special resolution to the members through Postal Ballot for their consideration and approval.

None of the Directors of the Company, Key Managerial Personnel and their relatives are neither concerned nor interested in the said special resolution.

By order of the Board  
For TEAMLEASE SERVICES LIMITED

C MRUTHUNJAYA MURTHY  
COMPANY SECRETARY & COMPLIANCE OFFICER

Registered Office  
No.6, 3<sup>rd</sup> Floor, C Wing, Laxmi Towers,  
BandraKurla Complex,  
Bandra( East)  
Mumbai 400051  
Place: Bangalore  
Date: 16 May, 2018