

**COMMITTEE CHARTER OF
TEAMLEASE CORPORATE
SOCIAL RESPONSIBILITY
(TLCSR)**

1 PURPOSE OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

Provision of Section 135 of the Companies Act, 2013 has mandated for certain companies whose turnover is more than Rs. 1000 Crores or net worth of Rs. 500 Crores are more or the net profit of the company in any financial year is more than Rs. 5.00 Crores should constitute the Corporate Social Responsibility Committee (CSR Committee) of the Board three or more Directors out of which at least Director shall be Independent Director. Amount to be spent towards CSR will be at least 2% every year of the average net profits of the company made during the three immediately preceding financial years. The Amount spent for the business gain of the company or for the welfare of employees is not considered as amount spent towards CSR. .

2 EFFECTIVE DATE

The effective date of implementation of the CSR committee will be from the date of adoption by the Board which should be before the financial year 2014-15.

1. COMPOSITION OF THE COMMITTEE

a. Structure of the Committee

- i. The Committee is constituted with minimum or more Board members out of which one should be independent director.
- ii. The Chairperson of the Committee will be nominated by the Board.
- iii. The Company Secretary will act as secretary of the Committee.
- iv. The appointment of a Committee member will cease if that person ceases to be a director of the Company or as otherwise determined by the Board.

v. The present composition of the Committee is

1. **1. Mr. Raghunathan V (Chairman)**
2. **Mr. Manish Sabharwal (Member)**
3. **Mr. Ashok Kumar Nedurumalli (Member)**

b. Compensation

The Chairperson and individual members of the Committee, who are independent directors, shall be entitled to sitting fees, as may be determined from time to time by the Board.

c. Expertise

Members will have skills and experience required to enable them to fulfill their duties and responsibilities as members of the Committee.

4 DUTIES, RESPONSIBILITIES AND POWERS

The Committee will:

- a. Formulate and recommend to the Board a Corporate Social Responsibility Policy (CSR Policy) which will indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, which are as follows:-
 - i. Eradicating the extreme hunger and poverty;
 - ii. Promotions of education;
 - iii. Promoting gender equality and empowering women;
 - iv. Reducing child mortality and improving maternal health;
 - v. Combating human immunodeficiency, virus, acquired immune deficiency syndrome, malaria and other diseases;
 - vi. Ensuring environmental sustainability;
 - vii. Employment enhancing vocational skills;
 - viii. Social business projects;
 - ix. Contributions to the Prime Minister`s Relief Fund or any other fund set up by the Central Government or the State Government for socio-economic development and relief and funds for the welfare of the SC/ST, other backward classes minorities and women and

- x. Such other matters as may be prescribed
- b. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- c. Monitor the Corporate Social Responsibility Policy of the company from time to time.
- d. Monitor the amount approved by the Board is spent for the purpose and report the same to the Board.

5. Board reporting

The Committee will update the Board and make relevant recommendations in relation to matters arising for consideration by the Committee as per the Policy which generally includes any of the activities listed above as per the Companies Act, 2013 and the amount spent thereon.

2. PROCEEDINGS

5.1. Meeting frequency

The Committee shall meet at least once annually and as many additional times as the Committee deems necessary to carry out its duties effectively.

5.2. Committee papers

Relevant documents to be considered at Committee meetings will be compiled by the Company Secretary in consultation with the Chairperson of the Committee and distributed to all Committee members as well as to the invitees to the Committee meetings.

5.3. Invitation to Committee Meetings

The Committee may extend an invitation to any person to attend all or part of a scheduled Committee meeting. This invitation may extend to management attending future meetings.

5.4. Decisions of Committee

Only Committee members shall be eligible to vote. All decisions are to be made by majority. The Chairperson of the Committee will have casting vote,

in case there is tie on any matter.

5.5. Quorum

A quorum for a meeting of the Committee is two members.

5.6. Minutes

Minutes of the meetings must be prepared and sent to the Chairperson of the Committee within 7 days after the meeting and circulated to all members within 15 days after the meeting and signed by the Chairperson of the meeting within 30 days after the meeting. If the Chairperson of the meeting is not available, then the minutes may be signed by the Chairperson of the next meeting.

5.7. Confidentiality

The members of the Committee and all other individuals attending the meetings of the Committee should not disclose the information contained in the reports they receive, the contents of discussion or confidential information regarding the Company which have become known to them in such meetings to any other person other than in course of conducting their normal duties.

3. AMENDMENT AND REVIEW

The CSR Committee will annually review and evaluate the adequacy of its charter and recommend any proposed changes to the Board for approval.

TEAMLEASE SEREVICES LIMITED CSR (CORPORATE SOCIAL RESPONSIBILITY) POLICY

As required under the provisions of Section 135 of the Companies Act, 2013 the Company has constituted the CSR Committee and further the Board of Directors in their meeting held on 9th July 2015 have reconstituted the Committee with the induction of Mr. V Raghunathan, Independent Director of the Company. The Charter of CSR has been placed before the Board of Directors in their meeting held on 9th July 2015. In the said meeting the Board has advised the committee to prepare the policy as required under provision of Section 135 of the Companies Act, 2013 and the regulations made there under. Hence this policy is placed for the approval of the Committee.

The Committee will meet least two times in Financial Year to review the activities of the company towards Corporate Social Responsibility.

The Committee will also recommend to the Board on the amount to be spent towards the Corporate Social Responsibility in the Financial Year . The Committee will also monitor the spending of the amount toward the cause as stipulated in Schedule VII of the Companies Act, 2013 which are as follows:

- xi. Eradicating the extreme hunger and poverty;
 - xii. Promotions of education;
 - xiii. Promoting gender equality and empowering women;
 - xiv. Reducing child mortality and improving maternal health;
 - xv. Combating human immunodeficiency, virus, acquired immune deficiency syndrome, malaria and other diseases;
 - xvi. Ensuring environmental sustainability;
 - xvii. Employment enhancing vocational skills;
 - xviii. Social business projects;
 - xix. Contributions to the Prime Minister`s Relief Fund or any other fund set up by the Central Government or the State Government for socio-economic development and relief and funds for the welfare of the SC/ST, other backward classes minorities and women and
 - xx. Such other matters as may be prescribed
- e. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

- f. Monitor the Corporate Social Responsibility Policy of the company from time to time.
- g. Monitor the amount approved by the Board is spent for the purpose and report the same to the Board.

The Committee will also decide in its meeting on the structure of spending towards the CSR activities. In other words the Committee in its meeting will decide and recommend to the Board on the maximum amount to be spent in each financial year with the percentage marking on a single activity or activities listed in Schedule VII of the Companies Act, 2013. The Committee will authorize one of its members to monitor regularly and report to the Committee which will further review and report to the Board on the same.

The Committee will provide the note on CSR activities done during the financial year which will be included in the Directors Report along with the amount spent on CSR activities.

The Committee will modify any of the clauses of this policy as required from time to time and same will be placed for approval in the Committee meetings and the same will be intimated to the Board in the subsequent meeting.

The Said policy is approved by the Committee in its meeting held on 20th of July 2015.