

August 26, 2025

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

Dear Sir/Ma'am,

Sub: TeamLease Services Limited (TeamLease/Company) - Notice and Annual Report of Twenty Fifth (25th) Annual General Meeting

Ref: Regulation 30 and 34 of SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 read with its Amendments

With reference to captioned subject, we wish to inform that the 25th Annual General Meeting ("AGM") of TeamLease Services Limited ("the Company") is scheduled to be held on Friday, September 19, 2025, at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the Circulars issued by the Ministry of Corporate Affairs, and SEBI Circulars issued by Securities and Exchange Board of India, and other applicable provisions of the Companies Act, 2013, to transact the businesses as set forth in the Notice of AGM dated July 31, 2025.

Pursuant to the provisions of Regulation 30 and 34 of the SEBI LODR Regulations, 2015, please find enclosed the Notice of the 25th AGM along with the Annual Report of the Company for FY 2024-25.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 25th AGM along with the Annual Report for the FY 2024-25 have been sent only through electronic mode to those Members whose Email ID's are registered with the Company/ Depositories as on August 08, 2025 (cut-off date).

Further, the Notice of 25th AGM and the Annual Report for the FY 2024-25 are also made available on the website of the Company at <https://group.teamlease.com/investor/teamlease-annual-report/>.

Request you to kindly take the above intimation on record.

Thanking You.

Yours faithfully,

For **TeamLease Services Limited**

Alaka
Chanda

Digitally signed by
Alaka Chanda
Date: 2025.08.26
17:04:41 +05'30'

Alaka Chanda

Company Secretary and Compliance Officer

Encl: Information at a Glance, Notice of AGM and Annual Report FY 2024-25.

TeamLease Services Limited, CIN: L74140KA2000PLC118395
Registered Office: 315 Work Avenue Campus, Ascent Bldg., Koramangala Ind. Layout,
Jyoti Nivas College Road, Koramangala, Bangalore-560095
Ph: (91-80) 6824 3333 Fax: (91-80) 6824 3001
Email ID: corporateaffairs@teamlease.com
Website: <https://group.teamlease.com>
Business Portal: <https://www.teamlease.com>

Information at a Glance:

Day, date and time	: Friday, September 19, 2025, 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, 2024, to March 31, 2025
Cut-off date for determining the names of Shareholders eligible to get Notice of Annual General Meeting	: Friday, August 08, 2025
Cut-off date for determining the names of Shareholders eligible to vote	: Friday, September 12, 2025
Remote E-Voting start time and date	: Tuesday, September 16, 2025 (09:00 A.M. IST)
Remote E-Voting end time and date	: Thursday, September 18, 2025 (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 17, 2025, by any of the following process: 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 12, 2025, 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 15, 2025 (09:00 A.M. IST) upto Wednesday, September 17, 2025 (03:00 P.M. IST).
Recorded transcript	: Will be made available post AGM at https://group.teamlease.com/investor/annual-compliances/



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 Fifth (25th) Annual General Meeting – Friday, September 19, 2025

July 31, 2025

Dear Shareholder(s),

You are cordially invited to attend the 25th Annual General Meeting (AGM/Meeting) of Shareholders of **TeamLease Services Limited ('the Company/TeamLease')** to be held on Friday, September 19, 2025, 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 25th Annual General Meeting
2. Instructions for E-Voting

NOTICE OF THE TWENTY FIFTH (25TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting (AGM) of Shareholders of TeamLease Services Limited (CIN: L74140KA2000PLC118395) ('the Company/TeamLease') will be held on Friday, September 19, 2025, 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, 2025
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, 2025
Item No. 3	To receive, consider and adopt the Report of the Board of Directors for the Financial Year ended March 31, 2025
Item No. 4	To appoint a Director in place of Mr. Ashok Reddy (DIN: 00151814) who retires by rotation and being eligible, offers himself for re-appointment
B. SPECIAL BUSINESS(ES)	
Item No. 5	To appoint M/s. Siroya and BA Associates, Company Secretaries, as Secretarial Auditors of the Company
Item No. 6	To re-appoint Mr. Ashok Reddy (DIN: 00151814) as Managing Director of the Company
Item No. 7	To approve remuneration of Mr. Manish Sabharwal (DIN: 00969601), Whole Time Director and Vice Chairman of the Company
Item No. 8	To alter the Articles of Association (AOA) of the Company
Item No. 9	To approve change in designation of Mr. Narayan Ramachandran (DIN: 01873080) to Non-Executive and Non-Independent Director 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, 2025

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, 2025, 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, 2025

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, 2025, 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, 2025

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, 2025, as circulated to the Shareholders, be and is hereby considered and adopted."

ITEM NO. 4

To appoint a Director in place of Mr. Ashok Reddy (DIN: 00151814) who retires by rotation and being eligible, offers himself 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. Mr. Ashok Reddy, Managing Director (DIN: 00151814) being the longest in office is liable to retire this year and is also eligible for re-appointment.

Background:

Mr. Ashok Reddy (DIN: 00151814) was appointed as an Executive Director of the Company, liable to retire by rotation for a period of five years commencing from September 01, 2020 to August 31, 2025, which was approved by the Shareholders at the Annual General Meeting held on September 04, 2020. Mr. Reddy being eligible has offered himself 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 Mr. Ashok Reddy (DIN: 00151814), as Managing Director of the Company."

B. SPECIAL BUSINESS(ES):**ITEM NO. 5****To appoint M/s. Siroya and BA Associates, as Secretarial Auditors of the Company Statutory Requirement:**

Securities and Exchange Board of India ("SEBI") vide Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024 had introduced 'Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, to establish detailed norms governing the appointment, re-appointment, tenure and removal of Secretarial Auditors in listed entities, effective from April 01, 2025.

Prior to the above said amendment, there were no provisions prescribed either in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or in the Companies Act 2013, specifying criteria for appointment or re-appointment or removal for Secretarial Auditors of a listed entity.

With this amendment, the following have been prescribed for Secretarial Auditors, mirroring the restrictions applicable on Statutory Auditors.

On the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting:

Provided that-

- (i) an individual Secretarial Auditor who has completed his or her term under sub-clause (i) of this clause shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of his or her term;
- (ii) a Secretarial Audit firm which has completed its term under sub-clause (ii) of this clause, shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of such term:

Provided further that as on the date of appointment no Secretarial Audit firm having a common partner or partners to the other Secretarial Audit firm, whose tenure has expired in the listed entity immediately preceding the financial year, shall be appointed as Secretarial Auditor of the same listed entity for a period of five years.

Proposal:

The Board proposes to appoint M/s. Siroya and BA Associates, for a term of five years beginning from the FY 2025-2026 onwards. Members are requested to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; Regulation of 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars and guidelines issued thereunder ("SEBI LODR") and based on the recommendations of the Audit Committee and the Board of Directors, approval of Members be and is hereby accorded for appointment of M/s. Siroya and BA Associates, Company Secretaries, Firm Registration No.: P2019MH074300 ('Secretarial Auditor'), holding Peer Review Certificate No. 3907/2023 issued by the Institute of Company Secretaries of India ("ICSI") as Secretarial Auditor of the Company for a period of 5 consecutive financial years ('Term'). from the Financial Year 2025-26 at a remuneration as mutually decided by the Board and the Secretarial Auditor, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Company to avail, during the aforesaid Term, various professional services (other than prohibited services under SEBI LODR) from the Secretarial Auditor and/or M/s. M Siroya and Company, Practicing Company Secretary, a network firm of the Secretarial Auditor, as may be permitted under SEBI LODR and ICSI guidelines in addition to the Secretarial Audit including but not limited to:

- (i) Issuance of Annual Compliance Report as per SEBI LODR;
- (ii) Issuance of Certificate confirming compliances relating to ESOP Scheme(s) as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (i) Issuance of Annual Certificate on compliance of Corporate Governance under SEBI LODR;
- (ii) Issuance of Annual Certificate confirming Non-Disqualification of Directors under SEBI LODR;
- (iii) Issuance of Reconciliation of Share Capital Audit under SEBI LODR;
- (iv) Issuance of Certificate in Form MGT-8 in connection with Annual Return under the Companies Act, 2013;
- (v) Issuance of Scrutinizer's Report on votes cast for the business proposed at Shareholders Meeting and/or via Postal Ballot;
- (vi) Certification of various E-Forms and returns to be filed with the Ministry of Corporate Affairs and/or any other governmental, regulatory body or any other person, from time to time; and
- (vii) Such other professional service, certificate, report or opinion, as may be required to be submitted by the Company from a practicing company secretary and permitted under SEBI LODR, ICSI guidelines and/or Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to sign and file requisite e-forms with the Registrar of Companies, send appropriate intimation to the Stock Exchanges, approve remuneration, from time to time, in consultation with the Secretarial Auditor, issue appointment / engagement letter(s) / Management Representation letters and generally do all acts, matters, deeds and things as may be required or deemed necessary or desirable or incidental in this regard."

ITEM NO. 6

To re-appoint Mr. Ashok Reddy (DIN: 00151814) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment/modification or enactment thereof for the time being in force), and the provisions of Articles of Association of the Company, consent of Shareholders, be and is hereby accorded to re-appoint Mr. Ashok Reddy (DIN: 00151814) as the Managing Director of the Company for a period of five years commencing from the date of expiry of the

current term, i.e., with effect from September 01, 2025, on such remuneration, as set out below:

Particulars	Compensation Per Month (₹)	Compensation Per Annum (₹)
Basic	3,08,833	37,05,996
HRA	1,23,533	14,82,396
Special Allowance	2,98,657	35,83,888
LTA	4,000	48,000
Employer PF	37,060	4,44,720
Total Fixed	7,72,083	92,65,000
Annual Variable Pay	-	92,65,000
Total Compensation	7,72,083	1,85,30,000

The total remuneration for the period effective from September 01, 2025, to March 31, 2026, shall be payable inclusive of all applicable pro-rata allowances and contributions. The above said remuneration of Mr. Ashok Reddy (DIN: 00151814) as the Managing Director of the Company is valid for a period of three years commencing from September 01, 2025.

RESOLVED FURTHER THAT consent of the Shareholders be and is hereby accorded to the Board (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of appointment including remuneration during the term of his appointment, on the recommendation of Nomination and Remuneration Committee, in such manner as may be agreed to between the Board of Directors and Mr. Ashok Reddy, provided however that the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms and conditions as per the HR Policy of the Company be and is hereby applicable including Earned/Privilege Leave, Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT the remuneration as set out above be paid to Mr. Ashok Reddy as minimum remuneration in the event of loss or the profits made are inadequate, subject to the provisions of Section II of Part II of Schedule V of the Act of the Companies Act, 2013 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

ITEM NO. 7**To approve remuneration of Mr. Manish Sabharwal (DIN: 00969601), Whole Time Director and Executive Vice Chairman of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment/modification or enactment thereof for the time being in force), pursuant to applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Articles of Association of the Company, and subject to such other approvals/ consents/ sanctions/ permissions as may be necessary, and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, consent of Shareholders, be and is hereby accorded to the Board to pay remuneration, as set out below to Mr. Manish Sabharwal for a period of two years commencing with effect from April 01, 2025 to March 31, 2027.

Particulars	Compensation Per Month (in ₹)	Compensation Per Annum (in ₹)
Basic	2,59,784.00	31,17,408.00
HRA	1,03,914.00	12,46,968.00
Special Allowance	2,81,361.00	33,76,332.00
LTA	4,400.00	52,800.00
Total Fixed	6,49,459.00	77,93,508.00
Annual Variable Pay	-	77,93,500.00
Total Compensation	6,49,459.00	1,55,87,008.00

RESOLVED FURTHER THAT consent of the Shareholders be and is hereby accorded to the Board (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of remuneration during the term of his appointment valid till March 31, 2027, on the recommendation of Nomination and Remuneration Committee, in such manner as may be agreed to between the Board of Directors and Mr. Manish Sabharwal, provided however that the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms and conditions as per the HR Policy of the Company be and is hereby applicable including Earned/Privilege Leave, Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT the remuneration as set out above be paid to Mr. Manish Sabharwal as minimum remuneration in the event of loss or the profits made are inadequate, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

ITEM NO. 8**To alter the Articles of Association (AOA) of the Company**

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

"RESOLVED THAT pursuant to the provisions of the Section 14 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 read with the relevant rules, consent of the Shareholders of the Company be and is hereby accorded to amend the Articles of Association of the Company as under:

Sl. No.	Erstwhile Clause No. (Except where specifically explained)	Original Clause	Amended Clause
1	2A(v)	"Equity Shares" shall mean fully paid-up equity shares of the Company having a par value of INR 1/- (Rupees One) per equity share, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares.	"Equity Shares" shall mean fully paid-up equity shares of the Company having a par value of INR 10/- (Rupees Ten) per equity share, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares.

Sl. No.	Erstwhile Clause No. (Except where specifically explained)	Original Clause	Amended Clause
2	2A(x)	"Extraordinary General Meeting" shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act;	Deleted and subsequent clauses re-numbered
3	2A(cc)	"General Meeting" shall mean a meeting of holders of Equity Shares and any adjournment thereof.	Deleted and subsequent clauses re-numbered
4	2A(dd)	"Independent Director" shall mean an independent director as defined under the Act and under clause 49 of the Listing Agreement.	"Independent Director" shall mean an independent director as defined under the Act and SEBI Listing Regulations.
5	2A(ss) - New Clause added and subsequent clauses re-numbered	-	"SEBI Listing Regulations" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.
6	2A(zz) - New Clause added and subsequent clauses re-numbered	-	"Stock Exchanges" shall mean BSE Limited, the National Stock Exchange of India Limited and any other recognized stock exchange in India where the Securities are listed.
7	41(h)	Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
8	41(v)	The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the Listing Agreement or any other Law, if applicable to the Company.	The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.
9	42	Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Agreement. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) Woman Director, as may be prescribed by Law from time to time.	Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) Woman Director, as may be prescribed by Law from time to time.

Sl. No.	Erstwhile Clause No. (Except where specifically explained)	Original Clause	Amended Clause
10	43 – a and b	(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman of the Company shall be Manish Sabharwal and the Managing Director of the Company shall be Ashok Reddy. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie. (b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.	(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie. (b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.
11	47	The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under Clause 49 of the Listing Agreement.	The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.
12	51(a)	Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the Listing Agreement, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.	Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.
13	51(d)	All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of Central Government. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.	All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors including Independent Directors if the same is made within the prescribed limits under the Act. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.

Sl. No.	Erstwhile Clause No. (Except where specifically explained)	Original Clause	Amended Clause
14	56(h) - New Clause added	-	In addition to the above, the Company shall also ensure compliance with the applicable regulations and guidelines under the SEBI Listing Regulations, as amended from time to time.
15	65	The remuneration of the Managing Director(s) / whole time director(s) / executive director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act, and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.	The remuneration of the Managing Director(s) / whole time director(s) / executive director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act, SEBI Listing Regulations and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.
16	67(l) – Para 1	any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Agreement.	any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations.
17	67(c) – Para 4	any such other matter as may be prescribed under the Act, the Listing Agreement and other applicable provisions of Law.	any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.
18	74(a)	The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the Listing Agreement. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.	The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.
19	74(d)	The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the Listing Agreement, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.	The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

ITEM NO. 9

To approve change in designation of Mr. Narayan Ramachandran (DIN: 01873080) to Non-Executive and Non-Independent Director of the Company

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

"RESOLVED THAT consent of the Members be and is hereby accorded, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, for change in designation of Mr. Narayan Ramachandran from Non-Executive, Independent Director to a Non-Executive, Non-Independent Director with effect from start of business hours of July 08, 2025, liable to retire by rotation, after his retirement, as an Independent Director from the end of business hours of July 07, 2025, subject to the requisite approvals. Mr. Ramachandran shall continue to Chair the Board as a Non-Executive Non-Independent Director.

RESOLVED FURTHER THAT Mr. Narayan Ramachandran shall also cease to be a Lead Independent Director of the Company, consequent to completion of his term with effect from end of business hours of July 07, 2025.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any modification or re-enactment

thereof, pursuant to applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Articles of Association of the Company, subject to other requisite approvals, if any, the Nomination and Remuneration Committee and Board be and hereby recommends the remuneration payable to Mr. Narayan Ramachandran as a Non-Executive, Non-Independent Director, liable to retire by rotation, on the Board of the Company, after cessation as an Independent Director, as set out below:

Remuneration & Reimbursements

Remuneration will be linked to his presence at the Board and Committee meetings and also on the basis of his position in various Committees of the Board, whether as the Chairman or a Member of the Committee(s). However, such remuneration by way of "Sitting fee" shall be within the limits of the Companies Act, 2013. He shall also be reimbursed with the cost of travel and conveyance stay expenses incurred by him for attending any future Board, Committee and Shareholder meetings.

The sitting fee details is as under:

SL. NO	PARTICULAR	AMOUNT (in ₹)
1	Sitting fees per Board Meeting	1,00,000
2	Sitting fees per Committee Meeting	1,00,000

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

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: July 31, 2025
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") General Circular No. 09/2024 dated September 19, 2024, read with Circular Nos. 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 02/2022 dated May 05, 2022, 20/2020 dated May 05, 2020, and all other relevant Circulars and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (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 18, 2025 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, Mr. Ashok Reddy, Managing Director retires by rotation at the Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.

Ms. Reddy is interested in the Ordinary Business set out at Item No. 4 of the Notice with regard to his 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 Businesses

Mr. Ashok Reddy is interested in the Special Business set out at Item No. 6 of the Notice with regard to his re-appointment.

Mr. Manish Sabharwal is interested in the Special Business set out at Item No. 7 of the Notice with regard to his remuneration.

Mr. Narayan Ramachandran is interested in the Special Business set out at Item No. 9 of the Notice with regard to his change in designation as Non-Executive Non-Independent Director.

Details of Director's re-appointment, remuneration and change in designation at this Meeting is provided in the **"Annexure 1, 2 and 3"** to the Notice.

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 9 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 19, 2025. 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 08, 2025. 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 19, 2025.
 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 17, 2025, 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 12, 2025, 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 19, 2025. The Company will, at the AGM, endeavour to

address the queries received till 03:00 P.M. IST on September 17, 2025 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 12, 2025 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 15, 2025 (09:00 A.M. IST) upto Wednesday, September 17, 2025 (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 Fifth (25th) AGM Notice, Annual Report 2025 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 Fifth (25th) 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 12, 2025, 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 16, 2025 (09:00 A.M. IST)
End of remote E-Voting	Thursday, September 18, 2025 (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 12, 2025.

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 2025 and the Notice of the Twenty Fifth (25th) 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 and 6 of the Notice is mentioned in **"Annexure 1"** of this AGM Notice.

Details of Item No. 7 is captured in **"Annexure 2"** of this AGM Notice.

Details of Item No. 9 is captured in **"Annexure 3"** 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 48 hours from conclusion of the Meeting. However, certain specific details, such as, date of meeting and brief details of items deliberated, shall be disclosed within 12 hours as per Regulation 30(6)(ii) of the LODR Regulations. The results declared along with the Scrutiniser's Report will be placed on the website of the Company <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: July 31, 2025

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 19, 2025, 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, 2024, to March 31, 2025
Cut-off date for determining the names of Shareholders eligible to get Notice of Annual General Meeting	: Friday, August 08, 2025
Cut-off date for determining the names of Shareholders eligible to vote	: Friday, September 12, 2025
Remote E-Voting start time and date	: Tuesday, September 16, 2025 (09:00 A.M. IST)
Remote E-Voting end time and date	: Thursday, September 18, 2025 (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 17, 2025, by any of the following process: 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 12, 2025, 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 15, 2025 (09:00 A.M. IST) upto Wednesday, September 17, 2025 (03:00 P.M. IST).
Recorded transcript	: Will be made available post AGM at https://group.teamlease.com/investor/annual-compliances/

Information on Board and Committee Composition

1a. Board Composition – March 31, 2025

SL. NO	DIN	NAME OF THE DIRECTOR	DESIGNATION
1	01873080	Mr. Narayan Ramachandran	Non-Executive Chairman and Lead Independent Director
2	00969601	Mr. Manish Mahendra Sabharwal	Executive Vice Chairman
3	00151814	Mr. Ashok Reddy	Managing Director & CEO
4	07332241	Ms. Rituparna Chakraborty	Non-Executive Non-Independent Director
5	00254091	Dr. V Raghunathan	Independent Director
6	07118801	Mrs. Latika Pradhan	Independent Director
7	03621431	Mr. Mekin Maheshwari	Independent Director
8	08235844	Mrs. Meenakshi Nevatia	Independent Director
9	01494407	Mr. Subramaniam Somasundaram	Independent Director
10	02545177	Mr. Rajnarayan Ramakrishnan	Independent Director

1b. Committee Composition – March 31, 2025

 Chairman  Member  Invitees		(March 24, 2024 onwards)	(May 21, 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 and 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)						

 Chairman  Member  Invitees		(March 24, 2024 onwards)	(May 21, 2024 onwards)	May 22, 2024 onwards		
		Corporate Social Responsibility Committee	Nomination And Remuneration Committee	Stakeholders' Relationship Committee	Audit Committee	Risk Management Committee
Mr. Manish Mahendra Sabharwal (Executive Vice Chairman)						
Mr. Ashok Reddy (Managing Director & CEO)						

*Date of formation of all the committees -09/07/2015

2a. Board Composition – July 31, 2025 (Date of Signing of AGM Notice)

SL. NO	DIN	NAME OF THE DIRECTOR	DESIGNATION
1	01873080	Mr. Narayan Ramachandran	Non-Executive Chairman and Non-Independent Director
2	00969601	Mr. Manish Mahendra Sabharwal	Executive Vice Chairman
3	00151814	Mr. Ashok Reddy	Managing Director & CEO
4	03621431	Mr. Mekin Maheshwari	Independent Director
5	08235844	Mrs. Meenakshi Nevatia	Independent Director
6	01494407	Mr. Subramaniam Somasundaram	Independent Director
7	02545177	Mr. Rajnarayan Ramakrishnan	Independent Director

Notes:

Mr. Narayan Ramachandran ceased to be an Independent Director, consequent to the completion of his term. He is re-designated as Non- Executive, Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He shall continue as Non-Executive Chairman of the Company.

2b. Committee Composition - With effect from May 21, 2025

 Chairman  Member	May 21, 2025 onwards				
	 Invitees				
	Audit Committee	Nomination And Remuneration Committee	Risk Management Committee	Corporate Social Responsibility Committee	Stakeholders' Relationship Committee
Mr. Subramaniam Somasundaram (Independent Director)					
Mr. Narayan Ramchandran (Lead Independent Director and Non-Executive Chairman)					
Mr. Rajnarayan Ramakrishnan (Independent Director)					
Mr. Mekin Maheshwari (Independent Director)					
Mrs. Meenakshi Nevatia (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

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 and 6

To appoint a Director in place of Mr. Ashok Reddy (DIN: 00151814) who retires by rotation and being eligible, offers himself for re-appointment, and

To re-appoint Mr. Ashok Reddy (DIN: 00151814) as Managing Director of the Company



Brief Profile of Mr. Ashok Reddy, Qualification and Nature of Expertise:

Mr. Ashok Reddy aged about 55 years is the co-founder and currently the Managing Director (MD) 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.

Other Details:

Date of first appointment	03/09/2015
Date of re-appointment in current term for 5 years	01/09/2020
Current proposal for re-appointment	For 5 years commencing from the date of expiry of the current term, i.e., with effect from September 01, 2025
Category	Executive Director
Terms and conditions for re-appointment	Mr. Ashok is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013. Further, he was re-appointed for a second term of five years commencing from September 01, 2020, and his second term is due to expire in this current Financial Year that is with effect from August 31, 2025.
Relationship with other Directors / Key Managerial Personnel Inter-se	NIL
Direct Shareholding in the Company	NIL However, Mr. Reddy is holding 23.80% via HR Offshoring Ventures Pte. Ltd. and 7.02% via NED Consultants LLP
Number of Meetings of the Board attended during the year	Attended all the six (6) Board Meetings conducted during the Financial Year
Details of remuneration drawn in 2024-25	₹ 1.60 Crores
Details of remuneration proposed to be drawn in 2025-26	₹ 1.85 Crores
Listed entities from which the Director has resigned in the last 3 years	NIL

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

Company	Director	Committee	Chairman
TeamLease Services Ltd.	Yes-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 Mr. Reddy 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.

Annexure 2

Additional information on Directors, recommended for appointment/re-appointment, as required under SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (For the following Agenda Item, approval is sought from Shareholders for Remuneration of the Vice Chairman, whose appointment is valid till March 31, 2027)

For Agenda Item No. 7

To approve remuneration of Mr. Manish Sabharwal (DIN: 00969601), Whole Time Director and Executive Vice Chairman of the Company



Brief Profile of Mr. Manish Sabharwal, Qualification and Nature of Expertise:

Mr. Manish Sabharwal aged about 55 years 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.

Other Details:

Date of first appointment	02/02/2000
Date of re-appointment in current term for 5 years	01/04/2022
Category	Executive Director
Terms and Conditions for approving remuneration	The Company availed Board and shareholders' approval for re-appointment of Mr. Manish Sabharwal as the Whole Time Director and Executive Vice Chairman for a term of 5 years with effect from the date of expiry of the term, i.e., with effect from April 01, 2022, subject to the approval of the Shareholders till March 31, 2027. However, the remuneration as was approved for a period of three years till March 31, 2025 previously.
Relationship with other Directors / Key Managerial Personnel Inter-se	NIL
Direct Shareholding in the Company	NIL
	However, Mr. Sabharwal is holding 23.80% via HR Offshoring Ventures Pte. Ltd., and 0.78% via Hansini Management Consultant Private Limited
Number of Meetings of the Board attended during the year	Attended all the six (6) Board Meetings conducted during the Financial Year
Details of remuneration drawn in 2024-25	₹ 1.60 Crores
Details of remuneration proposed to be drawn in 2025-26	₹ 1.42 Crores
Listed entities from which the Director has resigned in the last 3 years	NIL, since Mr. Sabharwal has not resigned from any listed entity in the last 3 years.
	However, Mr. Sabharwal had completed his second and final term as an Independent Director and consequently ceased to be a Director of Pennar Industries Limited with effect from March 31, 2024.

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

Company	Director	Committee	Chairman
TeamLease Services Ltd.	Yes-Executive Director	-	-
PhonePe Ltd.	Yes – Independent Director	-	Yes- Audit Committee
Gaja Alternative Asset Management Limited	Yes – Non-Executive Director	-	Yes- Stakeholders Relationship Committee

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 Mr. Sabharwal 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.

Annexure 3

Additional information on Directors, recommended for appointment/re-appointment, as required under SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (For the following Agenda Item, approval is sought from Shareholders for Change in Designation of Mr. Narayan Ramachandran, whose appointment as an Independent Director was valid till end of business hours on July 07, 2025)

For Agenda Item No. 9

To approve change in designation of Mr. Narayan Ramachandran (DIN: 01873080) to Non-Executive and Non-Independent Director of the Company



Brief Profile of Mr. Narayan Ramachandran, Qualification and Nature of Expertise:

Mr. Narayan Ramachandran aged about 62 years 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 38 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.

Consequent to completion of his term with effect from July 07, 2025, as an Independent Director, he has consented to continue as Non - Executive and Non-Independent Chairman with effect from start of business hours of July 08, 2025.

Other Details:

Date of first appointment	09/07/2015
Date of re-appointment as Non-Executive Independent Director for second term	08/07/2020
Current proposal for change in designation as Non-Executive Non- Independent Director	From start of business hours of July 08, 2025
Category	Non-Executive Non- Independent Director
Terms and conditions for Change in Designation	Mr. Narayan Ramachandran was appointed as Non-Executive & Independent Director of the Company w.e.f. July 09, 2015, and later re-appointed as on July 08, 2020. Consequently, his term as Independent Director ended at the close of business hours on July 07, 2025.
Relationship between Directors / Key Managerial Personnel Inter-se	NIL
Direct Shareholding in the Company	Mr. Ramachandran holds 9,835 shares constituting 0.05% stake in the Company
Number of Meetings of the Board attended during the year	Attended all the six (6) Board Meetings conducted during the Financial Year
Details of remuneration drawn in 2024-25	Rs. 0.20 Crores
Details of remuneration proposed to be drawn	Only Sitting fees for attending Board and Committee Meetings
Listed entities from which the Director has resigned in the last 3 years	NIL, since Mr. Ramachandran has not resigned from any listed entity in the last 3 years.

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

Company	Director	Committee	Chairman
TeamLease Services Ltd.	Yes Non-Executive Independent Director – Till close of business hours on July 07, 2025 Non-Executive Non-Independent Director - From start of business hours of July 08, 2025	Yes- Audit Committee - and Stakeholders' Relationship Committee	

Notes:

- 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).
- As required by Regulation 36(3)(d), there has been no resignation by Mr. Ramachandran 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 Fifth (25th) Annual General Meeting of the Company to be held through VC / OAVM on Friday, September 19, 2025, at 03.00 P.M. IST.

For Agenda Item 5

To appoint M/s. Siroya and BA Associates, as Secretarial Auditors of the Company

The Board at its meeting held on May 21, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Siroya and BA Associates, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: P2019MH074300) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Profile of the Firm

M/s. Siroya and BA Associates is a well-known firm of Practising Company Secretaries and based in Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. Siroya and BA Associates has a team of 7 qualified company secretaries (including partners) supported by semi-qualified and management trainees and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors.

M/s. Siroya and BA Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Siroya and BA Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the Secretarial Audit plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Siroya and BA Associates.

In addition to the Secretarial Audit, M/s. Siroya and BA Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 5 of this Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

For Agenda Item 6

To re-appoint Mr. Ashok Reddy (DIN: 00151814) as Managing Director of the Company

The relevant details as required under SEBI (Listing, Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are mentioned in Annexure 1 of this AGM Notice.

Mr. Ashok Reddy (DIN: 00151814) was appointed as Managing Director of the Company for a period of five years commencing from September 03, 2015, for a first term and thereafter, he was re-appointed for a second term of five years commencing from September 01, 2020, and his second term is due to expire in this current Financial Year that is with effect from August 31, 2025.

Based on the recommendation of the Nomination and Remuneration Committee and in line with Nomination and Remuneration Policy of the Company, the Board of Directors, vide their meeting conducted on July 31, 2025, subject to approval of Shareholders, had re-appointed Mr. Ashok Reddy as Managing Director of the Company for a period of five years commencing from the date of expiry of the current term, i.e., with effect from September 01, 2025. The Board based on the recommendation of Nomination and Remuneration Committee approved the terms & conditions of the payment of remuneration to Mr. Ashok Reddy, the details of which are given below:

Particulars	Compensation Per Month (in ₹)	Compensation Per Annum (in ₹)
Basic	3,08,833	37,05,996
HRA	1,23,533	14,82,396
Special Allowance	2,98,657	35,83,888
LTA	4,000	48,000
Employer PF	37,060	4,44,720
Total Fixed	7,72,083	92,65,000
Annual Variable Pay	-	92,65,000
Total Compensation	-	1,85,30,000

The total remuneration for the period effective from September 01, 2025, to March 31, 2026, shall be payable on a pro-rated basis, inclusive of all applicable pro-rata allowances and contributions.

These resolutions do not constitute related party transactions under the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. These resolutions, though related party transactions under Clause 23 of SEBI LODR Regulations, 2015, under the applicable accounting standards, are not material related party transactions.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Mr. Ashok Reddy as Managing Director, to be re-appointed as such under the provisions of Section 196 of the Companies Act, 2013.

The Company has received requisite consent/declarations like Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, confirming his eligibility for such re-appointment as required under the Act and rules made thereunder.

This explanatory statement and the resolution at Item No. 6 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Notes:

- Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the above mentioned directors, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013.
- The limits specified above are the maximum limits and the Nomination and Compensation Committee / Board may in its absolute discretion pay to the abovementioned Directors lower/ higher remuneration and revise the same from time to time within the maximum limits stipulated above.

- iv. In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- v. If at any time the above mentioned Director cease to be in the employment of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.
- vi. The Managing Director is appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Managing Director is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry: The Company is engaged in the business of technical, legal, financial and management consultants, advisers, innovators, software, designer, marketers, fund managers, administrators, agents, recruitment and placement consultancy service providers, impart training in various fields, areas and subjects including but not limited to vocational training through any form viz. classroom, electronic media or training by correspondence and to carry of the business of conceptualizing, designing, execution and operation of all activities pertaining or relating to contract employees or of employee leasing by offering services from time to time for outsourcing administration of employees and all administrative activities related thereto and to enter into collaborations, joint venture agreements in India and with companies abroad.
2. Date of commencement of commercial production: February 02, 2000
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

₹ in Crores

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	11,155.87	9,321.53	10,236.29	8,440.80
Other Income	44.72	46.18	56.55	60.27
Total Income	11,200.59	9,367.71	10,292.84	8,501.07
Profit before finance cost, depreciation, amortization and taxes	182.81	176.98	145.57	145.24
Depreciation and Amortization	53.68	52.53	37.05	31.87
Profit before finance cost and taxes	129.13	124.45	108.52	113.37
Finance Cost	14.80	10.23	11.32	8.19
Profit before share of profit/ (loss) from Associates	114.33	114.22	97.20	105.18
Share of profit from joint venture	0.17	-	-	-
Exceptional Item	-	3.51	-	3.51
Profit before tax	114.50	117.73	97.20	108.69
Income Tax (credit)/expense	4.03	5.07	1.10	2.89
Net profit for the year	110.47	112.66	96.10	105.80
Other Comprehensive Income/(Loss) for the Year	-0.30	-1.09	-0.37	-0.31
Total Comprehensive Income for the year	110.17	111.57	95.73	105.49
Earnings Per Equity Share of ₹ 10 each				
Basic & Diluted (in ₹)	64.86	66.65	57.31	62.87

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year. However, TeamLease Digital Private Limited (TDPL), wholly-owned Subsidiary of the Company has acquired 80% equity stake in Ikigai Enablers Pte. Ltd., a Company incorporated in the Republic of Singapore and also made investments in Optionally Convertible Debenture (OCD).

II. Information about the Appointee:

1. Background Details: Details form part of Annexure 1 of the AGM Notice.
2. Past remuneration: Kindly refer to Annual Return placed on the Website at <https://group.teamlease.com/investor/teamlease-annual-report/> for details of remuneration paid to Executive Directors of the Company.
3. Job profile Suitability: Details form part of Annexure 1 of the AGM Notice.
4. Remuneration proposed: Detailed in this explanatory statement as well the AGM Resolution.
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Ashok Reddy, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. Ashok Reddy, does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

1. **Reasons of loss or inadequate profits:** TeamLease Services Limited has sufficient and adequate profit under Section 198 of the Companies Act, 2013 and there is no reason to believe in the drop in the same during the said tenure of appointment of Mr. Ashok Reddy or in future as well and as a precautionary measure, we have made the additional disclosures in the explanatory statement pertaining to the remuneration of the Managing Director, should there be inadequacy of profits during the said term.
2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

As stated in the point above, the Company has adequate profits under Section 198 of the Companies Act, 2013 and there is no reason to believe in the drop in the same during the said tenure of appointment of Mr. Ashok Reddy or in future as well.
3. **Expected increase in productivity and profits in measurable terms:** The Company is positive of maintaining the increase in productivity and profits year on year in same length as now and as maintained in recent past.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2025.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ashok Reddy to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

In accordance with the provisions of provisions of Section 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of Managing Director and and payment of remuneration is required to be approved by the members of the Company. Accordingly approval of the members is sought by passing the Special Resolution as set out at Item No. 6 of this Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Shareholders.

All the material documents pertaining to the above resolution shall be available for inspection by the Shareholders at the Registered Office of the Company. The Shareholders may write an email to corporateaffairs@teamlease.com by mentioning "Request for Inspection" in the subject of the email.

For Agenda Item 7

To approve the remuneration of Mr. Manish Sabharwal (DIN: 00969601), Whole Time Director and Executive Vice Chairman of the Company

The relevant details as required under SEBI (Listing, Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are mentioned in Annexure 2 of this AGM Notice.

Based on the recommendation of the Nomination and Remuneration Committee and in line with Nomination and Remuneration policy of the Company, the Board of Directors, vide their meeting conducted on June 09, 2020, and vide approval of Shareholders on September 04, 2020, had re-appointed Mr. Manish Sabharwal as the Whole Time Director and Chairman of the Company till March 31, 2022, from the date of expiry of the first term, i.e., with effect from September 01, 2020.

At the meeting of the Board of Directors conducted on July 28, 2021, Mr. Sabharwal was re-designated as Whole Time Director and Executive Vice Chairman of the Company. The Company availed Board and shareholders' approval for re-appointment of Mr. Manish Sabharwal as the Whole Time Director and Executive Vice Chairman for a term of 5 years with effect from the date of expiry of the term, i.e., with effect from April 01, 2022, subject to the approval of the Shareholders till March 31, 2027.

However, the remuneration as was approved for a period of three years till March 31, 2025, pursuant to Schedule V and other applicable provisions of the Companies Act, 2013. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, it is proposed now to seek Shareholders approval for the remuneration payable from April 01, 2025, to March 31, 2027. The Board based on the recommendation of Nomination and Remuneration Committee approved the terms & conditions of the payment of remuneration to Mr. Manish Sabharwal, the details of which are given below:

Particulars	Compensation Per Month (in ₹)	Compensation Per Annum (in ₹)
Basic	2,59,784.00	31,17,408.00
HRA	1,03,914.00	12,46,968.00
Special Allowance	2,81,361.00	33,76,332.00
LTA	4,400.00	52,800.00
Total Fixed	6,49,459.00	77,93,508.00
Annual Variable Pay	-	77,93,500.00
Total Compensation	6,49,459.00	1,55,87,008.00

These resolutions do not constitute related party transactions under the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. These resolutions, though related party transactions under Regulation 23 of LODR Regulations 2015, under the applicable accounting standards, are not material related party transactions.

This explanatory statement and the resolution at Item No. 7 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Notes:

- Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the above mentioned directors, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013.
- The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the above mentioned Directors lower/ higher remuneration and revise the same from time to time within the maximum limits stipulated above.
- In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- If at any time the above mentioned Director ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be the Whole Time Director and Vice Chairman of the Company.

- vi. The Whole Time Director and Vice Chairman is appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Whole Time Director and Vice Chairman is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry: The Company is engaged in the business of technical, legal, financial and management consultants, advisers, innovators, software, designer, marketers, fund managers, administrators, agents, recruitment and placement consultancy service providers, impart training in various fields, areas and subjects including but not limited to vocational training through any form viz. classroom, electronic media or training by correspondence and to carry of the business of conceptualizing, designing, execution and operation of all activities pertaining or relating to contract employees or of employee leasing by offering services from time to time for outsourcing administration of employees and all administrative activities related thereto and to enter into collaborations, joint venture agreements in India and with companies abroad.
2. Date of commencement of commercial production: February 02, 2000
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

₹ in Crores

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	11,155.87	9,321.53	10,236.29	8,440.80
Other Income	44.72	46.18	56.55	60.27
Total Income	11,200.59	9,367.71	10,292.84	8,501.07
Profit before finance cost, depreciation, amortization and taxes	182.81	176.98	145.57	145.24
Depreciation and Amortization	53.68	52.53	37.05	31.87
Profit before finance cost and taxes	129.13	124.45	108.52	113.37
Finance Cost	14.80	10.23	11.32	8.19
Profit before share of profit/ (loss) from Associates	114.33	114.22	97.20	105.18
Share of profit from joint venture	0.17	-	-	-
Exceptional Item	-	3.51	-	3.51
Profit before tax	114.50	117.73	97.20	108.69
Income Tax (credit)/expense	4.03	5.07	1.10	2.89
Net profit for the year	110.47	112.66	96.10	105.80
Other Comprehensive Income/(Loss) for the Year	-0.30	-1.09	-0.37	-0.31
Total Comprehensive Income for the year	110.17	111.57	95.73	105.49
Earnings Per Equity Share of ₹ 10 each				
Basic & Diluted (in ₹)	64.86	66.65	57.31	62.87

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year. However, TeamLease Digital Private Limited (TDPL), wholly-owned Subsidiary of the Company has acquired 80% equity stake in Ikigai Enablers Pte. Ltd., a Company incorporated in the Republic of Singapore and also made investments in Optionally Convertible Debenture (OCD).

II. Information about the Mr. Manish Sabharwal:

1. Background Details: Details form part of Annexure 2 of the AGM Notice.
2. Past remuneration: Kindly refer to Annual Return placed on the Website at <https://group.teamlease.com/investor/teamlease-annual-report/> for details of remuneration paid to Executive Directors of the Company.
3. Job profile Suitability: Details form part of Annexure 2 of the AGM Notice.
4. Remuneration proposed: Detailed in this explanatory statement as well the AGM Resolution.
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Manish Sabharwal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. Manish Sabharwal, does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

1. **Reasons of loss or inadequate profits:** TeamLease Services Limited has sufficient and adequate profit under Section 198 of the Companies Act, 2013 and there is no reason to believe in the drip in the same during the said tenure of appointment of Mr. Manish Sabharwal or in future as well and as a precautionary measure, we have made the additional disclosures in the explanatory statement pertaining to the remuneration of the Whole Time Director and Vice Chairman, should there be inadequacy of profits during the said term.

2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

As stated in the point above, the Company has adequate profits under Section 198 of the Companies Act, 2013 and there is no reason to believe in the drip in the same during the said tenure of appointment of Mr. Manish Sabharwal or in future as well.

3. **Expected increase in productivity and profits in measurable terms:** The Company is positive of maintaining the increase in productivity and profits year on year in same length as now and as maintained in recent past.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2025.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Manish Sabharwal to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

In accordance with the provisions of provisions of Section 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013, the payment of remuneration to Executive Vice Chairman is required to be approved by the members of the Company. Accordingly approval of the members is sought by passing the Special Resolution as set out at Item No. 7 of this Notice,

The Board recommends the resolution set forth in Item No. 7 for the approval of the Shareholders.

All the material documents pertaining to the above resolution shall be available for inspection by the Shareholders at the Registered Office of the Company. The Shareholders may write an email to corporateaffairs@teamlease.com by mentioning "Request for Inspection" in the subject of the email.

For Agenda Item 8

To alter the Articles of Association (AOA) of the Company

The Companies Act, 2013 has been amended frequently by way of notifications and circulars. Similarly, securities laws including Securities and Exchange Board of India Act (SEBI Act) and Rules framed thereunder have also undergone changes by way of numerous circulars and notifications issued by SEBI and Central Government. Earlier, the company had altered its Articles of Association to implement new provisions of Companies Act, 2013. However, in view of frequent changes thereafter, it was thought fit by the Board of Directors of the company that certain clauses of the existing Articles of Association of the company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of Articles

of Association to align the same with the prevailing provisions of the Act and Rules referred hereinabove. During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of Articles of Association has also been changed and were required to be renumbered.

The Board at its meeting held on May 21, 2025, has considered and approved proposal of new set of the AoA of the Company subject to approval of Shareholders.

As per Section 14 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of alteration of Articles of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 8 as a Special Resolution.

All the material documents pertaining to the above resolution shall be available for inspection by the shareholders at the Registered Office of the Company. The Shareholders may write an email to corporateaffairs@teamlease.com by mentioning "Request for Inspection" in the subject of the email.

For Agenda Item 9

To approve change in designation of Mr. Narayan Ramachandran (DIN: 01873080) to Non-Executive and Non-Independent Director of the Company

The relevant details as required under SEBI (Listing, Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are mentioned in Annexure 3 of this AGM Notice.

Mr. Narayan Ramachandran was appointed as Non-Executive & Independent Director of the Company w.e.f. July 09, 2015, and later re-appointed as on July 08, 2020. He has significantly contributed to the governance and strategic direction of the Company during his tenure. Based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, it is proposed to change Mr. Ramachandran's designation to Non-Executive and Non-Independent Director, liable to retire by rotation, effective from start of business hours of July 08, 2025, following his retirement as Independent Director. Consequently, his term as Independent Director and Lead Independent Director will end at the close of business hours on July 07, 2025.

The Company recognizes Mr. Ramachandran's extensive experience, valuable insights, and commitment, which are vital for its continued success. His continued association as a Non-Executive and Non-Independent Director will ensure that the Board benefits from his expertise while aligning his designation with the evolving needs of governance and corporate strategy.

Upon his change in designation, Mr. Ramachandran will be entitled to remuneration linked to his participation in Board and Committee meetings whether as the Chairman or a Member of the Committee(s), as well as reimbursement of travel and conveyance expenses incurred for attending such meetings. As per the Companies Act, 2013, his remuneration will be confined within the permissible limits. The proposed sitting fee structure is as follows:

SR. NO.	PARTICULARS	AMOUNT (in ₹)
1	Sitting fees per Board Meeting	1,00,000
2	Sitting fees per Committee Meeting	1,00,000

The proposed change in designation and remuneration is in compliance with the provisions of the Companies Act, 2013, the Rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Necessary approvals have been sought to facilitate this change, ensuring adherence to all applicable laws and regulations.

The Board is of the view that the appointment of Mr. Narayan Ramachandran on the Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

None of the other Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Ramachandran, are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board of Directors and the Company Secretary & Compliance Officer are severally authorized to undertake all necessary actions to implement the resolution, including settling any questions or difficulties that may arise during the process.

This resolution requires approval as Special Resolution by the Members of the Company at the Annual General Meeting.

The Board recommends this 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 Fifth (25th) Annual General Meeting – Friday, September 19, 2025

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 Fifth (25th) AGM to be held on Friday, September 19, 2025, at 03:00 P.M. IST through VC/OAVM facility. The Company has engaged the services of KFin Technologies 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 16, 2025 at 09:00 A.M. IST	Thursday, September 18, 2025 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 Fifth (25th) AGM of the Company to be held on Friday, September 19, 2025.

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: July 31, 2025

Place: Bangalore

By Order of the Board of Directors
TeamLease Services Limited

Alaka Chanda
Company Secretary and Compliance Officer
Membership No: F10911

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 einward.ris@kfintech.com and it should reach the Company by email not later than Thursday, September 18, 2025 (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 einward.ris@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 16, 2025 (09:00 A.M. IST) and ends on Thursday, September 18, 2025 (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 12, 2025 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 12, 2025, 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 12, 2025, 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
- Shareholders who have already registered and opted for IDeAS facility to follow below steps: - Go to URL: https://eservices.nsdl.com - Click on the "Beneficial Owner" icon under 'IDeAS' section. - On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-Voting" - 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 - User not registered for IDeAS e-Services - To register click on link: https://eservices.nsdl.com (Select "Register Online for IDeAS") or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields - First-time users can visit the e-Voting website directly and follow the process below: - Go to URL: https://www.evoting.nsdl.com/ - Click on the icon "Login" which is available under 'Shareholder/Member' section. - Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. - Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. - 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.	- Members who have already registered and opted for Easi/ Easiest to follow below steps: - Go to URL: https://web.cdslindia.com/myeasitoken/home/login/ ; or - URL: www.cdslindia.com and then go to Login and select My Easi New (Token) - Login with user id and password. - The option will be made available to reach e-Voting page without any further authentication. - Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period - User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration - Proceed with completing the required fields. - First-time users can visit the e-Voting website directly and follow the process below: - Go to URL: www.cdslindia.com - Click on the icon "E-Voting" - Provide demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. - After successful authentication, the user will be provided links for the respective ESP where the eVoting is in progress. - 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.

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.

TeamLease Services Limited

Annual Report 2024-25



EMPOWERING NATION'S *HUMAN* POTENTIAL



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To see the report online
please log on to

<https://group.teamlease.com/>
or scan the QR code







As India strides forward, its employment landscape is undergoing a remarkable transformation, shaped by evolving economic opportunities and shifting social dynamics. Escalating geopolitical tensions and policy uncertainties—particularly fluctuating trade tariffs—have introduced volatility into global markets, which in turn adversely impacts India's employment landscape.

A nation of over a billion people, India holds immense potential. Yet, the widening skills deficit presents a formidable challenge. The gap between available talent and the rising demand for skilled labour remains a pressing concern. In this climate of uncertainty, engaging in scenario planning and evaluating medium- to long-term strategies has become not only prudent but essential, guided by a sense of cautious optimism.

At TeamLease, we firmly believe that a thriving economy is built on a strong, skilled and well-educated workforce. Guided by this conviction, we are committed to bridging the critical divide between talent supply and demand. Through strategic planning, skills development and continuous innovation, we aim to foster an environment where India's youth not only survive, but thrive—driving the nation's growth and prosperity. We empower individuals by connecting them with the right opportunities and equipping them with

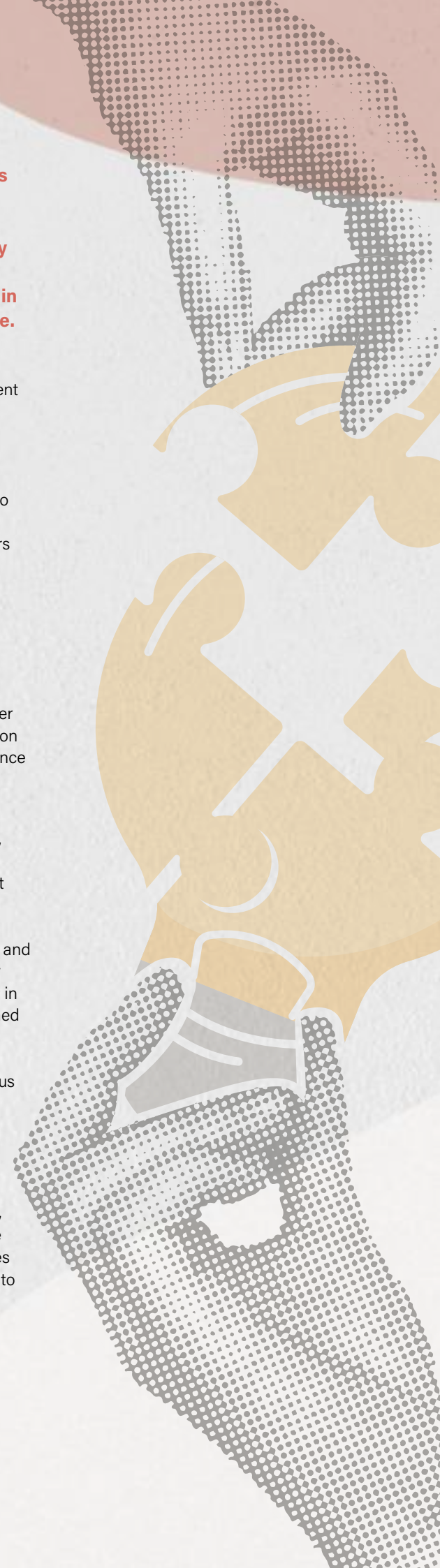
the capabilities required to succeed. By closing the talent gap, we enable businesses to optimise their workforce, unlocking new levels of productivity and potential. In doing so, we contribute to building a resilient, future-ready workforce that powers India's progress.

Our growth blueprint, built on a threefold approach, encompasses new logo acquisitions through a combination of tech and personal interactions, deeper engagements and digitisation of hiring processes to enhance efficiency in candidate sourcing and matching.

In our pursuit of excellence, we remain dedicated to delivering exceptional client service. By streamlining operations, advancing recruitment methodologies and continuously improving our approach, we are confident in our ability to deliver sustained value to our enterprise clients. With a robust sales pipeline and a strategic focus on higher-margin clients, we are well-positioned for long-term growth.

On the operational front, we are strengthening our hiring teams, laying a solid foundation to navigate future challenges. Our core priorities, product expansion within our existing client base, sales acceleration, cost optimisation and ongoing digitisation, are set to propel our momentum and guide us towards new milestones.

The road ahead presents both challenges and boundless opportunities. We are not merely navigating the future—we are actively shaping it, empowering individuals, optimising businesses and advancing the national workforce towards new frontiers of success.





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.

ABOUT THE REPORT

We are pleased to present the fourth edition of our Integrated Annual Report for the financial year ended March 31, 2025. This report offers a detailed and holistic view of our operations, strategic priorities, and performance. It also reflects the evolving landscape of our business, the challenges we face, and how our strategies are grounded in a responsible approach to long-term value creation. Integrated and sustainable thinking is central to how we manage our resources, our relationships, our capitals, and our stakeholders over time.

Reporting Framework

Our report is prepared in accordance with the International Integrated Reporting Council (IIRC) framework. It outlines how we create value through the lens of the six capitals, which shape our strategy and materiality assessment. We also align our actions with the United Nations Sustainable Development Goals (SDGs), underlining our broader commitment to delivering outcomes that matter to all our stakeholders. The financial and regulatory disclosures follow applicable Indian laws, including the Companies Act, 2013, Indian Accounting Standards, SEBI (LODR) Regulations, 2015, and Secretarial Standards.

Reporting Period

This report covers the 12-month period from April 1, 2024 to March 31, 2025. Select sections may include references to prior years for context. It is presented on a standalone basis and consolidation basis for TeamLease Services Limited and adheres to the regulatory landscape of the Republic of India.

Reporting Boundary

The financial data and insights shared in the FY25 Integrated Annual Report pertain to TeamLease Services Limited and its subsidiaries.

ASSURANCE

To maintain the credibility of the information disclosed, our

management has carefully reviewed the contents of this report. Our Statutory Auditors, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, have provided an unmodified opinion on the Financial Statements, which is included as part of our assurance process.

Management Responsibility Statement

We take full responsibility for the integrity, accuracy, and transparency of the information presented in this Integrated Annual Report. We confirm that all material matters relevant to our business, our stakeholders, and our capitals have been addressed. This report reflects our capacity to pursue opportunities and respond to risks in a way that supports sustainable value creation.

ABOUT US

Advancing the nation's progress

With over two decades of experience, we have emerged as one of India's leading providers of workforce and talent solutions. We are driven by the commitment to empowering individuals and optimising the connection between employers and job seekers across diverse industries.

As the demand-supply gap in India's labour market continues to widen, we are advancing efforts to bridge this divide through targeted employment support, skills development and digital workforce initiatives.

As the operators of India's first National Skill University, established through a pioneering public-private partnership, we are unlocking opportunities to build a future-ready workforce. By equipping individuals with relevant, in-demand skills, we are not only addressing immediate market needs but also helping to realise the full potential of India's demographic advantage.



24 lakhs+

individuals hired since inception
(Company Data, cumulative hiring since 2002)



3.5 lakhs+

associates and trainees
on active payroll



7 lakhs+

students enrolled in
employability programs



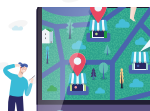
800+

employers engaged through
e-workforce services



4,000+

clients served with staffing
and workforce solutions





LEADING

private operator of India's PPP Apprenticeship Program



LISTED

on NSE and BSE since 2016



Our Services



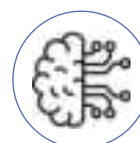
Staffing
Services



Hiring
Services



Infrastructure
& Assets
Management



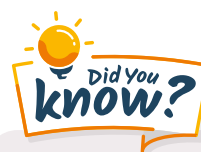
Learning
Services



Degree
Apprenticeship



Compliance
Services



In FY 2015, we introduced India's first-ever Degree Apprenticeship (DA) Programme, a model specifically built to blend classroom learning with real, paid work experience. Tailored especially for young people just finishing their 10th or 12th standard, our programme helps them to gain a degree while developing practical, job-ready skills.

OUR REACH

Expanding footprint, Enabling Progress



Our Offices

Domestic

1 Ahmedabad	9 Kolkata
2 Bangalore	10 Lucknow
3 Bhubaneshwar	11 Mumbai
4 Chennai	12 Pune
5 Dehradun	13 Noida
6 Delhi	14 Vijayawada
7 Gurugram	15 Kollam
8 Hyderabad	16 Indore

International

- | |
|--------------|
| 17 Singapore |
| 18 Dubai |

OUR JOURNEY

Driving change with strategic foresight

Acquired 90% Stake in TSR Darashaw and 30% of Crystal HR which helps us to enter the HRTECH space. Further expanded to Singapore and Dubai via acquisition in Specialized Staffing vertical.



2024-25

2021



We appointed Narayan as Independent Chairman, added three independent directors, and raised our stake in Avantis to 60%. We also surrendered our PF Trust and migrated to EPFO, becoming India's largest IT staffing company by headcount.

We raised our stake in FW.com to 100%, increased our EdTech stake by 36.17%, and acquired a 4.89% stake in Avantis.



2020

2018-19



We acquired a 33.33% stake in Avantis (RegTech) and expanded our IT staffing business by acquiring verticals from Ecentric (April 2019) and IMSI (November 2019).

We acquired Keystone Business Solutions to scale our IT staffing business, purchased a 30% stake in FW.com, and entered the telecom staffing and online education sectors through Evolve Tech and a 40% stake in Schoolguru.



2017

2015-16



We listed on the BSE and NSE and acquired ASAP Info Systems and Nichepro Technologies to expand into IT staffing.

We signed an MoU with the Government of Gujarat to set up India's first Skills University and became a founding member of the Indian Staffing Federation.



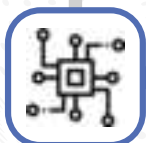
2011

2008-09



We received our first round of private equity investment from Gaja Capital and initiated apprenticeship revamp discussions. Compliance became a standalone business unit.

We strengthened our technology infrastructure, published our first labour report, and launched new service offerings.



2005-07

2002



We began operations with 20 clients and 40 employees across four offices.

CHAIRMAN'S COMMUNIQUE



Our general staffing business, the backbone of our operations, delivered a commendable net headcount addition of 25,000, reflecting an approximate 9% growth over the previous year.

Dear Shareholders.

As we are each aware, the world has changed dramatically over the last few years. First came an unprecedented pandemic with a large global footprint. International supply, demand, people movement and logistics were significantly impacted. Then came the response through monetary and fiscal policy actions. Developed economies pump-primed their economies to such a great extent that years later we are still dealing with the economic and political fallout of those actions. More

recently there is conflict and warfare in every continent and an on-going global trade war initiated from American shores. Geopolitics is impacting trade flows, growth and inflation which in turn is having a material impact on the economic trajectory of individual countries. This year, global growth is expected to be a little under 3%. A number less than 3% is considered sluggish growth, bordering on global recession. China's anaemic growth and its excess capacity for manufactured goods are especially worrying in this regard.

India is a relative oasis of growth

In the context of an uncertain world, India remains an oasis of growth. Over the last year and this one, India's growth is expected to average nearly 7%. This will make India the fastest growing large economy in the world. The Indian economy has been significantly supported by consumption and moderately by public and private capital expenditure. Interest rate cuts made by the RBI in 2025, will likely provide further fillip to both these pillars of growth. Consumption growth increases demand for service workers particularly in the packaging and delivery chain. In FY 2024-25 a series of regulatory actions impacted demand for contract workers in the financial services sectors. Those actions appear to be behind us now.

The Year in Review for TeamLease

Our general staffing business, the backbone of our operations, delivered a commendable net headcount addition of 25,000, reflecting an approximate 9% growth over the previous year. Notably, 37% of these additions stemmed from new client acquisitions, indicating the trust that our new partners have placed in our expertise and delivery capability.

Top-line momentum remained strong, with revenue growing 21% year-on-year, underpinned by disciplined execution and operational excellence. While urban demand lagged and sectoral challenges persisted, the final quarter of FY 2024-25 demonstrated signs of recovery, particularly within consumer businesses. E-commerce, especially quick commerce, and the telecom sector recorded strong growth, especially in Tier 2 and Tier 3 cities. This growth can be attributed to network expansion and the rise of dark stores, helping in offering seamless shopping experiences and rapid delivery.

Top-line momentum remained strong, with revenue growing 21% year-on-year, underpinned by disciplined execution and operational excellence.

On the other hand, the banking and financial services sector presented a mixed picture, with hiring gains early in the year dampened by regulatory actions, particularly from the Reserve Bank of India around KYC norms and NBFC fintech lending. The restoration of lower risk weights on bank loans to NBFCs in February 2025, coupled with income tax relief effective April 2025, offers a glimmer of hope. We approach these developments with cautious optimism and are prepared to capitalise on emerging opportunities.

Last, but certainly not least, we maintain a healthy free cash balance of over Rs. 300 Crores. We used a modest amount of cash in FY 2024-25 to strengthen our global footprint, and we stand ready to deploy our free cash in any idea that will enhance our service offering and your business returns.

During the year, we made two strategic acquisitions in HR tech space- Wallet HR and TSR Darashaw. Wallet gives us access to the complete HCM suite and TSRD provides an opening balance of large BFSI clients on a managed payroll model. These two acquisitions bring in a client base of 500+ customers serving 4.5 Lakhs records.

Our unwavering commitment to specialised skills hiring and innovative delivery models promises a positive path ahead amidst testing times.

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. Investments in our technology backbone over the last few years and a continuing focus on operational excellence create the opportunity for steady growth in free cash flow.

Our success is a reflection of your continued trust, and 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, we thank you for your belief in us.

At TeamLease we believe in what Rabindranath Tagore said, "You cannot cross the sea merely by standing and staring at the water". Our actions are oriented towards creating an organization that is resilient to uncertainties and yet can seize opportunities as they arise. Each year, we rededicate ourselves to ethical practice, steady growth and prudent use of capital. The rest, as they say, is merely compounding!

Warm regards,

Narayan Ramachandran

Non-Executive Chairman & Lead Independent Director TeamLease Services Limited

MD AND CEO'S MESSAGE



We derive strength from complementary adjacencies and synergies, forging a path that enables us to meet our long term objectives. This year, we invested close to INR 36 crores, inclusive of working capital requirements, to acquire a 90% stake in TSR Darashaw HR, an 80% stake in Ikigai (now renamed TeamLease Digital Singapore PTE) and a 30% stake in Crystal HR.

Dear Shareholders,

It is my privilege to present the Integrated Annual Report for FY 2024-25, a year that was important for consistent growth, resilience, and efficiency of our business model.

Today, India has emerged as a veritable powerhouse, prepared to harness its immense demographic dividend to drive both transformation and economic growth on the back of domestic driven consumption. With the Indian government enabling skilling and employment opportunities nationwide, we at TeamLease remain committed to our mission of 'putting India to work' and contribute to its growth story.

The year under review presented a mix of opportunities and obstacles, simultaneously encouraging us to adapt, innovate and emerge stronger. Before I delve into our achievements, segment-wise results, key acquisitions and our future plans, I would like to take this moment to acknowledge the

profound trust that our shareholders have placed in us; it is their support that encourages us at TeamLease to deliver long-term value.

Impact measured through numbers

We achieved a revenue growth of 20% compared to FY '24, reflecting our ability to navigate headwinds and sustain our positive momentum. While challenges in the banking and financial services sector did temper our progress, especially in the second half of the year, we successfully added a net total of 27,650 billable associates across the group.

Over 232,000 new associates joined us during the year, with 32% being first-time entrants to formal employment. These numbers are a result of our efforts to foster formal employment across the country.

While EBITDA increased by 6%, profit before tax recorded moderation on a year-on-year basis. As of March 31,

2025, our free cash balance stands at INR 310 crores, providing a solid foundation for future endeavours.

Segment-Wise Performance

General Staffing

Our general staffing business has demonstrated strong performance, recording a net addition of 25,000 associates, which marks a 9% increase over the previous year. The agile execution to deliver to client open positions drove the revenue up by 21% on a diversified client base.

The consumer sector, encompassing durables, goods and retail, recorded a strong growth, propelled by robust demand in e-commerce and quick commerce, particularly in Tier 2 and Tier 3 cities. Further, telecom contributed to volume growth, owing to consolidation and rapid network expansion initiatives by service providers. However, the BFSI vertical faced challenges, facing a decline of 7,500 associates in the final quarter due to regulatory shifts. We remain optimistic for a strong recovery in BFSI sector starting of the festive season in 2025.

Degree Apprenticeship

In our Degree Apprenticeship (DA) business, we added 2,500 associates, successfully navigating to the phase-out of the NEEM programme. We are shifting our focus to work-integrated learning programs along with schemes like NAPS and NATS. Initial hiccups in government direct benefit transfers led to slower hiring, but a resolution in February 2025 revived demand. This segment remains vital to our mission of building skills, education and supporting employability, strategically aligning with national objectives.

Specialised Staffing

Our specialised staffing segment faced a cautious IT services market this year, leading to a slight headcount reduction due to global headwinds and uncertainty in discretionary IT capex. Nevertheless, we achieved a 16% increase in per-associate-per-month (PAPM) realisation, and our recruitment productivity increased by 11%, supported by ongoing investments in training and cutting-edge technology.

Our partnerships with over 75 Global Capability Centres (GCCs) contributed a robust 40% of headcount and 60% of revenue.

Other HR Services

Our EdTech business grew 66% over last year in revenue but collection delays impacted our margins. Looking ahead, we believe we can sustain healthy growth and drive for a stable EBITDA margin in this vertical for FY '26, building on continuous process improvements and operating leverage.

On the other hand, our HR tech business recorded a negative EBITDA in FY 2024-25, a deliberate outcome of substantial investments in both sales expansion and innovative product development. However, we believe this lays a robust groundwork for future gains in this market / product space.

The Regtech digital business grew 33% and overall was EBITDA positive at 8%. The combination of a technology solution coupled with services is a potent combination for the market and we believe we are positioned to take advantage of that.

Capital Allocation

We derive strength from complementary adjacencies and synergies, forging a path that enables us to meet our long term objectives. This year, we invested close to INR 36 crores, inclusive of working capital requirements, to acquire a 90% stake in TSR Darashaw HR, an 80% stake in Ikigai (now renamed TeamLease Digital Singapore PTE) and a 30% stake in Crystal HR.

The integration of Ikigai enhances our ability to serve clients in new geographies by expertly leveraging an expansive delivery network, while strategic investments in TSRD and Wallet help in diversifying our portfolio and strengthening our service offerings in HR solutions.

Poised for long-term success

Our blueprint for building a future-ready organisation hinges strongly on the core values of TeamLease. Currently, we have large number of open positions, and we aim to build on this demand, particularly by fostering

significant growth in consumer, retail, quick commerce, GCCs and among non-tech firms that are increasingly adopting digital solutions. Further, we strive to leverage the transformative power of technology, investing in AI-powered candidate matching and automation to improve the speed and quality of our delivery and operations.

We are strategically planning to deepen client relationships, expanding our variable markup contracts, which notably reached 71% of new client sign-ups this year. Our emphasis on productivity, evident in an FTE ratio to associates of 378 and a 11% improvement in recruiter efficiency, will continue to optimise cost management and empower us to provide better client services.

Moving forward, we aim to leverage our acquisitions to improve revenue growth and bolster margins, especially in the HRtech space. We believe that supportive policies from the government for job creation, formalisation, Ease of Doing Business and employability initiatives, will further help us in the employment cluster businesses.

Unlocking our highest potential

FY 25 has been a pivotal year for the organisation as it compelled us to play to our inherent strengths, fine-tune our strategies and stride ahead given the macro economic and global situations. As we prepare for the upcoming year ahead, we are extremely grateful for the invaluable lessons learnt along the way.

I want to extend my deepest gratitude to every single member of TeamLease, clients and the investor community who was part of this journey. We eagerly look forward to continuing our work together, delivering value to our clients, employees, shareholders and society.

I look forward to a year of progress and success with our esteemed shareholders by our side.

Yours sincerely,

Ashok Reddy
Managing Director & CEO

A CONVERSATION WITH THE CFO



The margin moderation reflects a few strategic and market-driven factors. Firstly, the challenges in the BFSI sector during the second half impacted our operating leverage targets in Staffing vertical. Secondly, we made deliberate investments in our HR tech business this year, focusing on sales expansion and product development.

Q: Despite global uncertainties, India's economy seems to be a bright spot. From your perspective, what does this macro landscape mean for TeamLease, and how is the company positioned to capitalize on it?

Ramani Dathi: India's economy is fundamentally driven by domestic consumption which remains the core pillar of economic activity and resilience. With robust consumer demand across sectors and projected GDP growth hovering around 6-6.5%, India is well-positioned to maintain steady growth despite global uncertainties. This directly fuels demand for service workers in sectors where we are strong, such as e-commerce, retail, and telecom, which is booming thanks to the 5G rollout.

What is equally encouraging is the alignment between our mission and national policy. Government initiatives focused on job creation, formalization of the workforce, and skilling create

a very supportive ecosystem for our services. Our diversified model, from general staffing to specialized digital skills and degree apprenticeships, allows us to meet the market where the demand is. Despite ongoing challenges in sectors like IT and BFSI, TeamLease is diversifying its portfolio, leaning into GCCs, enterprise clients, and apprenticeship models. This strategy helps the company mitigate sector-specific headwinds and aligns with structural domestic demand.

Q: The fiscal year 2024-25 has been described as a "tale of two halves" for TeamLease. Could you elaborate on the financial performance through this lens?

Ramani Dathi: That's an accurate description. We started the year with strong, broad-based growth. The first half saw significant hiring momentum, particularly in the banking and financial services (BFSI) sector, where we added over 18,000 associates. However, the second half brought macroeconomic

headwinds. Regulatory changes, especially the Reserve Bank of India's actions around KYC norms and lending, led to a slowdown in BFSI, causing a decline of 7,500 associates in that vertical in the final quarter alone.

Despite these challenges, our full-year consolidated revenue grew by a healthy 20% to reach ₹11,201 crores. This resilience was largely driven by our general staffing business, which saw a net addition of 25,000 associates for the year. So, while our pace was tempered in the latter half, the overall picture is one of sustained growth in a tough environment.

Q: While revenue growth was strong, the consolidated EBITDA margin saw a slight moderation to 1.2%. What were the key factors contributing to this?

Ramani Dathi: The margin moderation reflects a few strategic and market-driven factors. Firstly, the challenges in the BFSI sector during the second half impacted our operating leverage targets in Staffing vertical. Secondly, we made deliberate investments in our HR tech business this year, focusing on sales expansion and product development. This resulted in a negative EBITDA for the HR tech vertical in the short term, but it's a strategic investment we believe will lay the groundwork for future profitability.

Finally, while our EdTech business saw an impressive 66% revenue growth, delays in collections impacted its margins for the year. We are confident that with process improvements, we can achieve more stable EBITDA margins in this vertical going forward.

Q: TeamLease made several acquisitions this year, investing nearly ₹36 crores in TSR Darashaw HR, Ikigai Enablers, and Crystal HR. What is the financial strategy behind these acquisitions?

Ramani Dathi: Our acquisition strategy is guided by the principle of capital frugality and focuses on strengthening



The 80% stake in Ikigai Enablers, now TeamLease Digital Singapore, is a strategic move to expand our specialized staffing footprint into Southeast Asia and the Middle East. This allows us to better serve our clients' cross-border staffing needs. Each of these investments is designed to enhance our service portfolio, open new markets, and ultimately, improve our margin profile over the long term.



our service offerings in complementary areas. The acquisition of a 90% stake in TSR Darashaw and a 30% stake in Crystal HR significantly bolsters our HR tech capabilities. TSRD provides us an entry into the managed payroll space with a strong portfolio of large BFSI clients, while Crystal HR gives us a foothold in the cloud-based HRMS SaaS platform market.

The 80% stake in Ikigai Enablers, now TeamLease Digital Singapore, is a strategic move to expand our specialized staffing footprint into Southeast Asia and the Middle East. This allows us to better serve our clients' cross-border staffing needs. Each of these investments is designed

to enhance our service portfolio, open new markets, and ultimately, improve our margin profile over the long term.

Q: The company maintains a strong free cash balance of ₹310 crores. How does this financial stability influence your strategy for the upcoming year?

Ramani Dathi: Maintaining a robust free cash balance is a cornerstone of our financial strategy. This cash position allows us to continue making targeted investments in technology, such as our new AI-powered recruitment platform slated for a FY26 launch, and to pursue strategic, returns-driven acquisitions that enhance our capabilities. It gives us the confidence to play the long game, focusing on sustainable, capital-efficient growth. Having said that, the board is also evaluating formal dividend distribution policy and other options like share buyback.

Q: Looking ahead, what are the key financial priorities for TeamLease to ensure sustainable value for shareholders?

Ramani Dathi: Our financial priorities are clear. Maintain consistent revenue CAGR of 18-20% with an EBITDA CAGR of 25% and ROCE of over 30%.

Finally, we will maintain our disciplined approach to capital allocation be it acquisitions, long term investments or profit distribution. Every investment will be scrutinized for its potential to generate long-term value. By focusing on growth, improving margins, and managing capital prudently, we are confident in our ability to continue delivering sustainable returns to our shareholders.

STRATEGY

Built to empower, enable, excel

Our strategic focus has remained firmly rooted in four key pillars-- Growth, Margin Expansion, Capital Frugality and Governance. These principles have shaped our investments, streamlined our operations and improved value creation process for our consumers, empowering us to navigate a dynamic market landscape.

GROWTH

We concentrated on expanding into new markets and adjacent service areas to establish a stronger presence as a workforce solutions platform.

HR Services Diversification

Acquisition	Stake Acquired	Key Metrics	Strategic Advantage
TSR Darashaw HR	90%	450+ payroll clients 465,000 monthly payslips	Strengthened payroll outsourcing capabilities
Crystal HR	30%	400+ customers	Entry into cloud-based HRMS SaaS platform
Digital Singapore PTE	80%	15+ enterprise and 25+ startup clients	Strategic expansion to a diverse clientele in high-growth Singapore and UAE markets

International Expansion

We are steadily expanding our international footprint, especially in Southeast Asia and the Middle East, through the acquisition of an 80% stake in Singapore-based Ikigai Enablers Pte. Ltd. This step represents a significant step in meeting cross-border staffing needs and unlocking a new client markets abroad.

Segment Focus

We refine our domestic IT staffing strategy to prioritise high-growth areas such as Global Capability Centres (GCCs), cloud, cybersecurity and data analytics. These segments accounted for approximately 60% of our specialised staffing revenue in FY25.³

MARGIN EXPANSION

We meticulously tailored an approach to align our client portfolio, pricing strategies and operational workflows, all geared towards maintaining profitability despite tight margins.

Digital Investments

We are making good progress in building a new recruitment platform to automate volume hiring, with a launch targeted for FY26. Internal tech upgrades in the first half of FY25 improved productivity, which enabled our core team to support 6% more associates without the need for increased headcount.⁴

Pricing Strategy

We Transitioned ~71% of our new client contracts to a variable markup model during FY25. This shift allows flexibility in managing wage fluctuations, protects margins in volatile wage environments, and supports predictable profitability, especially given sectoral uncertainties observed in BFSI and retail segments.

Learning-Integrated Staffing

Our Degree Apprenticeship (DA) business added 2,500 new clients in FY25. Currently, around 27% of our clients are utilising our skilling or apprenticeship offerings, boosting workforce productivity and helping us build our brand image.

CAPITAL FRUGALITY

We remained selective in capital deployment, focusing on returns-driven acquisitions and internal efficiencies.

We focused on investments in HRTech and SaaS-based services that were expected to boost our profit margins. Further, we maintained a robust free cash balance of INR 310 Cr, supporting strategic investments without diluting financial stability.

GOVERNANCE

Strengthening organisational governance remained a key focus in FY25 as we scaled operations and broadened the scope of our services.

We ensured smooth integration of our acquired businesses within our existing compliance and reporting frameworks. Further, we continued to invest in internal controls and statutory processes. Throughout this period, we ensured to uphold transparency in performance reporting and strategic disclosures.

LEVERAGING MACRO TRENDS

Harnessing tailwinds to grow and succeed

We responded to sector-specific shifts, macroeconomic pressures and regulatory developments with targeted actions aimed at protecting our margins, crafting effective risk mitigation strategies and capitalising on policy tailwinds.

BFSI

Volatility Amid Regulatory Changes

In the first half of FY25, we witnessed strong hiring momentum in the banking and financial services sector, adding over 18,000 associates. This growth was largely driven by expansion in consumer lending, insurance and fintech.

However, the pace slowed in the second half of the financial year as strict regulations from the RBI on microfinance, including stringent KYC requirements and a rise in NPAs, impacted hiring. Overall, the demand for associates in this sector grew by ~5% yoy.

To stay ahead of the curve, we refined our approach, increasing our activity in manufacturing and retail to balance the dip in hiring in the BFSI. We also adjusted our compliance processes to meet the new standards set by the RBI.

Manufacturing

Low Growth Amid Demand Constraints

While high input costs and weak discretionary demand across the auto, electronics and FMCG sectors presented challenges for the manufacturing sector, this was balanced by positive trends such as supply chain diversification and PLI schemes. As a result, hiring grew modestly by ~2% year-on-year.

We continued to serve this sector while redirecting our sales efforts towards faster-growing areas. Simultaneously, we expanded the deployment of Degree Apprenticeship (DA) programmes in factory roles to bridge the talent gap.

Retail and E-commerce

Seasonal Fluctuations, Attrition Pressure

Subdued consumer sentiment and inflationary pressures impacted workforce stability in the retail and e-commerce space. Further, there was a sharp rise in attrition rate following the festive season, with overall staff retention declining by ~4% year-on-year.

To address this, we implemented continuity plans, incorporated skills development into our staffing contracts to improve retention and worked closely with clients on better workforce planning during periods of increased recruitment.

Policy & Regulatory Environment

Evolving to excel

FY25 witnessed continued shifts in workforce-related policies that shaped staffing models and influenced cost structures. The rollout of new labour codes, particularly revised wage norms, increased compliance costs for employers. Additionally, government-backed initiatives such as the PM Internship Scheme and UGC's apprenticeship-embedded degree guidelines strengthened the nation's focus on employability.

We collaborated with clients to apply required pass-through pricing and kept our EBITDA steady by increasing overall productivity.

IT Services

Continued Caution, Targeted Recovery

The IT sector is currently navigating several headwinds, including softening global demand, client putting a freeze on hiring and increasing pressure on margins. Hiring has decreased significantly, particularly among mid-sized firms, resulting in a 10% year-on-year decline in IT staffing.

In response, we sharpened our focus on Global Capability Centres (GCCs) and prioritised building high-demand skillsets, such as cloud, cybersecurity and data analytics. By FY25, these areas accounted for 60% of our specialised staffing revenue.

Telecom

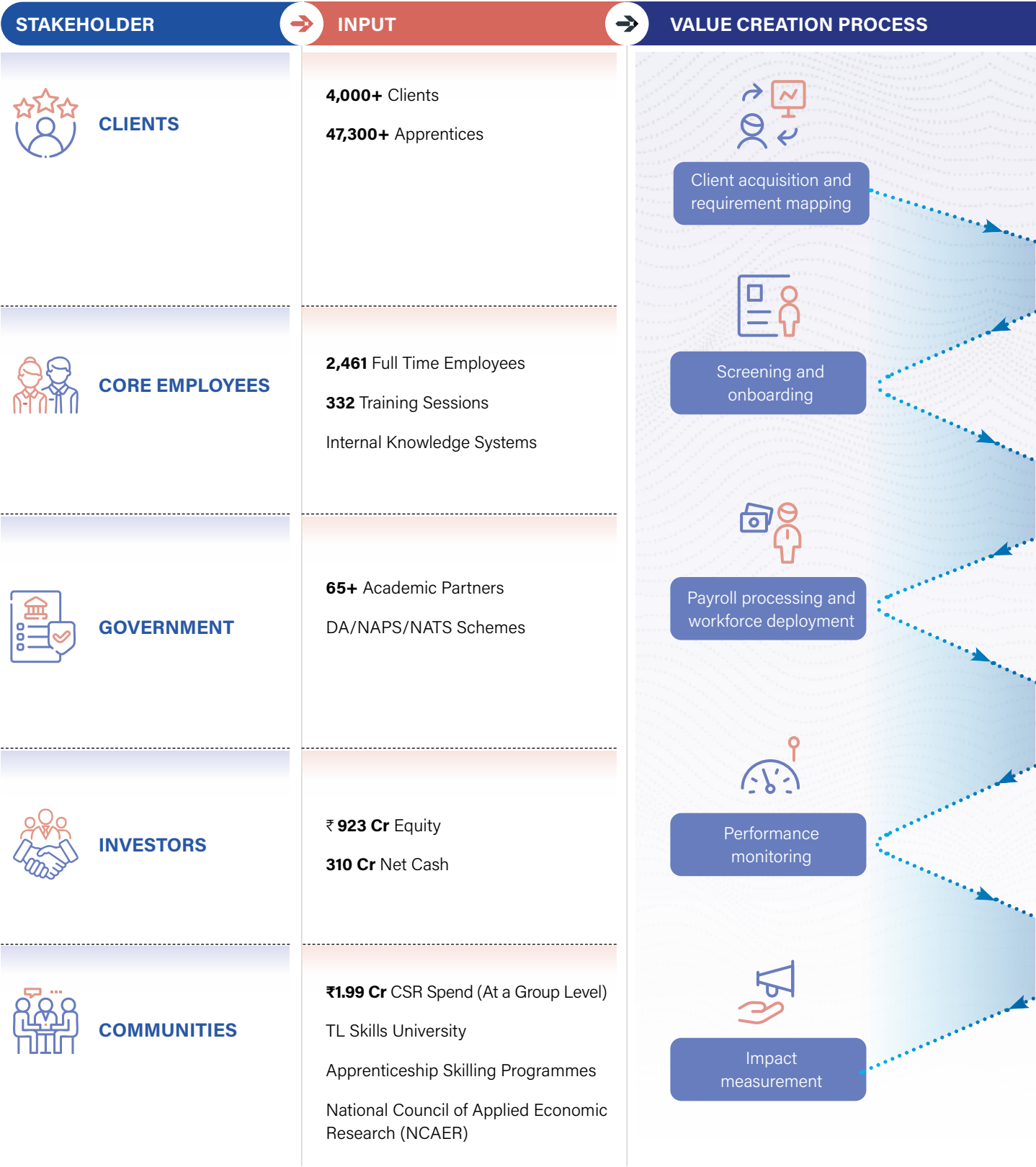
Steady Expansion on 5G Rollouts

The ongoing rollout of 5G deployment projects maintained strong demand for contract staff, particularly in network setup and backend operations, resulting in a 3% year-on-year increase in headcount in this sector.

In response, we doubled down on telecom staffing accounts and integrated HRMS and EdTech tools to manage scale and maintained adherence to compliances more effectively.

BUSINESS MODEL

Accelerating value-accretive progress



	→ OUTPUT	→ VALUE CREATED
 Talent sourcing via platforms and campuses	 5.9 Lakhs+ Apprentices Engage till date 34% Clients use DA Education 87 New DA Clients	◇ Sustainable & Scalable Supply chain ◇ Enhancing workforce productivity & engagement
 Skilling (DA, EdTech, vocational) integration	 100% employees covered under mandatory trainings on LMS on POSH, Code of Conduct, Information Security and Business Continuity	◇ Higher retention ◇ Better morale ◇ Career pathways ◇ Cost-effective delivery
 Compliance tracking and reporting	 47,300+ DA learning Apprentices 5,800+ New Trainees under PMIS/NATS Aligned to Apprentices Act & NEP	◇ Leading TPA for NAPS/NATS ◇ Driving adoption of New Education policy through industry academia partnership ◇ Trusted partner to central programmes
 Client feedback and account management	 110 Cr PAT 138 Cr EBITDA 65 EPS	◇ Stable margins ◇ Sustainable cash flows ◇ Improved capital productivity
	 7 Lakhs Students across TL Skill University & TL EdTech Employability Boosted in 40+ Sectors	◇ Improved livelihoods ◇ Inclusive access to jobs ◇ Local skilling capacity created

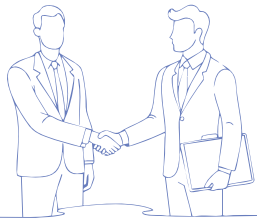
STAKEHOLDER ENGAGEMENT

Growing together

Stakeholders



CLIENTS



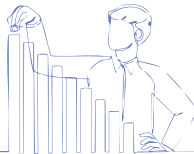
EMPLOYEES



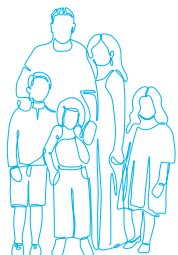
GOVERNMENT & REGULATORS



INVESTORS



COMMUNITIES



Expectations



- Workforce flexibility
- Sector-specific expertise
- Digital hiring efficiency
- Compliance assurance

- Transparent Pay
- Upskilling
- Role Clarity
- Safety
- Career Pathways

- Workforce Formalisation
- GST Compliance
- Apprentice Mobilisation
- Education-Employment Linkage

- Margin Stability
- RoCE Focus
- Transparent Governance
- Strategic Alignment

- Employment access
- Vocational Training
- Digital Upskilling
- Inclusion (Gender & Rural)

Modes of Engagement



Frequency of Engagement



Capital Linkages



- ⌞ Quarterly Business Reviews
- ⌞ Integrated HR Tech Dashboards
- ⌞ Joint Workforce Planning
- ⌞ Real-Time Service Portals

Continuous and structured
(monthly/quarterly)

- ⌞ Financial Capital
- ⌞ Manufactured Capital
- ⌞ Social and Relationship Capital

- ⌞ Internal web portals
- ⌞ Grievance Redressal Platforms
- ⌞ L&D Sprints
- ⌞ Leadership Connects
- ⌞ Digital Payslips

- ⌞ Monthly (Operations)
- ⌞ Quarterly (Performance Reviews)
- ⌞ AD HOC (L&D)

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

- ⌞ Joint Policy Working Groups
- ⌞ MoUs (e.g. PMIS)
- ⌞ Digital Compliance Filing
- ⌞ Talent Pipeline Development Forums

- ⌞ As per Programme Cycle
- ⌞ MoM Reporting for Strategic Initiatives

- ⌞ Financial Capital
- ⌞ Social and Relationship Capital
- ⌞ Manufactured Capital

- ⌞ Investor day
- ⌞ AGM
- ⌞ ESG disclosures
- ⌞ Analyst Q&A Sessions
- ⌞ Webcasts

- ⌞ Quarterly and Annual with AD HOC Clarifications

- ⌞ Financial Capital
- ⌞ Social and Relationship Capital

- ⌞ CSR Tie-ups
- ⌞ School-College Interface Programmes
- ⌞ Mobile Skill Camps
- ⌞ Women-focused Employment Pilots

- ⌞ Need-based, continuous with phase reviews

- ⌞ Social and Relationship Capital
- ⌞ Natural Capital

RISK MANAGEMENT

Strengthening resilience to navigate uncertainties

We operate in a constantly changing environment by evolving hiring trends, regulatory changes, rising compliance demands and fast-paced technological developments. To ensure we remain buoyant in this challenging landscape, we keep our risk management strategies central to our operations.

Our robust risk management framework identifies, assesses and addresses risks across all levels of the organisation. Guided by our Board and driven by the Risk Management Committee, leadership and department heads, we are continuously strengthening this framework to maintain business continuity, enhance value for our stakeholders and remain focused on our strategic priorities.

By adopting forward-looking assessments, automating compliance checks and improving real-time monitoring, we ensure to remain agile and resilient in an ever-evolving environment.

Governance Oversight

We employ a structured, tiered governance model to embed risk awareness and appropriate responses across our organisation.

This model operates at several levels:

◆ **Board of Directors**

The BOD holds overall responsibility for risk governance, reviewing risk strategy, checking the effectiveness of controls and ensuring alignment with long-term goals of the organisation.

◆ **Risk Management Committee (RMC)**

The RMC assesses the risk management framework, identifies current and emerging risks and reviews the mitigation steps.

◆ **Executive Leadership**

Our Leadership team ensures the risk approach is integrated in our corporate strategy and daily operations. The Leadership also encourage accountability across all teams.

◆ **Functional/Department Heads**

The HODs perform risk assessments at the operational level, implement controls and track the outcomes of these measures.

Monitoring and Reporting

- ◆ The RMC provides quarterly updates to the Board, summarising key risks, their status and the effectiveness of the mitigation strategies.
- ◆ Regular audits and operational reviews are conducted to ensure that risk strategies remain relevant and aligned with our operations.
- ◆ Emerging risks are regularly added to our risk register and re-assessed for materiality.

Risk Identification Process

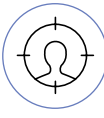
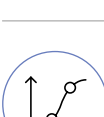
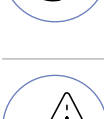
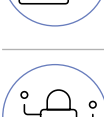
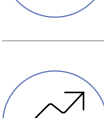
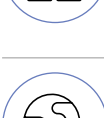
We employ a proactive and forward-looking model to identify internal and external risks that could potentially disrupt our business objectives.

This includes:

- ◆ Monitoring financial metrics, workforce dynamics and operational performance.
- ◆ Tracking global megatrends such as geopolitical instability, climate risks, digital threats and compliance changes.
- ◆ Classifying risks into themes
 - ▶ Financial
 - ▶ ESG
 - ▶ Operational
 - ▶ Regulatory/Statutory
 - ▶ Strategic
 - ▶ External (Geopolitical, Cyber, Reputational)

Reviews are conducted by RMC and department heads to ensure we thrive amidst challenges.

Key Risks and Mitigation Actions

Risk Category 	Description 	Mitigation Actions 
 Labour Law Compliance	Failure to comply with evolving labour regulations could result in legal penalties and tarnish our brand image.	- Automated compliance monitoring - Continuous employee training - Regular audits
 Talent Retention Risk	Loss of skilled professionals can affect service continuity and dull our competitive edge.	- Clear progression pathways - Internal mobility system (AI-enabled) - Succession planning
 Governance and Statutory Compliance	Non-compliance with governance frameworks can lead to fines or operational setbacks.	- Reminder systems and compliance alerts - Independent third-party audits - Policy enforcement mechanisms
 Ethical Compliance & Integrity	Ethical lapses risk the loss of trust from our stakeholders and could result in financial or legal penalties.	- Enforced Code of Conduct - Anti-corruption and Whistle-blower programmes - Ethics training
 Supply Chain Stability	Disruptions with vendors can impair our ability to deliver services and fulfil our obligations.	- Alternative supplier development - Digital procurement tracking - Supplier governance frameworks
 Market Adaptability Risk	A delayed response to shifts in the market may hinder our growth trajectory.	- Quarterly strategy reviews - Sector-specific performance metrics - Agile operational planning
 M&A Integration	Ineffective post-merger integrations may dilute the anticipated benefits.	- Dedicated PMI taskforces - Digital M&A tracking platform - Standardised onboarding templates
 Workplace Safety and Health	Workplace incidents can lead to legal, compliance issues as well as impact productivity.	- Safety SOPs and training - Internal and external audits - Real-time incident reporting tools
 Cybersecurity and Data Protection	Data breaches pose operational and legal threats.	- ISO 27001 ISMS implementation - Regular security assessments - Emergency response protocols
 Pricing and Profitability Risk	Pricing pressures and wage inflation may impact margins.	- Variable pricing models (adopted in 70% new contracts) - Cost rationalisation projects - Market-linked pricing reviews
 Environmental and Climate Risk	Poor ESG performance can increase costs and reduce client trust.	- Responsible sourcing - Digital tools for ESG reporting - Proactive regulatory compliance

GOVERNANCE

Steering responsible business practices

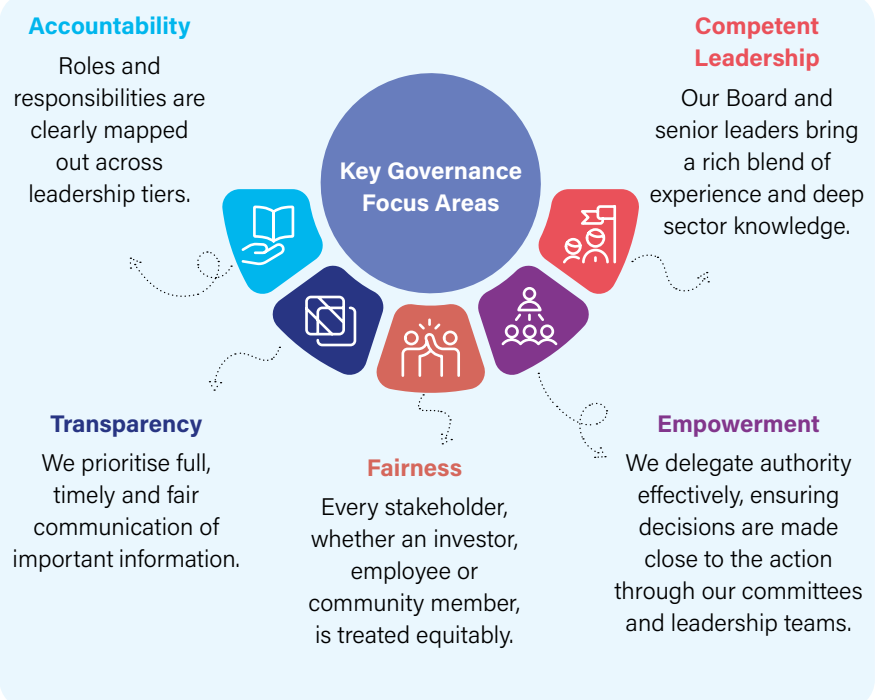
At TeamLease, we uphold a governance culture that intertwines transparency, accountability and ethical behaviour with organisational success. Our governance framework is designed to create long-term value, meet all regulatory standards and surpass the expectations of our stakeholders.



Board Oversight and Leadership

Our Board of Directors plays a pivotal role in leading the organisation with nerves of steel and a keen eye on the future. With deep industry experience, our Board members combine excellence, integrity and vision to ensure robust risk management and compliance systems are in place.

We rely on a committee-led structure that promotes clear, independent governance in key areas of our business. In FY25, the Board continued to champion growth while navigating challenges and fine-tuning strategies to face new regulatory developments.



Governance Policies

We have implemented a comprehensive set of policies to uphold ethical standards and ensure compliance with evolving regulatory requirements



Code of Conduct

Applies to our directors, senior leaders and all employees, setting clear expectations for their behaviour and endorse transparency.



Whistle-blower (Vigil) Mechanism

Offers a confidential, safe space for anyone to raise concerns without any fear of retaliation.



Anti-Corruption and Anti-Bribery Policy

Reinforces our zero-tolerance stance on unethical practices, including bribery and insider trading.



Internal Code of Conduct

Controls access to sensitive information and helps us avoid conflicts of interest.

~70%

Independent Directors on Board

100%

Participated in Familiarisation Programme

Commitment to Responsible Conduct

We believe our responsibility extends beyond internal governance; our impact on society is crucial for our organisational success. We have enhanced our digital governance systems to improve transparency and secure information. Further, we remain abreast of latest ESG-related regulations, including those pertaining to CSR, sustainability and labour practices.

We engage with communities through structured CSR programmes, with continued guidance from our Board. Our Board remains dedicated to maintaining ethical conduct and is constantly refining our governance practices in meaningful ways.

BOARD OF DIRECTORS

Building the path to success



Mr. Narayan Ramachandran

Designation	Non - Executive Non - Independent Director
Nationality	Indian
Age	62
Education & Qualification	Certified Financial Analyst and Master of Business Administration (University of Michigan)
Date of appointment in current term	July 08, 2025

Current Term servicing on Board	Role transitioned to Non-Executive Non-Independent Director with effect from July 08, 2025
Direct Shareholding	9,835 Shares
Board Memberships - in Indian Listed Companies	TeamLease Services Limited - Non-Executive Non-Independent Director
Committee details as per Regulation 26 of Listing Regulations	
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 38 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.

Consequent to completion of his second term with effect from July 07, 2025, as an Independent Director, he has consented to continue as a Non - Executive and Non-Independent Chairman with effect from start of business hours of July 08, 2025.

Mr. Manish Sabharwal



Designation	Whole Time Director & Executive Vice Chairman
Nationality	Indian
Age	55
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 Regulation 26 of Listing Regulations	
Membership	-
Chairmanship	- 2

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	55
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, 2025 (Proposed)
Current Term servicing on Board	Till August 31, 2030 (Proposed)

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	-
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. Meenakshi Nevatia



Designation	Independent Director
Nationality	Indian
Age	54
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 32 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.

BOARD OF DIRECTORS



**Mr.
Mekin Maheshwari**

Designation	Independent Director
Nationality	Indian
Age	44
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	64
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 Regulation 26 of Listing Regulations	
Membership	2
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 37 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.

Mr. Rajnarayan Ramakrishnan



Designation	Independent Director
Nationality	Indian
Age	65
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	1

Mr. Rajnarayan Ramakrishnan is currently an Advisor to Voltas (Tata Group). He has 40 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.



MANAGEMENT TEAM

Leading with experience and expertise



Manish Sabharwal

Whole Time Director &
Executive Vice Chairman



Ashok Reddy

Managing Director & CEO



Ramani Dathi

Chief Financial Officer &
Chief Operating Officer



Alaka Chanda

Company Secretary &
Compliance Officer



Navin Patil

Deputy Head –
Human Resources



Neeti Sharma

Chief Executive Officer -
Specialised Staffing



Sudeep Kurian George

Chief Business
Officer – HR Tech



Nipun Sharma

Chief Executive Officer -
Degree Apprenticeship



Shantanu Roj

Founder & CEO - TL EdTech



Rishi Agrawal

Co-Founder &
CEO - TL RegTech



Sandeep Agrawal

Co-Founder &
Director - TL RegTech

CORPORATE INFORMATION

Audit Committee

Subramaniam Somasundaram,
Chairman
Narayan Ramachandran, Member
Rajnarayan Ramakrishnan, Member
Meenakshi Nevatia, Member
Mekin Maheshwari, Member

Nomination and Remuneration Committee

Rajnarayan Ramakrishnan, Chairman
Narayan Ramachandran, Member
Subramaniam Somasundaram,
Member
Meenakshi Nevatia, Member
Mekin Maheshwari, Member

Stakeholders' Relationship Committee

Rajnarayan Ramakrishnan, Chairman
Subramaniam Somasundaram,
Member
Narayan Ramachandran, Member

Corporate Social Responsibility Committee

Mekin Maheshwari, Chairman
Narayan Ramachandran, Member
Manish Sabharwal, Member

Risk Management Committee

Narayan Ramachandran, Chairman
Subramaniam Somasundaram,
Member
Rajnarayan Ramakrishnan, Member
Meenakshi Nevatia, Member
Mekin Maheshwari, Member

Chief Financial Officer & Chief Operation 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
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: inward.ris@kfintech.com
Website: www.kfintech.com
Corporate Identity Number:
L72400TG2017PLC117649

Registered Office & Corporate Office

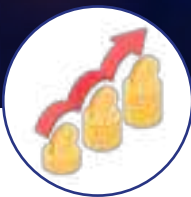
315 Work Avenue Campus,
Ascent Building, Koramangala
Industrial Layout, Jyoti Nivas College
Road, Koramangala, Bangalore,
Karnataka - 560095, India

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
Vijayawada
Kollam
Indore
Singapore
Dubai

FINANCIAL CAPITAL



At TeamLease, financial capital is a catalyst for impact. Our disciplined capital allocation and strong balance sheet enable us to invest in growth, fuel innovation and stay resilient through changing cycles. By aligning our financial strategy with long-term value creation, we are driving sustained returns for stakeholders and reinforces the financial foundation that powers our mission of enabling livelihoods, empowering talent and strengthening India's workforce at scale.





CAPITAL TRADE-OFFS

Influences	Influenced by	Key trade-off
◇ Human Capital Enables recruitment, training and associate engagement. ◇ Intellectual Capital Funds R&D, AI integration and platform development.  	◇ Inputs Upfront investments in technology (EdTech, HRTech, RegTech), employee training and compliance readiness. ◇ Outputs Margin compression in the short term, enhanced revenue potential via digital service delivery.	Investment in scalable, tech-enabled platforms and people reduces near-term profitability but is essential for long-term revenue stability and client retention.

KEY HIGHLIGHTS

Total Revenue (INR Crores)

FY25	11,201
FY24	9,368
FY23	7,914
FY22	6,500
FY21	4,916

5-Year CAGR **17.90%**

Profit Before Tax (PBT) (INR Crores)

FY25	115
FY24	114
FY23	117
FY22	117
FY21	92

5-Year CAGR **4.56%**

Operating Revenue (INR Crores)

FY25	11,156
FY24	9,322
FY23	7,870
FY22	6,480
FY21	4,881

5-Year CAGR **17.98%**

Profit After Tax (PAT) (INR Crores)

FY25	110
FY24	113
FY23	112
FY22	40
FY21	79

5-Year CAGR **6.84%**

EBITDA (INR Crores)

FY25	138
FY24	131
FY23	122
FY22	142
FY21	97

5-Year CAGR **7.31%**

Free Cash Balance (INR Crores)

FY25	310
FY24	265
FY23	275
FY22	225
FY21	250

5-Year CAGR **4.40%**

Headcount (in numbers)

FY25	3,56,070
FY24	3,19,030
FY23	2,82,450
FY22	2,85,230
FY21	2,28,150

5-Year CAGR **9.31%**

REVENUE PERFORMANCE

Our FY25 financial performance displayed resilience despite challenging macroeconomic conditions, particularly impacting the BFSI sector. Total revenues grew approximately 20%, driven primarily by robust growth in general staffing and a rebound in HR services, particularly EdTech.

GENERAL STAFFING

The general staffing segment saw substantial net additions of approximately 25,000 headcount, underpinned by new client acquisitions contributing nearly 37% of total placements. EBITDA growth, however, moderated at 4%, influenced by regulatory pressures in BFSI and pricing dynamics.

SPECIALIZED STAFFING

Despite a slight reduction in headcount, specialised staffing EBITDA margins improved to 7.3%, highlighting effective cost control and strategic focus on higher-margin segments, notably the Global Capability Centres (GCC) vertical. Our recent acquisition in Ikigai has expanded our IT staffing presence in the Middle East and Singapore.

CAPITAL EFFICIENCY

We maintained prudent capital management, sustaining a healthy free cash balance of INR 310 crore after investing around INR 36 crore in strategic acquisitions and working capital. Our capital strategy focuses on maintaining liquidity to capture emerging market opportunities effectively.

Strategic Outlook



Productivity Enhancement

We will continue enhancing productivity through technological advancements and automation to improve profitability and operational efficiency.



Revenue Expansion

Our strategy will focus on diversifying our service offerings and expanding geographic presence, especially leveraging our specialized staffing capabilities in high-demand technology roles.



Leveraging Specialized Staffing

We aim to capitalize further on the Build-Operate-Transfer (BOT) model for GCC clients, thereby increasing our engagement and value-added service offerings in this segment.



Financial Prudence

Continued emphasis will be placed on disciplined working capital management to uphold robust financial health, ensuring agility in navigating future market opportunities and challenges.

We remain cautiously optimistic about the evolving market conditions, particularly expecting recoveries in the BFSI and IT sectors, positioning us strategically for sustainable growth.

MANUFACTURED CAPITAL



At TeamLease, our infrastructure is the engine room of opportunity. Our offices, platforms and operational systems form a network that connects aspirations to outcomes across the country. With strategic investments in process innovation, technology upgrades and on-ground capabilities, we are constantly enhancing the speed, precision and scale of our service delivery. Our phygital (physical and digital) assets work in unison to create resilient, future-ready operations, ensuring we remain agile in a dynamic employment ecosystem and continue to empower India's workforce.





CAPITAL TRADE-OFFS

Influences	Influenced by	Key trade-off
◇ Financial Capital: Determines the scale of infrastructure deployment. ◇ Human Capital: Drives platform usability and engagement. ◇ Intellectual Capital: Embeds core logic, automation and compliance architecture. 	◇ Inputs Software design, infrastructure investment, DevOps teams. ◇ Outputs Scalable hiring, compliance, and learning systems across EdTech, HRTech, and RegTech.	Digital infrastructure improves cost-efficiency and service speed but is only effective if adopted and maintained by skilled teams.

OUR OFFERINGS

Workforce solutions for a changing India



Employment

Service	About the Service	Details and Key Insights
Staffing Services	End-to-end staffing across sectors, offering formal employment through temporary and contract staffing.	Over 2,92,000 associates placed across sectors
Specialised & IT Staffing	Provides niche talent in IT, Telecom, and other domains through TeamLease Digital.	6,620 niche IT and domain talent placed
Recruitment & Hiring	Offers recruitment solutions including permanent placement, RPO and campus hiring.	Permanent hiring across industries using tech-driven solutions



Employability

Service	About the Service	Details and Key Insights
Vocational & Higher Education	Delivers employment-oriented education via TLSU.	TLSU offer employment-oriented education and training
Online Learning & Apprenticeships	Enables digital learning and degree apprenticeships in collaboration with universities and corporates.	7 lakhs+ learners via EdTech 200+ programmes 40 university partners
Apprenticeship (NETAP)	Facilitates industry-linked apprenticeships through the NETAP initiative under AICTE.	NETAP provides 6-24 months industry apprenticeships
Corporate Training	Provides professional upskilling and enterprise learning via workshops and certified trainers.	10,000+ trainers enterprise learning since 2008



Ease of Doing Business

Service	About the Service	Details and Key Insights
Regulatory Compliance & Payroll	Offers regulatory tech for compliance management and payroll processing across India.	Covers 1,500 Acts 450+ clients
HR Technology Platforms	Deploys cloud-based HR platforms for recruitment, onboarding and performance management.	Automated lifecycle HR tools, modular SaaS products
Infrastructure & Asset Management	Supports clients in managing IT hardware, safety gear and other operational assets for workforce enablement.	Manages assets, IT provisioning, safety gear for distributed teams

GENERAL STAFFING

Employing right people at the right time

Our general staffing division remains a cornerstone of our workforce solutions, enabling large-scale talent deployment across India. Growth in this segment

is influenced by sector-specific hiring patterns, evolving client pricing preferences and a more regulated compliance landscape. This overview

outlines the current market dynamics, emerging challenges and the strategic levers we are using to stay ahead in a fast-changing environment.

Sectoral demand and market momentum

Telecom has emerged as a key driver of staffing demand, supported by the nationwide rollout of 5G infrastructure. As telecom providers particularly within the SME and MSME segments expand their networks, the demand for trained technical and operational staff has intensified. At the same time, the consumer goods sector has strong demand, driven by formalisation, compliance enforcement and a growing focus on operational efficiency.

However, sustaining this momentum presents several challenges

Market fluctuations

Variations in consumer demand and inflationary trends have led to inconsistent staffing volumes across geographies.

Regulatory and macroeconomic shifts

Post-5G implementation impacts and regional policy changes may influence future hiring cycles.

Urban-rural disparities

While urban centres benefit from formalisation-led hiring, rural regions face logistical and cost-related barriers.

Client engagement and pricing evolution

We are witnessing a clear preference among clients for variable pricing models, with over 70% of new partnerships initiated on this basis due to the flexibility they offer. As these engagements mature, many clients shift to fixed-price models to gain stability and better cost visibility.

While fixed pricing may limit the upside potential of volume-driven contracts, it allows for more consistent operational budgeting and supports long-term margin management. We are aligning cost structures and maintaining transparent communication to manage these transitions effectively.

Managing PAMP and service profitability

The Per Associate Per Month (PAPM) metric faces downward pressure, as clients expect greater value without corresponding increases in commercial terms. To address this, we are investing in service innovation and operational efficiency.

Key initiatives include:

- ◇ Offering bundled solutions that combine staffing, compliance, training and technology support
- ◇ Driving process optimisation through automation and digital tools to reduce costs and improve accuracy
- ◇ Managing client mix by balancing high-margin and volume-led engagements
- ◇ Innovating in sourcing strategies, using multi-channel platforms and data analytics to improve hiring speed and quality
- ◇ New product development to offer value added services to clients as well as associates.

Supporting workforce formalisation

Informal employment continues to be a challenge in the manufacturing and FMCG sectors. In response, we have implemented the **GAPS Framework** to support clients in shifting to formal employment practices. This framework focuses on:

- ◇ Eliminating ghost employment
- ◇ Reducing attrition
- ◇ Enhancing productivity
- ◇ Ensuring statutory compliance

Through this approach, we enable clients to align with legal requirements and promote workforce development via targeted training and upskilling initiatives.

Customised solutions for BFSI clients

The BFSI sector operates in a highly regulated environment that demands domain-specific staffing strategies.

Our interventions help minimise hiring friction and reinforce operational resilience for our BFSI clients.

We provide tailored support through:

- ◇ Ensuring end-to-end compliance in workforce operations to reduce audit risks
- ◇ Delivering training aligned with sector-specific regulatory standards
- ◇ Deploying talent with relevant BFSI experience to ensure business continuity.

Improving operational efficiency at scale

As our associate base grows, we utilise technology to streamline each stage of the employee lifecycle. Our operational upgrades include:

- ◇ Automating recruitment workflows to improve speed and consistency
- ◇ Digitising payroll and compliance to enhance accuracy and reduce turnaround time
- ◇ Implementing chatbot support to address associate queries and capture feedback in real time
- ◇ Using productivity analytics to enable effective resource planning and performance monitoring.

Portfolio expansion and differentiation

We are extending our capabilities beyond traditional staffing by introducing value-added offerings that respond to evolving client requirements. We aim to position ourselves as a long-term workforce partner, supporting both immediate staffing needs and broader talent development objectives.

- ◇ **Hire-Train-Deploy (HTD)** models to deliver job-ready candidates tailored to specific roles
- ◇ **Digital workforce tools**, such as self-service portals and real-time attendance tracking
- ◇ **Talent mobility initiatives**, such as Rojgar Kendra, to redeploy underutilised talent from low-demand to high-demand regions.

SPECIALISED STAFFING

Tailored talent for targeted impact

Expanding the GCC footprint and sector penetration

We continue to strengthen our position in specialised staffing by deepening our presence in **Global Capability Centres (GCCs)**, which now contributes 60% of the division's revenue. Our strategic focus remains on building domain-specific talent pipelines and delivering customised hiring models aligned to the evolving needs of GCCs.

Our growing presence in GCCs is reinforced by a strong sectoral play across industries where deep domain expertise is a strategic differentiator.

Sectoral Focus



This sectoral alignment is reflected in the strategic expansion of our client portfolio, with a focus on long-term, value-led partnerships.

Client portfolio expansion and strategic integration

In FY 2025, we onboarded 33 new clients, including 23 strategic accounts in high-growth sectors. These relationships are built on long-term value instead of short-term transactions. We are aligning closely with client workforce strategies by embedding our recruiters into their hiring ecosystems, integrating technology into sourcing workflows and co-developing strategic workforce plans.

This collaborative approach has unlocked access to multi-year, value-driven mandates, strengthening account stickiness and revenue visibility. To support these diverse and evolving client mandates, we have a comprehensive suite of staffing and workforce solutions.

Integrated Talent Solutions: Our Product Stack

We offer a robust and scalable product portfolio designed to address diverse workforce needs—from rapid deployment to outcome-based delivery and future-ready upskilling.

- ❖ **Build-Operate-Transfer (BOT):** End-to-end setup and transfer of client-aligned delivery centres, offering operational control, infrastructure readiness, and long-term scalability.

- ❖ **Transaction-Based Outsourcing (TBO):** Performance-linked delivery where clients pay per completed transaction—ideal for HR, F&A, IT, and compliance-heavy functions.
- ❖ **Participating Master Service Provider (PMSP):** Centralised workforce governance with digital dashboards, SLA-backed hiring, and active participation across multi-vendor environments.
- ❖ **Contract-to-Hire (C2H):** Agile staffing for project-based or short-term needs with the option to absorb high-performing talent into permanent roles.
- ❖ **Hire-Train-Deploy (HTD):** Role-specific, job-ready talent pipeline for niche and emerging skills (AI/ML, SAP, Cloud), ensuring zero ramp-up time and faster productivity.
- ❖ **Learning Solutions:** Enterprise-aligned L&D programs powered by AI-enabled platforms and gamified LMS (Lurningo), helping organisations future-proof talent pipelines.

These solutions are built to drive speed, scale, compliance, and value realisation—empowering clients to meet evolving talent demands with confidence and agility.

Technology-Led Talent Delivery

Technology is at the heart of how we deliver specialised staffing—enabling faster, smarter, and more scalable outcomes. Our digital ecosystem integrates advanced tools and platforms across the entire associate lifecycle, from candidate sourcing to deployment and engagement.

Key enablers include:

- ❖ **AI-enabled Hiring Platforms** for intelligent screening, role-candidate matching, and workflow automation
- ❖ **Real-time Dashboards** to track hiring progress, SLA adherence, and associate productivity
- ❖ **Digital Onboarding & HRMS Integration** ensuring seamless, compliant associate activation
- ❖ **Analytics-Driven Workforce Management** for performance visibility, attrition prediction, and bench planning
- ❖ **Learning Platforms** (e.g., TL LMS, Digiversity) to embed skilling into the associate journey

These capabilities ensure we deliver with speed, accuracy, and compliance, while also enabling proactive hiring, lower time-to-fill, and improved retention across specialised mandates.

Future-Ready Skills for Emerging Technologies

Through our Hire-Train-Deploy (HTD) and Learning Solutions, we enable organisations to build a pipeline of project-ready talent equipped for the demands of next-gen technologies. These programs are designed for roles that require immediate deployment and minimal ramp-up time.

Our training ecosystem includes:

- ◇ Role-specific programs in AI/ML, automation, and cloud-native technologies
- ◇ Practical experience via hands-on labs, AI-based assessments, and real-world simulations
- ◇ Upskilling in emerging areas such as GenAI, MLOps, and DevOps, aligned with evolving enterprise needs

These interventions are outcome-focused—accelerating digital transformation by reducing time-to-productivity and improving workforce agility.

Deep Expertise in Specialised Skills

We bring extensive depth in hard-to-find, high-impact skill areas—backed by a talent base where 30% of our associates are deployed in specialised roles. These are professionals already active in client environments, delivering across complex mandates.

Our specialised talent spans:

- ◇ Cloud engineering (AWS, Azure, GCP), data platforms, and full-stack development
- ◇ Cybersecurity and compliance (SOC, KYC, AML)
- ◇ Advanced SAP modules, UI/UX design, and software validation
- ◇ Domain-specific roles in RF engineering, procurement services, and digital content operations

This established expertise allows us to deliver with precision in sectors where skill specificity, compliance, and scalability are critical.

Evolving Revenue Streams

Our revenue composition for FY'26 reflects a balanced mix of core and emerging solutions. While traditional staffing continues to be the primary contributor, models such as Build-Operate-Transfer (BOT), Transaction-Based Outsourcing (TBO), and other specialised offerings are gaining strong traction.

To build on this momentum, we are executing structured initiatives across hiring, delivery models, and expansion.

Strategic Projects

Our specialised staffing growth is being propelled by key strategic initiatives across:



Hiring – Focused on high-skill, niche, and emerging roles



Account Management – Deepening client relationships and wallet share



Sectoral Specialisation – Verticalised focus across GCC, BFSI, Healthcare, Retail, etc.



Products – Expansion of BOT and TBO models for differentiated delivery



Geographical Expansion – Deeper presence across key Indian states and select global hubs



M&A – Exploring capability-enhancing acquisitions



Partnerships – Collaborations with State, Legal, Consulting, and Corporate stakeholders

One key focus area is addressing longer fulfilment cycles in IT services through greater transparency and pre-engagement planning.

Managing closure timelines in IT services

Hiring for IT services roles often involves longer closure cycles due to specialised requirements and talent scarcity. To manage this, we have implemented structured engagement frameworks that offer clients consistent updates and access to pre-screened candidate pools.

Key Benefits



Transparency



Realistic expectations



Client confidence and satisfaction

Readiness for demand in emerging sectors

We are scaling our capabilities to meet rising demand in emerging sectors such as automotive, healthcare, energy, semiconductor and retail.

Our strategy includes:

- ◇ Mapping talent pools through partnerships with institutions and training centres
- ◇ Upskilling recruiters and delivery teams for industry-specific hiring needs
- ◇ Building responsive fulfilment mechanisms aligned with sector growth patterns.

Optimising costs and improving margins

To improve profitability in specialised staffing, we are reducing reliance on subcontracting by increasing the share of direct associate hiring. This shift is strengthening workforce retention, reducing cost overheads and ensuring higher margin stability. Our investment in associate training and retention is also enabling a more self-reliant and cost-efficient delivery model.

DEGREE APPRENTICESHIP

India's new way to skill-driven degrees

Our Degree Apprenticeship (DA) programme serves as a critical bridge between formal education and industry demands. As employers seek job-ready talent and government policy shifts encourage scalable, skill-based education, DA is positioned as a cornerstone of workforce productivity and youth employability.

Policy momentum and scheme integration

We have aligned the DA model with recent policy advances, including the PMIS and AEDP initiatives, which aim to embed apprenticeships into mainstream education. These schemes focus on financial incentives and integrating industry-recognised micro-credentials into the academic system creating a more market-relevant talent pipeline.

Over

15,000 student

apprentices are currently enrolled under AEDP, increasing their share of the total apprentice pool from

26% to 34%

since the start of FY 2025.

Curriculum aligned to industry needs

To meet evolving employer expectations, we have transitioned from standardised to sector-specific curricula, designed in collaboration with Sector Skill Councils and aligned with NCVET standards. Our programmes are delivered under the National Credit Framework, with an emphasis on job relevance over academic formality.

- ◇ We currently run 15 blended programmes combining 30% classroom instruction with 70% on-the-job training.
- ◇ Seven new programmes were launched in FY 2025 to address specific skill shortages in IT, retail and manufacturing.

Expanding client base through targeted growth

We added 23 new enterprise clients in FY25, reflecting growing confidence in the apprenticeship model. Our expansion strategy focuses on high-impact sectors and operational excellence.

- ◇ We prioritise industries with consistent demand and long-term employability
- ◇ Internal teams in sales, operations and recruitment have undergone targeted training to enhance delivery capability
- ◇ We are scaling apprenticeship delivery while maintaining service quality through standardised frameworks
- ◇ Joint solutioning with clients ensures alignment to their productivity, compliance and workforce-readiness goals.

Integrating learning within apprenticeship models

Our programmes embed structured learning within apprenticeships, creating aspirational and sustainable career pathways. This dual model of earning while learning has demonstrated strong outcomes. Apprentices acquire sector-specific skills directly aligned with workplace demands.

Attrition rates have dropped from

10% in FY'24 to

9% in FY'25,

improving return on investment for employers.

Innovating in delivery, pricing and technology

We are redesigning how apprenticeships are delivered, priced and scaled focusing on digital enablement, employer ROI and learner accessibility.

- ◇ Sector-specific bundled pricing models have been introduced, particularly for IT and Global Capability Centres
- ◇ Our Managed Training Services (MTS) offering helps employers improve productivity through structured, outsourced training
- ◇ Programmes are delivered via digital platforms, ensuring accessibility, scalability and consistent learner experience
- ◇ Ongoing platform enhancements are improving enrolment, progress tracking and certification management.

Partnering with states for scalable impact

We are collaborating with state governments to expand the reach of apprenticeships through policy-aligned, region-specific models. These partnerships embed our programmes into local academic and economic priorities.

- ◇ Formalised agreements with Karnataka and Maharashtra support state-led skill development agendas
- ◇ Apprenticeship models are aligned with NEP 2020 objectives, ensuring policy consistency
- ◇ Localised programmes are tailored to address regional employment gaps and workforce needs.



TECHNOLOGY-LED ENABLEMENT

Powering possibilities through technology

We are advancing our digital strategy across three platform-based verticals: **EdTech**, **HRTech** and **RegTech**, each addresses specific challenges in workforce development, operational scalability, and regulatory compliance. Together, these solutions form the foundation of our technology-led service delivery model.



EdTech

To reduce platform usage fluctuations caused by fixed academic cycles and regulatory delays, we have partnered with institutions offering rolling admissions. This ensures regular learner onboarding throughout the year and reduces dependency on traditional university intake schedules.

Diversifying offerings for greater resilience

We are expanding our programme portfolio to include degree courses from nationally recognised institutions and work-integrated upskilling options for early-career professionals and working learners. These offerings cater to individuals looking to formalise or upgrade their qualifications.

Expanding strategic collaborations

Our academic partnerships now include institutions such as IITs, IIMs and IIITs. In parallel, we are

working with employers to co-create role-aligned courses and with government bodies to broaden access and distribution.

Aligning with policy and technology

The platform is integrated with national digital frameworks, including Aadhaar, Academic Bank of Credits, NSDC-SID, and UGC-DEB. We have embedded NEP 2020 compliance into the platform's architecture and introduced AI tools to enhance learner engagement, personalise content and streamline administration.

Supporting employed learners

In collaboration with employers and academic institutions, we are designing programmes tailored for working professionals. These blend academic recognition with job-relevant skills to support ongoing career development.



Deploying advanced AI features

New AI capabilities include voice- and text-based semantic search, attrition prediction models, and GenAI-powered candidate screening agents. These tools are being piloted to enhance speed and accuracy across the recruitment lifecycle.

RegTech

Our RegTech platform delivers real-time alerts and supports filing obligations. Clients use the platform to manage risks, reduce lapses and improve audit readiness across diverse regulatory landscapes.

HRTech

Our new HireTech engine automates sourcing, screening and role-matching. Enhanced parsing, indexing and semantic search capabilities have shortened time-to-hire and improved candidate-job alignment. The platform now supports onboarding, attendance, payroll and exit processes through a single integrated system. This has lowered error rates, improved compliance and strengthened HR service delivery.

We track platform metrics including recruiter productivity, compliance accuracy, user experience and admin efficiency. These insights inform product updates and ensure regular service improvement.

RegTech provides structured visibility into over **1,500 Acts**

Increasing automation

We have launched automation modules for SEBI reporting and contractor validation, reducing manual effort while maintaining precision in regulatory submissions.

Scaling platform onboarding and coverage

Client onboarding has been fully digitised, reducing activation timelines. We have also increased sales capacity to meet rising demand from mid-sized and enterprise clients seeking to simplify their compliance environments.

INTELLECTUAL CAPITAL



At TeamLease, we believe that ideas build the future. It is the knowledge we carry, the questions we ask and the curiosity we nurture that truly move us forward. Our teams bring understanding, context and the willingness to learn and grow every single day. Whether we are designing smarter hiring solutions, decoding workforce data or navigating new regulations, we do it with care and purpose. Our intellectual capital shapes ideas that empower individuals, enhance businesses and drive a more inclusive and resilient talent ecosystem for India.





CAPITAL TRADE-OFFS

Influences	Influenced by	Key trade-off
◇ Human Capital: Improves operational capability through automation and training tools ◇ Financial Capital: Generates new monetisation pathways through digital platforms ◇ Manufactured Capital: Enables systems development and delivery 	◇ Inputs Capital investment, domain expertise, partner collaboration. ◇ Outputs Scalable platforms, AI workflows, personalised learning experiences.	Rapid tech enhancement boosts efficiency and value creation but depends on both sustained funding and workforce adaptability.

DIGITAL PLATFORMS

Smart platforms for a smarter workforce

We operate a portfolio of digital platforms tailored to the diverse needs of the workforce and recruitment industry:



Teamlease.com supports entry-level and blue-collar recruitment across Tier I, II, and III cities. It offers multi-language support, assessment tools for job seekers and comprehensive process visibility for employers, from shortlisting to onboarding.



Freshersworld.com facilitates graduate hiring through a searchable interface and detailed recruiter dashboard. It allows employers to filter candidates by college, graduation year and academic scores, supporting campus and off-campus drives.



Digital Workforce Solutions (DWS) is our HR technology system designed for managing gig, blue-, white-, and grey-collar workforces. Based on a Node.js framework, DWS is scalable and easily configurable for client-specific deployment.



Apprentices.in, in collaboration with the India Apprenticeship Forum, connects candidates with apprenticeship programmes. It supports blended learning formats and aligns with the National Education Policy 2020, while ensuring compliance with the Apprentices Act.

UPGRADING OUR TECHNOLOGY

Innovation at the core of hiring

To support scalability and adaptability, we are executing a set of technology initiatives designed to enhance operational efficiency, data security and user experience.



AI Matching Tools

We are implementing semantic search and skills-based matching engines to improve recruiter productivity and match quality.



Process Automation

Interview scheduling, documentation workflows, and timesheet submissions are being automated to reduce manual intervention and turnaround time.



Mobile Interface

A mobile-first platform is being developed to support personalised job searches, real-time application tracking and responsive support services.



Advanced Analytics

Predictive modelling is being applied to anticipate hiring trends and forecast client requirements, enabling data-informed workforce planning.



Cloud Integration

Key systems including ATS, CRM and payroll are being migrated to a unified cloud infrastructure to enable flexibility, scalability and centralised access.



Cybersecurity

Data protection measures are being reinforced through regular security audits, encryption protocols and adherence to compliance frameworks.

Technology integration and upgrades

Adoption of open-source technologies and microservices architecture

We have adopted open-source technologies such as NodeJS, VueJS and PostgreSQL, and deployed them on Linux-based systems. We implemented a microservices architecture to enable modular development, support independent scaling and strengthen system resilience. These changes have increased operational flexibility and reduced licensing and infrastructure costs.

Key benefits

- ⌘ Improved agility by accelerating development and deployment processes
- ⌘ Enhanced scalability by allowing services to scale independently
- ⌘ Increased resilience by using container orchestration
- ⌘ Reduced costs by adopting open-source licensing models
- ⌘ Simplified operations by automating processes and using modular system design

Conversational AI

Our AI-powered chatbot manages employee queries related to salary, provident fund, insurance and documentation. This implementation has streamlined support operations, improved access to information and reduced the need for manual interventions.

We introduced real-time verification of Aadhaar, PAN and bank details during the onboarding process. This measure has accelerated processing, decreased the frequency of errors and limited fraudulent applications, thereby supporting a more accurate and efficient hiring workflow.

50,000+
Associate queries
handled monthly



Internal productivity tools

Our CRM and ALCS systems play a central role in internal operations. These platforms consolidate data, automate routine tasks, enable cross-functional collaboration and produce actionable analytics that support operational and strategic planning. As a result, manual workload has decreased, and coordination across departments has become more effective.

- ⌘ Unified data access has improved the efficiency of routine operations
- ⌘ Automation of repetitive workflows, such as reporting, has reduced time spent on manual tasks
- ⌘ Collaborative efforts have been strengthened through integrated communication tools
- ⌘ Real-time analytics now contribute directly to more informed and timely decisions

Iterative development

Our development cycle is structured to incorporate regular user feedback. Input from candidates, clients and

internal stakeholders shapes product improvements and guides the resolution of critical issues. We release regular updates and communicate modifications clearly to maintain product alignment with evolving market expectations.

Startup collaborations

We have partnered with technology startups to advance targeted operational objectives through integrated digital solutions. These initiatives have expanded communication reach and contributed to greater financial flexibility for associates.

- ⌘ Earned Wage Access functionality has been embedded to enable early access to accrued wages, supporting associate financial planning.
- ⌘ WhatsApp-based channels have been introduced to facilitate timely updates, surveys, and ongoing engagement.



HUMAN CAPITAL



As the employment landscape evolves, we continue to invest in building a future-ready workforce through training, upskilling and nurturing leadership at every level. We believe in creating a culture where individuals grow in capability and confidence. It is this shared sense of purpose and possibility that fuels our progress and helps us serve India's dynamic talent needs with agility and trust.





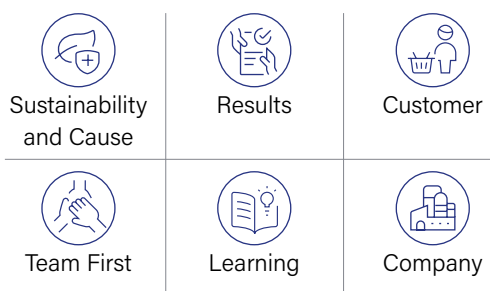
CAPITAL TRADE-OFFS

Influences	Influenced by	Key trade-off
◇ Financial Capital: Workforce training and capability-building ◇ Social Capital: Builds credibility through consistent service delivery and associate quality. ◇ Manufactured Capital: Drives successful adoption and use of workforce platforms 	◇ Inputs Funding for training, recruiter enablement and apprenticeship delivery. ◇ Outputs Improved associate productivity, talent readiness and client satisfaction.	Enhancing human capital strengthens delivery and retention but requires regular investment in both internal and associate skilling.

OUR APPROACH

Putting people first, the TeamLease way

Our human capital philosophy draws on the six TeamLease Principles, which shape the way we attract, develop and retain talent. These principles ensure that our people practices remain aligned with our long-term vision of Putting India to Work, while also promoting an inclusive, performance-oriented culture.



Hiring and onboarding

Hiring at TeamLease is anchored in transparent role definition and candidate-fit assessment. Talent Acquisition (TA) teams partner with hiring managers to prepare detailed specifications outlining responsibilities and expectations. Candidates receive structured pre-joining information, ensuring clarity and alignment.

To monitor onboarding effectiveness, surveys are administered at 15 and 60 days. The data informs regular improvement in areas such as infrastructure readiness, manager interaction and policy awareness.

Key highlights of the year

- ❖ Deployed real-time chatbot and WhatsApp support, enabling query resolution across onboarding, documentation and payroll.
- ❖ Automated generation of employment letters and onboarding documentation via HRMS, reducing manual workload.
- ❖ Integrated background verification tracking into HRMS, enhancing visibility and compliance.



Training and development

Learning at TeamLease is structured around core, functional and leadership development tracks. Mandatory compliance modules (POSH, code of conduct) are delivered through our LMS, while optional learning journeys cover interpersonal skills, analytics and domain-specific tools.

We run two focused leadership development programmes. The Essentials of Effective Managers (EEM) programme builds core managerial skills required for team supervision and operational management. The Manager as a Coach (MAC) programme targets

more experienced managers, with an emphasis on strategic thinking, financial acumen and adaptive leadership. Both programmes are designed to address specific capability needs based on role and responsibility.



1,513

Employees completed structured training programs

84

Learning sessions delivered across compliance, leadership and upskilling



Employee engagement

We incorporate employee feedback through multiple channels, including engagement surveys, HR business partner (HRBP) feedback loops, and leadership connect sessions. Quarterly town halls held both in-person and virtually, enable open, two-way communication. Monthly business reviews further support transparency and alignment across levels.

To support employee well-being, we launched a dedicated platform that provides access to financial, mental and physical health services. We also established a central recognition council to manage initiatives such as the SPOT and FAB Awards. Hybrid communication channels have been maintained to ensure inclusive participation across all locations.

Employee satisfaction survey (ESAT) insights

We conducted a dedicated survey on the six TeamLease Principles for the first time to assess how effectively employees relate to our organisational values. The feedback confirmed strong awareness of our core purpose and showed that employees identify with it in a meaningful way.

The survey also revealed a need to enhance support for employee wellness. In response, we are launching a new wellness and assistance programme in partnership with an external provider, effective October 2024. The service will be offered at no cost to employees and up to three family members, providing integrated support across financial, mental and physical well-being.

Across all surveys, employee insights have shaped more focused and responsive engagement initiatives.

86%
employees are aligned
with TeamLease Principles

78%
employees perceived benefit
from existing wellness initiatives

Employee well-being and benefits

We have designed our well-being programmes to support the financial, emotional and operational needs of our employees. Informed by feedback and usage patterns, we have enhanced flexibility, accessibility and self-service options.

Key enhancements



Earned wage access

We partnered with a fintech start-up to offer early access to earned wages. This provides short-term financial support without reliance on credit-based products.



Optional festival holidays

Employees may now choose up to six additional holidays each year, enabling them to observe festivals that are regionally or personally significant.



Role-based WFH flexibility

Manager-approved work-from-home options have been introduced, aligned with specific role requirements and business priorities.



Diversity

We have implemented a structured Equal Opportunities Policy that upholds fairness throughout recruitment, performance evaluations, and career advancement. All policies are gender-neutral and are intended to ensure equitable access to roles, progression pathways and remuneration across the organisation.

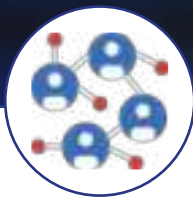
To support women following maternity leave, we provide flexible working arrangements, including extended unpaid leave or manager-sanctioned remote work, subject to role suitability. Access to childcare services for children up to six years of age is also facilitated, enabling employees to manage professional obligations alongside caregiving responsibilities.

36% of total workforce
identifies as women

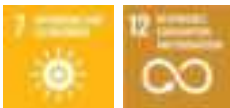
38% representation
in senior leadership
held by women



SOCIAL AND RELATIONSHIP CAPITAL



TeamLease's ability to generate sustained value is closely linked to the strength of its external relationships, spanning communities, regulators, policy institutions and investors. Through its social initiatives and commitment to transparent communication, the Company enhances trust and promotes inclusive growth across the broader ecosystem.





CAPITAL TRADE-OFFS

Influences	Influenced by	Key trade-off
◇ Financial Capital: Long-term employability is supported through investments in skilling initiatives and CSR programmes 	◇ Financial Capital: Availability of financial resources to support core business operations	Allocating funds toward community development and policy research may limit capital available for immediate business expansion. However, this approach enhances the Company's social license to operate and contributes to building a future-ready talent pool.

COMMUNITY IMPACT THROUGH TEAMLEASE FOUNDATION

TeamLease Foundation operates at the confluence of the 3Es - Education, Employability and Employment, creating sustainable impact in the lives of underprivileged and underserved communities through comprehensive skilling initiatives across sectors such as BFSI, Mining, Pharmacy, Automotive and IT.

Our Foundation's portfolio demonstrates measurable social impact through:

- ❖ Strategic deployment of corporate CSR funds in the areas of education, skill development and employment.
- ❖ Capacity-building programmes that address critical skills gaps in high-priority sectors.
- ❖ Community engagement initiatives that create long-term, sustainable outcomes.

₹ 1.99 Crore Corporate Social Responsibility (CSR) expenditure (At a Group Level)



Policy Research and Advocacy

TeamLease Foundation (TLF), Subsidiary of the Company collaborated with one of India's leading economic think tanks to enhance understanding of the country's labour market dynamics and the evolving demand for skills. The insights generated through this collaboration are informing more effective employment strategies, helping bridge the gap between educational outcomes and market requirements. This shapes informed, inclusive policies that enable sustainable career pathways for underserved and marginalized communities.

Apprenticeship Training

To equip young individuals with practical industry experience, TLF supported apprenticeship training programmes that integrate classroom instruction with on-the-job learning. By enabling participants to earn while they learn, this initiative enhances their employability and confidence, particularly for first-time entrants into the workforce.

Asset Transfer for Educational Infrastructure

Recognizing the role of physical infrastructure in quality education, TLF facilitated the donation of modern laboratory equipment, furniture and essential learning materials to government ITIs and schools in Baroda. These resources have enriched the learning environment, making technical education more accessible, engaging and impactful for students from underserved communities.

Ensuring Credibility Through Open Communication

TeamLease remains committed to transparent communication practices that build investor confidence and trust. Through timely disclosures and proactive engagement, we ensure stakeholders are well-informed, enabling informed decision-making and reinforcing our dedication to accountability and sound governance.

Our commitment to open and effective communication is reflected in:

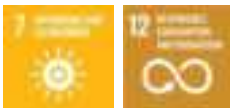
- ◇ Comprehensive quarterly earnings calls and investor presentations that offer detailed insights into operational and financial performance.
- ◇ Detailed annual reports providing a comprehensive view of our performance, priorities and long-term vision.
- ◇ Regular stakeholder engagement through multiple communication channels, including media interactions and investor meetings.
- ◇ Real-time performance updates through digital platforms and regulatory filings.



NATURAL CAPITAL



Our natural resources form the steady ground on which all our efforts rest. At TeamLease, we recognise that nurturing and preserving these gifts are essential—not just for business, but for the communities and environments we touch. We are committed to responsible stewardship, mindful of how our actions impact land, water and air that sustain us all. By integrating sustainable practices and thoughtful care into our operations, we honour nature's role in powering India's growth and the well-being of future generations.





CAPITAL TRADE-OFFS

Influences	Influenced by	Key trade-off
◇ Intellectual Capital: Helps design digital systems that reduce the need for physical resources ◇ Manufactured Capital: Affected by energy demands of cloud infrastructure and platform use 	◇ Inputs Digital system usage (cloud computing, automation layers), data centre resources. ◇ Outputs Lower paper usage, reduced logistics-related emissions, increased digital footprint (energy use, e-waste).	Digitisation supports sustainability goals through reduced physical resource use but requires energy-efficient systems and policies to manage growing digital environmental impact

ENVIRONMENTAL PERFORMANCE

Performance that respects the planet

Energy Efficiency

5%

reduction in electricity consumption



Water Efficiency

100%

plumbing lines maintained

6,087 KL

Water usage



Resource & Waste Management

70%

reduction in paper for employment letters

100%

e-waste routed through certified recyclers

Green Cover & Biodiversity

250+

indoor plants maintained



Minimising energy footprint

We have implemented a series of operational measures to optimise energy consumption across our facilities. These include enhanced control of air conditioning and lighting systems, as well as deactivating elevators outside business hours. Although we currently occupy leased premises without direct access to renewable energy sources, we are assessing a transition to an ESG-compliant space that aligns with recognised environmental governance standards.



Optimising Water Use

All plumbing systems were kept fully operational through regular inspections and necessary repairs. To enhance water efficiency, low-flow fixtures and high-efficiency appliances were installed in key areas. Employees received training in basic water conservation to encourage responsible usage.

Managing waste responsibly

We have established source-level waste segregation and ensure proper disposal through authorised service providers. Plastic usage is minimal and managed separately to prevent contamination. The ongoing digitisation of core processes particularly documentation such as employment letters has significantly reduced paper

consumption. All electronic waste is responsibly processed through certified recyclers to enable safe disposal and material recovery.



Towards a low carbon future

We are in the process of developing a roadmap towards carbon neutrality. Current areas of focus include improvements in energy efficiency, sustainable infrastructure, green transport frameworks and flexible working arrangements.

Statutory Reports



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 Fifth (25th) Annual General Meeting – Friday, September 19, 2025

July 31, 2025

Dear Shareholder(s),

You are cordially invited to attend the 25th Annual General Meeting (AGM/Meeting) of Shareholders of **TeamLease Services Limited ('the Company/TeamLease')** to be held on Friday, September 19, 2025, 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 25th Annual General Meeting
2. Instructions for E-Voting

NOTICE OF THE TWENTY FIFTH (25TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting (AGM) of Shareholders of TeamLease Services Limited (CIN: L74140KA2000PLC118395) ('the Company/TeamLease') will be held on Friday, September 19, 2025, 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, 2025
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, 2025
Item No. 3	To receive, consider and adopt the Report of the Board of Directors for the Financial Year ended March 31, 2025
Item No. 4	To appoint a Director in place of Mr. Ashok Reddy (DIN: 00151814) who retires by rotation and being eligible, offers himself for re-appointment
B. SPECIAL BUSINESS(ES)	
Item No. 5	To appoint M/s. Siroya and BA Associates, Company Secretaries, as Secretarial Auditors of the Company
Item No. 6	To re-appoint Mr. Ashok Reddy (DIN: 00151814) as Managing Director of the Company
Item No. 7	To approve remuneration of Mr. Manish Sabharwal (DIN: 00969601), Whole Time Director and Vice Chairman of the Company
Item No. 8	To alter the Articles of Association (AOA) of the Company
Item No. 9	To approve change in designation of Mr. Narayan Ramachandran (DIN: 01873080) to Non-Executive and Non-Independent Director 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, 2025

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, 2025, 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, 2025

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, 2025, 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, 2025

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, 2025, as circulated to the Shareholders, be and is hereby considered and adopted."

ITEM NO. 4

To appoint a Director in place of Mr. Ashok Reddy (DIN: 00151814) who retires by rotation and being eligible, offers himself 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. Mr. Ashok Reddy, Managing Director (DIN: 00151814) being the longest in office is liable to retire this year and is also eligible for re-appointment.

Background:

Mr. Ashok Reddy (DIN: 00151814) was appointed as an Executive Director of the Company, liable to retire by rotation for a period of five years commencing from September 01, 2020 to August 31, 2025, which was approved by the Shareholders at the Annual General Meeting held on September 04, 2020. Mr. Reddy being eligible has offered himself 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 Mr. Ashok Reddy (DIN: 00151814), as Managing Director of the Company."

B. SPECIAL BUSINESS(ES):**ITEM NO. 5****To appoint M/s. Siroya and BA Associates, as Secretarial Auditors of the Company Statutory Requirement:**

Securities and Exchange Board of India ("SEBI") vide Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024 had introduced 'Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, to establish detailed norms governing the appointment, re-appointment, tenure and removal of Secretarial Auditors in listed entities, effective from April 01, 2025.

Prior to the above said amendment, there were no provisions prescribed either in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or in the Companies Act 2013, specifying criteria for appointment or re-appointment or removal for Secretarial Auditors of a listed entity.

With this amendment, the following have been prescribed for Secretarial Auditors, mirroring the restrictions applicable on Statutory Auditors.

On the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting:

Provided that-

- (i) an individual Secretarial Auditor who has completed his or her term under sub-clause (i) of this clause shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of his or her term;
- (ii) a Secretarial Audit firm which has completed its term under sub-clause (ii) of this clause, shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of such term:

Provided further that as on the date of appointment no Secretarial Audit firm having a common partner or partners to the other Secretarial Audit firm, whose tenure has expired in the listed entity immediately preceding the financial year, shall be appointed as Secretarial Auditor of the same listed entity for a period of five years.

Proposal:

The Board proposes to appoint M/s. Siroya and BA Associates, for a term of five years beginning from the FY 2025-2026 onwards. Members are requested to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; Regulation of 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars and guidelines issued thereunder ("SEBI LODR") and based on the recommendations of the Audit Committee and the Board of Directors, approval of Members be and is hereby accorded for appointment of M/s. Siroya and BA Associates, Company Secretaries, Firm Registration No.: P2019MH074300 ('Secretarial Auditor'), holding Peer Review Certificate No. 3907/2023 issued by the Institute of Company Secretaries of India ("ICSI") as Secretarial Auditor of the Company for a period of 5 consecutive financial years ('Term'). from the Financial Year 2025-26 at a remuneration as mutually decided by the Board and the Secretarial Auditor, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Company to avail, during the aforesaid Term, various professional services (other than prohibited services under SEBI LODR) from the Secretarial Auditor and/or M/s. M Siroya and Company, Practicing Company Secretary, a network firm of the Secretarial Auditor, as may be permitted under SEBI LODR and ICSI guidelines in addition to the Secretarial Audit including but not limited to:

- (i) Issuance of Annual Compliance Report as per SEBI LODR;
- (ii) Issuance of Certificate confirming compliances relating to ESOP Scheme(s) as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (i) Issuance of Annual Certificate on compliance of Corporate Governance under SEBI LODR;
- (ii) Issuance of Annual Certificate confirming Non-Disqualification of Directors under SEBI LODR;
- (iii) Issuance of Reconciliation of Share Capital Audit under SEBI LODR;
- (iv) Issuance of Certificate in Form MGT-8 in connection with Annual Return under the Companies Act, 2013;
- (v) Issuance of Scrutinizer's Report on votes cast for the business proposed at Shareholders Meeting and/or via Postal Ballot;
- (vi) Certification of various E-Forms and returns to be filed with the Ministry of Corporate Affairs and/or any other governmental, regulatory body or any other person, from time to time; and
- (vii) Such other professional service, certificate, report or opinion, as may be required to be submitted by the Company from a practicing company secretary and permitted under SEBI LODR, ICSI guidelines and/or Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to sign and file requisite e-forms with the Registrar of Companies, send appropriate intimation to the Stock Exchanges, approve remuneration, from time to time, in consultation with the Secretarial Auditor, issue appointment / engagement letter(s) / Management Representation letters and generally do all acts, matters, deeds and things as may be required or deemed necessary or desirable or incidental in this regard."

ITEM NO. 6

To re-appoint Mr. Ashok Reddy (DIN: 00151814) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment/modification or enactment thereof for the time being in force), and the provisions of Articles of Association of the Company, consent of Shareholders, be and is hereby accorded to re-appoint Mr. Ashok Reddy (DIN: 00151814) as the Managing Director of the Company for a period of five years commencing from the date of expiry of the

current term, i.e., with effect from September 01, 2025, on such remuneration, as set out below:

Particulars	Compensation Per Month (₹)	Compensation Per Annum (₹)
Basic	3,08,833	37,05,996
HRA	1,23,533	14,82,396
Special Allowance	2,98,657	35,83,888
LTA	4,000	48,000
Employer PF	37,060	4,44,720
Total Fixed	7,72,083	92,65,000
Annual Variable Pay	-	92,65,000
Total Compensation	7,72,083	1,85,30,000

The total remuneration for the period effective from September 01, 2025, to March 31, 2026, shall be payable inclusive of all applicable pro-rata allowances and contributions. The above said remuneration of Mr. Ashok Reddy (DIN: 00151814) as the Managing Director of the Company is valid for a period of three years commencing from September 01, 2025.

RESOLVED FURTHER THAT consent of the Shareholders be and is hereby accorded to the Board (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of appointment including remuneration during the term of his appointment, on the recommendation of Nomination and Remuneration Committee, in such manner as may be agreed to between the Board of Directors and Mr. Ashok Reddy, provided however that the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms and conditions as per the HR Policy of the Company be and is hereby applicable including Earned/Privilege Leave, Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT the remuneration as set out above be paid to Mr. Ashok Reddy as minimum remuneration in the event of loss or the profits made are inadequate, subject to the provisions of Section II of Part II of Schedule V of the Act of the Companies Act, 2013 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

ITEM NO. 7**To approve remuneration of Mr. Manish Sabharwal (DIN: 00969601), Whole Time Director and Executive Vice Chairman of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment/modification or enactment thereof for the time being in force), pursuant to applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Articles of Association of the Company, and subject to such other approvals/ consents/ sanctions/ permissions as may be necessary, and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, consent of Shareholders, be and is hereby accorded to the Board to pay remuneration, as set out below to Mr. Manish Sabharwal for a period of two years commencing with effect from April 01, 2025 to March 31, 2027.

Particulars	Compensation Per Month (in ₹)	Compensation Per Annum (in ₹)
Basic	2,59,784.00	31,17,408.00
HRA	1,03,914.00	12,46,968.00
Special Allowance	2,81,361.00	33,76,332.00
LTA	4,400.00	52,800.00
Total Fixed	6,49,459.00	77,93,508.00
Annual Variable Pay	-	77,93,500.00
Total Compensation	6,49,459.00	1,55,87,008.00

RESOLVED FURTHER THAT consent of the Shareholders be and is hereby accorded to the Board (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of remuneration during the term of his appointment valid till March 31, 2027, on the recommendation of Nomination and Remuneration Committee, in such manner as may be agreed to between the Board of Directors and Mr. Manish Sabharwal, provided however that the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms and conditions as per the HR Policy of the Company be and is hereby applicable including Earned/Privilege Leave, Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT the remuneration as set out above be paid to Mr. Manish Sabharwal as minimum remuneration in the event of loss or the profits made are inadequate, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

ITEM NO. 8**To alter the Articles of Association (AOA) of the Company**

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

"RESOLVED THAT pursuant to the provisions of the Section 14 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 read with the relevant rules, consent of the Shareholders of the Company be and is hereby accorded to amend the Articles of Association of the Company as under:

Sl. No.	Erstwhile Clause No. (Except where specifically explained)	Original Clause	Amended Clause
1	2A(v)	"Equity Shares" shall mean fully paid-up equity shares of the Company having a par value of INR 1/- (Rupees One) per equity share, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares.	"Equity Shares" shall mean fully paid-up equity shares of the Company having a par value of INR 10/- (Rupees Ten) per equity share, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares.

Sl. No.	Erstwhile Clause No. (Except where specifically explained)	Original Clause	Amended Clause
2	2A(x)	"Extraordinary General Meeting" shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act;	Deleted and subsequent clauses re-numbered
3	2A(cc)	"General Meeting" shall mean a meeting of holders of Equity Shares and any adjournment thereof.	Deleted and subsequent clauses re-numbered
4	2A(dd)	"Independent Director" shall mean an independent director as defined under the Act and under clause 49 of the Listing Agreement.	"Independent Director" shall mean an independent director as defined under the Act and SEBI Listing Regulations.
5	2A(ss) - New Clause added and subsequent clauses re-numbered	-	"SEBI Listing Regulations" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.
6	2A(zz) - New Clause added and subsequent clauses re-numbered	-	"Stock Exchanges" shall mean BSE Limited, the National Stock Exchange of India Limited and any other recognized stock exchange in India where the Securities are listed.
7	41(h)	Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
8	41(v)	The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the Listing Agreement or any other Law, if applicable to the Company.	The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.
9	42	Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Agreement. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) Woman Director, as may be prescribed by Law from time to time.	Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) Woman Director, as may be prescribed by Law from time to time.

Sl. No.	Erstwhile Clause No. (Except where specifically explained)	Original Clause	Amended Clause
10	43 – a and b	(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman of the Company shall be Manish Sabharwal and the Managing Director of the Company shall be Ashok Reddy. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie. (b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.	(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie. (b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.
11	47	The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under Clause 49 of the Listing Agreement.	The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.
12	51(a)	Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the Listing Agreement, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.	Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.
13	51(d)	All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of Central Government. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.	All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors including Independent Directors if the same is made within the prescribed limits under the Act. Notwithstanding anything contained in this article, the Independent Directors shall not be eligible to receive any stock options.

Sl. No.	Erstwhile Clause No. (Except where specifically explained)	Original Clause	Amended Clause
14	56(h) - New Clause added	-	In addition to the above, the Company shall also ensure compliance with the applicable regulations and guidelines under the SEBI Listing Regulations, as amended from time to time.
15	65	The remuneration of the Managing Director(s) / whole time director(s) / executive director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act, and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.	The remuneration of the Managing Director(s) / whole time director(s) / executive director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act, SEBI Listing Regulations and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.
16	67(l) – Para 1	any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Agreement.	any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations.
17	67(c) – Para 4	any such other matter as may be prescribed under the Act, the Listing Agreement and other applicable provisions of Law.	any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.
18	74(a)	The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the Listing Agreement. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.	The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.
19	74(d)	The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the Listing Agreement, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.	The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

ITEM NO. 9

To approve change in designation of Mr. Narayan Ramachandran (DIN: 01873080) to Non-Executive and Non-Independent Director of the Company

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

"RESOLVED THAT consent of the Members be and is hereby accorded, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, for change in designation of Mr. Narayan Ramachandran from Non-Executive, Independent Director to a Non-Executive, Non-Independent Director with effect from start of business hours of July 08, 2025, liable to retire by rotation, after his retirement, as an Independent Director from the end of business hours of July 07, 2025, subject to the requisite approvals. Mr. Ramachandran shall continue to Chair the Board as a Non-Executive Non-Independent Director.

RESOLVED FURTHER THAT Mr. Narayan Ramachandran shall also cease to be a Lead Independent Director of the Company, consequent to completion of his term with effect from end of business hours of July 07, 2025.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any modification or re-enactment

thereof, pursuant to applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Articles of Association of the Company, subject to other requisite approvals, if any, the Nomination and Remuneration Committee and Board be and hereby recommends the remuneration payable to Mr. Narayan Ramachandran as a Non-Executive, Non-Independent Director, liable to retire by rotation, on the Board of the Company, after cessation as an Independent Director, as set out below:

Remuneration & Reimbursements

Remuneration will be linked to his presence at the Board and Committee meetings and also on the basis of his position in various Committees of the Board, whether as the Chairman or a Member of the Committee(s). However, such remuneration by way of "Sitting fee" shall be within the limits of the Companies Act, 2013. He shall also be reimbursed with the cost of travel and conveyance stay expenses incurred by him for attending any future Board, Committee and Shareholder meetings.

The sitting fee details is as under:

SL. NO	PARTICULAR	AMOUNT (in ₹)
1	Sitting fees per Board Meeting	1,00,000
2	Sitting fees per Committee Meeting	1,00,000

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

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: July 31, 2025
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") General Circular No. 09/2024 dated September 19, 2024, read with Circular Nos. 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 02/2022 dated May 05, 2022, 20/2020 dated May 05, 2020, and all other relevant Circulars and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (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 18, 2025 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, Mr. Ashok Reddy, Managing Director retires by rotation at the Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.

Ms. Reddy is interested in the Ordinary Business set out at Item No. 4 of the Notice with regard to his 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 Businesses

Mr. Ashok Reddy is interested in the Special Business set out at Item No. 6 of the Notice with regard to his re-appointment.

Mr. Manish Sabharwal is interested in the Special Business set out at Item No. 7 of the Notice with regard to his remuneration.

Mr. Narayan Ramachandran is interested in the Special Business set out at Item No. 9 of the Notice with regard to his change in designation as Non-Executive Non-Independent Director.

Details of Director's re-appointment, remuneration and change in designation at this Meeting is provided in the **"Annexure 1, 2 and 3"** to the Notice.

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 9 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 19, 2025. 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 08, 2025. 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 19, 2025.
 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 17, 2025, 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 12, 2025, 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 19, 2025. The Company will, at the AGM, endeavour to

address the queries received till 03:00 P.M. IST on September 17, 2025 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 12, 2025 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 15, 2025 (09:00 A.M. IST) upto Wednesday, September 17, 2025 (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 Fifth (25th) AGM Notice, Annual Report 2025 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 Fifth (25th) 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 12, 2025, 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 16, 2025 (09:00 A.M. IST)
End of remote E-Voting	Thursday, September 18, 2025 (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 12, 2025.

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 2025 and the Notice of the Twenty Fifth (25th) 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 and 6 of the Notice is mentioned in **"Annexure 1"** of this AGM Notice.

Details of Item No. 7 is captured in **"Annexure 2"** of this AGM Notice.

Details of Item No. 9 is captured in **"Annexure 3"** 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 48 hours from conclusion of the Meeting. However, certain specific details, such as, date of meeting and brief details of items deliberated, shall be disclosed within 12 hours as per Regulation 30(6)(ii) of the LODR Regulations. The results declared along with the Scrutiniser's Report will be placed on the website of the Company <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: July 31, 2025

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 19, 2025, 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, 2024, to March 31, 2025
Cut-off date for determining the names of Shareholders eligible to get Notice of Annual General Meeting	: Friday, August 08, 2025
Cut-off date for determining the names of Shareholders eligible to vote	: Friday, September 12, 2025
Remote E-Voting start time and date	: Tuesday, September 16, 2025 (09:00 A.M. IST)
Remote E-Voting end time and date	: Thursday, September 18, 2025 (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 17, 2025, by any of the following process: 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 12, 2025, 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 15, 2025 (09:00 A.M. IST) upto Wednesday, September 17, 2025 (03:00 P.M. IST).
Recorded transcript	: Will be made available post AGM at https://group.teamlease.com/investor/annual-compliances/

Information on Board and Committee Composition

1a. Board Composition – March 31, 2025

SL. NO	DIN	NAME OF THE DIRECTOR	DESIGNATION
1	01873080	Mr. Narayan Ramachandran	Non-Executive Chairman and Lead Independent Director
2	00969601	Mr. Manish Mahendra Sabharwal	Executive Vice Chairman
3	00151814	Mr. Ashok Reddy	Managing Director & CEO
4	07332241	Ms. Rituparna Chakraborty	Non-Executive Non-Independent Director
5	00254091	Dr. V Raghunathan	Independent Director
6	07118801	Mrs. Latika Pradhan	Independent Director
7	03621431	Mr. Mekin Maheshwari	Independent Director
8	08235844	Mrs. Meenakshi Nevatia	Independent Director
9	01494407	Mr. Subramaniam Somasundaram	Independent Director
10	02545177	Mr. Rajnarayan Ramakrishnan	Independent Director

1b. Committee Composition – March 31, 2025

 Chairman  Member  Invitees		(March 24, 2024 onwards)	(May 21, 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 and 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)						

 Chairman  Member  Invitees		(March 24, 2024 onwards)	(May 21, 2024 onwards)	May 22 , 2024 onwards		
		Corporate Social Responsibility Committee	Nomination And Remuneration Committee	Stakeholders' Relationship Committee	Audit Committee	Risk Management Committee
Mr. Manish Mahendra Sabharwal (Executive Vice Chairman)						
Mr. Ashok Reddy (Managing Director & CEO)						

*Date of formation of all the committees -09/07/2015

2a. Board Composition – July 31, 2025 (Date of Signing of AGM Notice)

SL. NO	DIN	NAME OF THE DIRECTOR	DESIGNATION
1	01873080	Mr. Narayan Ramachandran	Non-Executive Chairman and Non-Independent Director
2	00969601	Mr. Manish Mahendra Sabharwal	Executive Vice Chairman
3	00151814	Mr. Ashok Reddy	Managing Director & CEO
4	03621431	Mr. Mekin Maheshwari	Independent Director
5	08235844	Mrs. Meenakshi Nevatia	Independent Director
6	01494407	Mr. Subramaniam Somasundaram	Independent Director
7	02545177	Mr. Rajnarayan Ramakrishnan	Independent Director

Notes:

Mr. Narayan Ramachandran ceased to be an Independent Director, consequent to the completion of his term. He is re-designated as Non- Executive, Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He shall continue as Non-Executive Chairman of the Company.

2b. Committee Composition - With effect from May 21, 2025

 Chairman  Member	May 21, 2025 onwards				
	 Invitees				
	Audit Committee	Nomination And Remuneration Committee	Risk Management Committee	Corporate Social Responsibility Committee	Stakeholders' Relationship Committee
Mr. Subramaniam Somasundaram (Independent Director)					
Mr. Narayan Ramchandran (Lead Independent Director and Non-Executive Chairman)					
Mr. Rajnarayan Ramakrishnan (Independent Director)					
Mr. Mekin Maheshwari (Independent Director)					
Mrs. Meenakshi Nevatia (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

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 and 6

To appoint a Director in place of Mr. Ashok Reddy (DIN: 00151814) who retires by rotation and being eligible, offers himself for re-appointment, and

To re-appoint Mr. Ashok Reddy (DIN: 00151814) as Managing Director of the Company



Brief Profile of Mr. Ashok Reddy, Qualification and Nature of Expertise:

Mr. Ashok Reddy aged about 55 years is the co-founder and currently the Managing Director (MD) 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.

Other Details:

Date of first appointment	03/09/2015
Date of re-appointment in current term for 5 years	01/09/2020
Current proposal for re-appointment	For 5 years commencing from the date of expiry of the current term, i.e., with effect from September 01, 2025
Category	Executive Director
Terms and conditions for re-appointment	Mr. Ashok is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013. Further, he was re-appointed for a second term of five years commencing from September 01, 2020, and his second term is due to expire in this current Financial Year that is with effect from August 31, 2025.
Relationship with other Directors / Key Managerial Personnel Inter-se	NIL
Direct Shareholding in the Company	NIL
	However, Mr. Reddy is holding 23.80% via HR Offshoring Ventures Pte. Ltd. and 7.02% via NED Consultants LLP
Number of Meetings of the Board attended during the year	Attended all the six (6) Board Meetings conducted during the Financial Year
Details of remuneration drawn in 2024-25	₹ 1.60 Crores
Details of remuneration proposed to be drawn in 2025-26	₹ 1.85 Crores
Listed entities from which the Director has resigned in the last 3 years	NIL

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

Company	Director	Committee	Chairman
TeamLease Services Ltd.	Yes-Executive Director	-	-

Notes:

- 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).
- As required by Regulation 36(3)(d), there has been no resignation by Mr. Reddy 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.

Annexure 2

Additional information on Directors, recommended for appointment/re-appointment, as required under SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (For the following Agenda Item, approval is sought from Shareholders for Remuneration of the Vice Chairman, whose appointment is valid till March 31, 2027)

For Agenda Item No. 7

To approve remuneration of Mr. Manish Sabharwal (DIN: 00969601), Whole Time Director and Executive Vice Chairman of the Company



Brief Profile of Mr. Manish Sabharwal, Qualification and Nature of Expertise:

Mr. Manish Sabharwal aged about 55 years 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.

Other Details:

Date of first appointment	02/02/2000
Date of re-appointment in current term for 5 years	01/04/2022
Category	Executive Director
Terms and Conditions for approving remuneration	The Company availed Board and shareholders' approval for re-appointment of Mr. Manish Sabharwal as the Whole Time Director and Executive Vice Chairman for a term of 5 years with effect from the date of expiry of the term, i.e., with effect from April 01, 2022, subject to the approval of the Shareholders till March 31, 2027. However, the remuneration as was approved for a period of three years till March 31, 2025 previously.
Relationship with other Directors / Key Managerial Personnel Inter-se	NIL
Direct Shareholding in the Company	NIL
	However, Mr. Sabharwal is holding 23.80% via HR Offshoring Ventures Pte. Ltd., and 0.78% via Hansini Management Consultant Private Limited
Number of Meetings of the Board attended during the year	Attended all the six (6) Board Meetings conducted during the Financial Year
Details of remuneration drawn in 2024-25	₹ 1.60 Crores
Details of remuneration proposed to be drawn in 2025-26	₹ 1.42 Crores
Listed entities from which the Director has resigned in the last 3 years	NIL, since Mr. Sabharwal has not resigned from any listed entity in the last 3 years.
	However, Mr. Sabharwal had completed his second and final term as an Independent Director and consequently ceased to be a Director of Pennar Industries Limited with effect from March 31, 2024.

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

Company	Director	Committee	Chairman
TeamLease Services Ltd.	Yes-Executive Director	-	-
PhonePe Ltd.	Yes – Independent Director	-	Yes- Audit Committee
Gaja Alternative Asset Management Limited	Yes – Non-Executive Director	-	Yes- Stakeholders Relationship Committee

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 Mr. Sabharwal 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.

Annexure 3

Additional information on Directors, recommended for appointment/re-appointment, as required under SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (For the following Agenda Item, approval is sought from Shareholders for Change in Designation of Mr. Narayan Ramachandran, whose appointment as an Independent Director was valid till end of business hours on July 07, 2025)

For Agenda Item No. 9

To approve change in designation of Mr. Narayan Ramachandran (DIN: 01873080) to Non-Executive and Non-Independent Director of the Company



Brief Profile of Mr. Narayan Ramachandran, Qualification and Nature of Expertise:

Mr. Narayan Ramachandran aged about 62 years 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 38 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.

Consequent to completion of his term with effect from July 07, 2025, as an Independent Director, he has consented to continue as Non - Executive and Non-Independent Chairman with effect from start of business hours of July 08, 2025.

Other Details:

Date of first appointment	09/07/2015
Date of re-appointment as Non-Executive Independent Director for second term	08/07/2020
Current proposal for change in designation as Non-Executive Non- Independent Director	From start of business hours of July 08, 2025
Category	Non-Executive Non- Independent Director
Terms and conditions for Change in Designation	Mr. Narayan Ramachandran was appointed as Non-Executive & Independent Director of the Company w.e.f. July 09, 2015, and later re-appointed as on July 08, 2020. Consequently, his term as Independent Director ended at the close of business hours on July 07, 2025.
Relationship between Directors / Key Managerial Personnel Inter-se	NIL
Direct Shareholding in the Company	Mr. Ramachandran holds 9,835 shares constituting 0.05% stake in the Company
Number of Meetings of the Board attended during the year	Attended all the six (6) Board Meetings conducted during the Financial Year
Details of remuneration drawn in 2024-25	Rs. 0.20 Crores
Details of remuneration proposed to be drawn	Only Sitting fees for attending Board and Committee Meetings
Listed entities from which the Director has resigned in the last 3 years	NIL, since Mr. Ramachandran has not resigned from any listed entity in the last 3 years.

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

Company	Director	Committee	Chairman
TeamLease Services Ltd.	Yes Non-Executive Independent Director – Till close of business hours on July 07, 2025 Non-Executive Non-Independent Director - From start of business hours of July 08, 2025	Yes- Audit Committee - and Stakeholders' Relationship Committee	

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 Mr. Ramachandran 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 Fifth (25th) Annual General Meeting of the Company to be held through VC / OAVM on Friday, September 19, 2025, at 03.00 P.M. IST.

For Agenda Item 5

To appoint M/s. Siroya and BA Associates, as Secretarial Auditors of the Company

The Board at its meeting held on May 21, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Siroya and BA Associates, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: P2019MH074300) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Profile of the Firm

M/s. Siroya and BA Associates is a well-known firm of Practising Company Secretaries and based in Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. Siroya and BA Associates has a team of 7 qualified company secretaries (including partners) supported by semi-qualified and management trainees and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors.

M/s. Siroya and BA Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Siroya and BA Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the Secretarial Audit plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Siroya and BA Associates.

In addition to the Secretarial Audit, M/s. Siroya and BA Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 5 of this Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

For Agenda Item 6

To re-appoint Mr. Ashok Reddy (DIN: 00151814) as Managing Director of the Company

The relevant details as required under SEBI (Listing, Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are mentioned in Annexure 1 of this AGM Notice.

Mr. Ashok Reddy (DIN: 00151814) was appointed as Managing Director of the Company for a period of five years commencing from September 03, 2015, for a first term and thereafter, he was re-appointed for a second term of five years commencing from September 01, 2020, and his second term is due to expire in this current Financial Year that is with effect from August 31, 2025.

Based on the recommendation of the Nomination and Remuneration Committee and in line with Nomination and Remuneration Policy of the Company, the Board of Directors, vide their meeting conducted on July 31, 2025, subject to approval of Shareholders, had re-appointed Mr. Ashok Reddy as Managing Director of the Company for a period of five years commencing from the date of expiry of the current term, i.e., with effect from September 01, 2025. The Board based on the recommendation of Nomination and Remuneration Committee approved the terms & conditions of the payment of remuneration to Mr. Ashok Reddy, the details of which are given below:

Particulars	Compensation Per Month (in ₹)	Compensation Per Annum (in ₹)
Basic	3,08,833	37,05,996
HRA	1,23,533	14,82,396
Special Allowance	2,98,657	35,83,888
LTA	4,000	48,000
Employer PF	37,060	4,44,720
Total Fixed	7,72,083	92,65,000
Annual Variable Pay	-	92,65,000
Total Compensation	-	1,85,30,000

The total remuneration for the period effective from September 01, 2025, to March 31, 2026, shall be payable on a pro-rated basis, inclusive of all applicable pro-rata allowances and contributions.

These resolutions do not constitute related party transactions under the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. These resolutions, though related party transactions under Clause 23 of SEBI LODR Regulations, 2015, under the applicable accounting standards, are not material related party transactions.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Mr. Ashok Reddy as Managing Director, to be re-appointed as such under the provisions of Section 196 of the Companies Act, 2013.

The Company has received requisite consent/declarations like Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, confirming his eligibility for such re-appointment as required under the Act and rules made thereunder.

This explanatory statement and the resolution at Item No. 6 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Notes:

- Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the above mentioned directors, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013.
- The limits specified above are the maximum limits and the Nomination and Compensation Committee / Board may in its absolute discretion pay to the abovementioned Directors lower/ higher remuneration and revise the same from time to time within the maximum limits stipulated above.

- iv. In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- v. If at any time the above mentioned Director cease to be in the employment of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.
- vi. The Managing Director is appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Managing Director is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry: The Company is engaged in the business of technical, legal, financial and management consultants, advisers, innovators, software, designer, marketers, fund managers, administrators, agents, recruitment and placement consultancy service providers, impart training in various fields, areas and subjects including but not limited to vocational training through any form viz. classroom, electronic media or training by correspondence and to carry of the business of conceptualizing, designing, execution and operation of all activities pertaining or relating to contract employees or of employee leasing by offering services from time to time for outsourcing administration of employees and all administrative activities related thereto and to enter into collaborations, joint venture agreements in India and with companies abroad.
2. Date of commencement of commercial production: February 02, 2000
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

₹ in Crores

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	11,155.87	9,321.53	10,236.29	8,440.80
Other Income	44.72	46.18	56.55	60.27
Total Income	11,200.59	9,367.71	10,292.84	8,501.07
Profit before finance cost, depreciation, amortization and taxes	182.81	176.98	145.57	145.24
Depreciation and Amortization	53.68	52.53	37.05	31.87
Profit before finance cost and taxes	129.13	124.45	108.52	113.37
Finance Cost	14.80	10.23	11.32	8.19
Profit before share of profit/ (loss) from Associates	114.33	114.22	97.20	105.18
Share of profit from joint venture	0.17	-	-	-
Exceptional Item	-	3.51	-	3.51
Profit before tax	114.50	117.73	97.20	108.69
Income Tax (credit)/expense	4.03	5.07	1.10	2.89
Net profit for the year	110.47	112.66	96.10	105.80
Other Comprehensive Income/(Loss) for the Year	-0.30	-1.09	-0.37	-0.31
Total Comprehensive Income for the year	110.17	111.57	95.73	105.49
Earnings Per Equity Share of ₹ 10 each				
Basic & Diluted (in ₹)	64.86	66.65	57.31	62.87

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year. However, TeamLease Digital Private Limited (TDPL), wholly-owned Subsidiary of the Company has acquired 80% equity stake in Ikigai Enablers Pte. Ltd., a Company incorporated in the Republic of Singapore and also made investments in Optionally Convertible Debenture (OCD).

II. Information about the Appointee:

1. Background Details: Details form part of Annexure 1 of the AGM Notice.
2. Past remuneration: Kindly refer to Annual Return placed on the Website at <https://group.teamlease.com/investor/teamlease-annual-report/> for details of remuneration paid to Executive Directors of the Company.
3. Job profile Suitability: Details form part of Annexure 1 of the AGM Notice.
4. Remuneration proposed: Detailed in this explanatory statement as well the AGM Resolution.
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Ashok Reddy, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. Ashok Reddy, does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

1. **Reasons of loss or inadequate profits:** TeamLease Services Limited has sufficient and adequate profit under Section 198 of the Companies Act, 2013 and there is no reason to believe in the drip in the same during the said tenure of appointment of Mr. Ashok Reddy or in future as well and as a precautionary measure, we have made the additional disclosures in the explanatory statement pertaining to the remuneration of the Managing Director, should there be inadequacy of profits during the said term.
2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

As stated in the point above, the Company has adequate profits under Section 198 of the Companies Act, 2013 and there is no reason to believe in the drip in the same during the said tenure of appointment of Mr. Ashok Reddy or in future as well.
3. **Expected increase in productivity and profits in measurable terms:** The Company is positive of maintaining the increase in productivity and profits year on year in same length as now and as maintained in recent past.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2025.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ashok Reddy to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

In accordance with the provisions of provisions of Section 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of Managing Director and and payment of remuneration is required to be approved by the members of the Company. Accordingly approval of the members is sought by passing the Special Resolution as set out at Item No. 6 of this Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Shareholders.

All the material documents pertaining to the above resolution shall be available for inspection by the Shareholders at the Registered Office of the Company. The Shareholders may write an email to corporateaffairs@teamlease.com by mentioning "Request for Inspection" in the subject of the email.

For Agenda Item 7

To approve the remuneration of Mr. Manish Sabharwal (DIN: 00969601), Whole Time Director and Executive Vice Chairman of the Company

The relevant details as required under SEBI (Listing, Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are mentioned in Annexure 2 of this AGM Notice.

Based on the recommendation of the Nomination and Remuneration Committee and in line with Nomination and Remuneration policy of the Company, the Board of Directors, vide their meeting conducted on June 09, 2020, and vide approval of Shareholders on September 04, 2020, had re-appointed Mr. Manish Sabharwal as the Whole Time Director and Chairman of the Company till March 31, 2022, from the date of expiry of the first term, i.e., with effect from September 01, 2020.

At the meeting of the Board of Directors conducted on July 28, 2021, Mr. Sabharwal was re-designated as Whole Time Director and Executive Vice Chairman of the Company. The Company availed Board and shareholders' approval for re-appointment of Mr. Manish Sabharwal as the Whole Time Director and Executive Vice Chairman for a term of 5 years with effect from the date of expiry of the term, i.e., with effect from April 01, 2022, subject to the approval of the Shareholders till March 31, 2027.

However, the remuneration as was approved for a period of three years till March 31, 2025, pursuant to Schedule V and other applicable provisions of the Companies Act, 2013. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, it is proposed now to seek Shareholders approval for the remuneration payable from April 01, 2025, to March 31, 2027. The Board based on the recommendation of Nomination and Remuneration Committee approved the terms & conditions of the payment of remuneration to Mr. Manish Sabharwal, the details of which are given below:

Particulars	Compensation Per Month (in ₹)	Compensation Per Annum (in ₹)
Basic	2,59,784.00	31,17,408.00
HRA	1,03,914.00	12,46,968.00
Special Allowance	2,81,361.00	33,76,332.00
LTA	4,400.00	52,800.00
Total Fixed	6,49,459.00	77,93,508.00
Annual Variable Pay	-	77,93,500.00
Total Compensation	6,49,459.00	1,55,87,008.00

These resolutions do not constitute related party transactions under the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. These resolutions, though related party transactions under Regulation 23 of LODR Regulations 2015, under the applicable accounting standards, are not material related party transactions.

This explanatory statement and the resolution at Item No. 7 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Notes:

- Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the above mentioned directors, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013.
- The limits specified above are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the above mentioned Directors lower/ higher remuneration and revise the same from time to time within the maximum limits stipulated above.
- In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- If at any time the above mentioned Director ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be the Whole Time Director and Vice Chairman of the Company.

- vi. The Whole Time Director and Vice Chairman is appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Whole Time Director and Vice Chairman is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry: The Company is engaged in the business of technical, legal, financial and management consultants, advisers, innovators, software, designer, marketers, fund managers, administrators, agents, recruitment and placement consultancy service providers, impart training in various fields, areas and subjects including but not limited to vocational training through any form viz. classroom, electronic media or training by correspondence and to carry of the business of conceptualizing, designing, execution and operation of all activities pertaining or relating to contract employees or of employee leasing by offering services from time to time for outsourcing administration of employees and all administrative activities related thereto and to enter into collaborations, joint venture agreements in India and with companies abroad.
2. Date of commencement of commercial production: February 02, 2000
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

₹ in Crores

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	11,155.87	9,321.53	10,236.29	8,440.80
Other Income	44.72	46.18	56.55	60.27
Total Income	11,200.59	9,367.71	10,292.84	8,501.07
Profit before finance cost, depreciation, amortization and taxes	182.81	176.98	145.57	145.24
Depreciation and Amortization	53.68	52.53	37.05	31.87
Profit before finance cost and taxes	129.13	124.45	108.52	113.37
Finance Cost	14.80	10.23	11.32	8.19
Profit before share of profit/ (loss) from Associates	114.33	114.22	97.20	105.18
Share of profit from joint venture	0.17	-	-	-
Exceptional Item	-	3.51	-	3.51
Profit before tax	114.50	117.73	97.20	108.69
Income Tax (credit)/expense	4.03	5.07	1.10	2.89
Net profit for the year	110.47	112.66	96.10	105.80
Other Comprehensive Income/(Loss) for the Year	-0.30	-1.09	-0.37	-0.31
Total Comprehensive Income for the year	110.17	111.57	95.73	105.49
Earnings Per Equity Share of ₹ 10 each				
Basic & Diluted (in ₹)	64.86	66.65	57.31	62.87

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year. However, TeamLease Digital Private Limited (TDPL), wholly-owned Subsidiary of the Company has acquired 80% equity stake in Ikigai Enablers Pte. Ltd., a Company incorporated in the Republic of Singapore and also made investments in Optionally Convertible Debenture (OCD).

II. Information about the Mr. Manish Sabharwal:

1. Background Details: Details form part of Annexure 2 of the AGM Notice.
2. Past remuneration: Kindly refer to Annual Return placed on the Website at <https://group.teamlease.com/investor/teamlease-annual-report/> for details of remuneration paid to Executive Directors of the Company.
3. Job profile Suitability: Details form part of Annexure 2 of the AGM Notice.
4. Remuneration proposed: Detailed in this explanatory statement as well the AGM Resolution.
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Manish Sabharwal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. Manish Sabharwal, does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

1. **Reasons of loss or inadequate profits:** TeamLease Services Limited has sufficient and adequate profit under Section 198 of the Companies Act, 2013 and there is no reason to believe in the drip in the same during the said tenure of appointment of Mr. Manish Sabharwal or in future as well and as a precautionary measure, we have made the additional disclosures in the explanatory statement pertaining to the remuneration of the Whole Time Director and Vice Chairman, should there be inadequacy of profits during the said term.

2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

As stated in the point above, the Company has adequate profits under Section 198 of the Companies Act, 2013 and there is no reason to believe in the drip in the same during the said tenure of appointment of Mr. Manish Sabharwal or in future as well.

3. **Expected increase in productivity and profits in measurable terms:** The Company is positive of maintaining the increase in productivity and profits year on year in same length as now and as maintained in recent past.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2025.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Manish Sabharwal to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

In accordance with the provisions of provisions of Section 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013, the payment of remuneration to Executive Vice Chairman is required to be approved by the members of the Company. Accordingly approval of the members is sought by passing the Special Resolution as set out at Item No. 7 of this Notice,

The Board recommends the resolution set forth in Item No. 7 for the approval of the Shareholders.

All the material documents pertaining to the above resolution shall be available for inspection by the Shareholders at the Registered Office of the Company. The Shareholders may write an email to corporateaffairs@teamlease.com by mentioning "Request for Inspection" in the subject of the email.

For Agenda Item 8

To alter the Articles of Association (AOA) of the Company

The Companies Act, 2013 has been amended frequently by way of notifications and circulars. Similarly, securities laws including Securities and Exchange Board of India Act (SEBI Act) and Rules framed thereunder have also undergone changes by way of numerous circulars and notifications issued by SEBI and Central Government. Earlier, the company had altered its Articles of Association to implement new provisions of Companies Act, 2013. However, in view of frequent changes thereafter, it was thought fit by the Board of Directors of the company that certain clauses of the existing Articles of Association of the company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of Articles

of Association to align the same with the prevailing provisions of the Act and Rules referred hereinabove. During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of Articles of Association has also been changed and were required to be renumbered.

The Board at its meeting held on May 21, 2025, has considered and approved proposal of new set of the AoA of the Company subject to approval of Shareholders.

As per Section 14 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of alteration of Articles of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 8 as a Special Resolution.

All the material documents pertaining to the above resolution shall be available for inspection by the shareholders at the Registered Office of the Company. The Shareholders may write an email to corporateaffairs@teamlease.com by mentioning "Request for Inspection" in the subject of the email.

For Agenda Item 9

To approve change in designation of Mr. Narayan Ramachandran (DIN: 01873080) to Non-Executive and Non-Independent Director of the Company

The relevant details as required under SEBI (Listing, Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are mentioned in Annexure 3 of this AGM Notice.

Mr. Narayan Ramachandran was appointed as Non-Executive & Independent Director of the Company w.e.f. July 09, 2015, and later re-appointed as on July 08, 2020. He has significantly contributed to the governance and strategic direction of the Company during his tenure. Based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, it is proposed to change Mr. Ramachandran's designation to Non-Executive and Non-Independent Director, liable to retire by rotation, effective from start of business hours of July 08, 2025, following his retirement as Independent Director. Consequently, his term as Independent Director and Lead Independent Director will end at the close of business hours on July 07, 2025.

The Company recognizes Mr. Ramachandran's extensive experience, valuable insights, and commitment, which are vital for its continued success. His continued association as a Non-Executive and Non-Independent Director will ensure that the Board benefits from his expertise while aligning his designation with the evolving needs of governance and corporate strategy.

Upon his change in designation, Mr. Ramachandran will be entitled to remuneration linked to his participation in Board and Committee meetings whether as the Chairman or a Member of the Committee(s), as well as reimbursement of travel and conveyance expenses incurred for attending such meetings. As per the Companies Act, 2013, his remuneration will be confined within the permissible limits. The proposed sitting fee structure is as follows:

SR. NO.	PARTICULARS	AMOUNT (in ₹)
1	Sitting fees per Board Meeting	1,00,000
2	Sitting fees per Committee Meeting	1,00,000

The proposed change in designation and remuneration is in compliance with the provisions of the Companies Act, 2013, the Rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Necessary approvals have been sought to facilitate this change, ensuring adherence to all applicable laws and regulations.

The Board is of the view that the appointment of Mr. Narayan Ramachandran on the Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

None of the other Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Ramachandran, are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board of Directors and the Company Secretary & Compliance Officer are severally authorized to undertake all necessary actions to implement the resolution, including settling any questions or difficulties that may arise during the process.

This resolution requires approval as Special Resolution by the Members of the Company at the Annual General Meeting.

The Board recommends this 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 Fifth (25th) Annual General Meeting – Friday, September 19, 2025

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 Fifth (25th) AGM to be held on Friday, September 19, 2025, at 03:00 P.M. IST through VC/OAVM facility. The Company has engaged the services of KFin Technologies 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 16, 2025 at 09:00 A.M. IST	Thursday, September 18, 2025 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 Fifth (25th) AGM of the Company to be held on Friday, September 19, 2025.

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: July 31, 2025

Place: Bangalore

By Order of the Board of Directors
TeamLease Services Limited

Alaka Chanda
Company Secretary and Compliance Officer
Membership No: F10911

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 einward.ris@kfintech.com and it should reach the Company by email not later than Thursday, September 18, 2025 (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 einward.ris@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 16, 2025 (09:00 A.M. IST) and ends on Thursday, September 18, 2025 (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 12, 2025 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 12, 2025, 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 12, 2025, 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
- Shareholders who have already registered and opted for IDeAS facility to follow below steps: - Go to URL: https://eservices.nsdl.com - Click on the "Beneficial Owner" icon under 'IDeAS' section. - On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-Voting" - 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 - User not registered for IDeAS e-Services - To register click on link: https://eservices.nsdl.com (Select "Register Online for IDeAS") or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields - First-time users can visit the e-Voting website directly and follow the process below: - Go to URL: https://www.evoting.nsdl.com/ - Click on the icon "Login" which is available under 'Shareholder/Member' section. - Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. - Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. - 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.	- Members who have already registered and opted for Easi/ Easiest to follow below steps: - Go to URL: https://web.cdslindia.com/myeasitoken/home/login/ ; or - URL: www.cdslindia.com and then go to Login and select My Easi New (Token) - Login with user id and password. - The option will be made available to reach e-Voting page without any further authentication. - Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period - User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration - Proceed with completing the required fields. - First-time users can visit the e-Voting website directly and follow the process below: - Go to URL: www.cdslindia.com - Click on the icon "E-Voting" - Provide demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. - After successful authentication, the user will be provided links for the respective ESP where the eVoting is in progress. - 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.

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 Fifth (25th) Board's 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, 2025 (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 2024-25 is as under:

₹ in Crores

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	11,155.87	9,321.53	10,236.29	8,440.80
Other Income	44.72	46.18	56.55	60.27
Total Income	11,200.59	9,367.71	10,292.84	8,501.07
Profit before finance cost, depreciation, amortization and taxes	182.81	176.98	145.57	145.24
Depreciation and Amortization	53.68	52.53	37.05	31.87
Profit before finance cost and taxes	129.13	124.45	108.52	113.37
Finance Cost	14.80	10.23	11.32	8.19
Profit before share of profit/ (loss) from Associates	114.33	114.22	97.20	105.18
Share of profit from joint venture	0.17	-	-	-
Exceptional Item	-	3.51	-	3.51
Profit before tax	114.50	117.73	97.20	108.69
Income Tax (credit)/expense	4.03	5.07	1.10	2.89
Net profit for the year	110.47	112.66	96.10	105.80
Other Comprehensive Income/(Loss) for the Year	-0.30	-1.09	-0.37	-0.31
Total Comprehensive Income for the year	110.17	111.57	95.73	105.49
Earnings Per Equity Share of ₹ 10 each				
Basic & Diluted (in ₹)	64.86	66.65	57.31	62.87

3. Standalone and Consolidated Financial Statements

As mandated by the Ministry of Corporate Affairs, the Financial Statements for the year ended March 31, 2025, 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, 2025. 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:

Standalone Operations

The Company's Revenue from Operations for the year ended March 31, 2025, on a Standalone Basis has increased to ₹ 10,236.29 Crores from ₹ 8,440.80 Crores during the previous year. The Company achieved an EBIDTA (excluding other income and exceptional items) of ₹ 89.02 Crores during the current year as against the previous year EBIDTA (excluding other income and exceptional items) of ₹ 84.97 Crores. The net profit after tax of the Company for the year ended March 31, 2025, was ₹ 96.10 Crores as against the previous year profit after tax of ₹ 105.80 Crores.

Consolidated Operations

The Company's Revenue from Operations for the year ended March 31, 2025, on a Consolidated Basis has increased to ₹ 11,155.87 Crores from ₹ 9,321.53 Crores during the previous year. The Company achieved an EBITDA (excluding other income and exceptional items) of ₹ 138.09 Crores during the current year as against the previous year EBITDA (excluding other income exceptional items) of ₹ 130.80 Crores. The net profit after tax of the Company for the year ended March 31, 2025, was ₹ 110.47 Crores as against the previous year profit after tax of ₹ 112.66 Crores.

Number of Associate Employees as on the date of closure of Financial Year of the Company was ~3,46,070 (including the NETAP Trainees of 47,300) as against the previous year Associate employees of ~3,10,030 (including the NETAP Trainees of 44,800).

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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/TeamLease-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/Joint Venture

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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/Materiality-Policy_Amended.pdf.

The Company has six Subsidiaries, one Joint Venture and one Public-Private Partnership as on March 31, 2025. There are no Material Subsidiaries of the Company for the Financial Year 2024-25.

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

Name of the Company/ Entity

A. Subsidiaries

1. TeamLease Foundation (Formerly known as TeamLease Education Foundation) (TLF)
2. TeamLease Digital Private Limited (TDPL)
3. TeamLease HRTech Private Limited (Formerly known as TeamLease E-Hire Private Limited) (TL HRTech)
4. TeamLease Edtech Limited (Formerly known as School Guru Eduserve Private Limited) (TL Edtech)
5. TeamLease RegTech Private Limited (Formerly known as Avantis Regtech Private Limited) (TL RegTech)
6. TSR Darashaw HR Services Private Limited (TSR Darashaw)

B. Joint Venture

7. Crystal HR and Security Solutions Private Limited (Crystal HR)

C. Public-Private Partnership

8. TeamLease Skills University (TLSU)

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

A. Subsidiaries

1. **TeamLease Foundation (formerly known as TeamLease Education Foundation) (TLF)**, established on June 27, 2011, under the provisions of Companies Act, 1956 is an initiative of the TeamLease Group 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 established on July 04, 2016, under the provisions of Companies Act, 2013 for the purpose of entering into the IT staffing business. TDPL, a wholly-owned subsidiary of TeamLease Services Limited, has emerged as a leading force in India's digital staffing landscape. Established to meet the rising demand for agile, tech-driven talent models, TDPL specializes in IT staffing and project-based workforce solutions.

In FY 2024-25, TDPL made significant strategic advancements:

Acquisition of Ikigai Enablers Pte. Ltd.:

This Singapore-based HRTech consulting firm adds global advisory capabilities and strengthens TDPL's presence in the Asia-Pacific region. It marks TDPL's first international growth, aligned with its long-term strategy of expanding value-added services beyond core staffing.

Platform Development - HireTech: TDPL initiated the in-house development of 'HireTech', a proprietary recruitment platform designed to digitize and optimize the internal hiring cycle. Leveraging AI and automation, the platform will streamline sourcing, improve turnaround time, and offer predictive insights into talent pipelines.

Today, TDPL manages over 6,500 consultants across active clients, including Fortune 500 companies in BFSI, Manufacturing, Telecom, and IT Services. With its Build-Operate-Transfer (BOT) and Hire-Train-Deploy (HTD) models, the company enables clients to scale rapidly with domain-aligned, job-ready professionals.

Driven by the purpose of 'Putting India to Work', TDPL continues to champion innovation in staffing, with a strong focus on gender parity, workforce skilling, and digital-first execution models. Backed by a seasoned leadership team and robust governance, TDPL is well-positioned to lead India's tech staffing evolution in the years ahead.

3. **TeamLease HRTech Private Limited (formerly known as TeamLease E-Hire Private Limited (TL HRTech))** established on December 21, 2005, under the provisions of Companies Act, 1956, 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 (A TeamLease Digital Company) is the leading job site for entry level hiring in India with about 14.5K unique visits every day along with 441K visitors per month. It has a database of 2 Million+ resumes with over 57.3K resumes added every month, 3,045.6K followers on social media with 21.87M number of page views in a year. According to the report it has over 26.8K 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)** established on December 27, 2010, under the provisions of Companies Act, 1956, 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.

TL Edtech has incorporated a new Wholly Owned Section 8 Subsidiary named as TeamLease Edtech Foundation on February 06, 2025.

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, under the provisions of Companies Act, 2013, TL Regtech is a B2B RegTech (Regulatory Technology) Company in India currently with 402 enterprise customers. Its solutions help Corporate India maintain compliance in a real-time environment, trusted by over 1,500 entities and 25,000 enterprise users across 45 industries.

As India's premier regulatory technology firm, TL RegTech is transforming the compliance landscape. It offers a cloud-based, multi-tenant, web and mobile SaaS platform that enables organizations to track and manage compliance requirements efficiently. The platform now includes advanced workflows for the automation of labour and secretarial compliance processes.

In addition to its technology offerings, TL RegTech operates a dedicated compliance services vertical, providing end-to-end compliance support under various labour laws such as Professional Tax, Provident Fund, ESIC, Labour Welfare Fund, and CLRA. The company also offers services for registrations, renewals, and amendments under the Shops & Establishments Act, Factories Act, and Trade Licenses, among others.

Through its services division, TL RegTech supports over 406 enterprise clients across Pan India.

6. **TSR Darashaw HR Services Private Limited (TSR Darashaw)**, incorporated on April 23, 2018, under the provisions of Companies Act, 2013, is a Subsidiary of your Company. Your Company has acquired 90% stake in TSR Darashaw on December 20, 2024.

TSR Darashaw is recognized as a leading provider of outsourcing services in the industry. With over four decades of expertise and a steadfast commitment to Integrity, Service Quality, and Client Satisfaction, TSR Darashaw and its subsidiaries proudly serve some of the country's most esteemed corporates. The core competency of TSR Darashaw HR Services lies in delivering value via highly customized payroll processing solutions to multi-locations, multi-business-unit requirements of clients.

B. Joint Venture

7. **Crystal HR and Security Solutions Private Limited (Crystal HR)**, incorporated on September 26, 2011, under the provisions of Companies Act, 1956, is a Joint Venture of your Company. Your Company has acquired 30% stake in Crystal HR on January 06, 2025.

Crystal HR is revolutionizing workforce management by delivering comprehensive HR Tech software solutions, from hire to retire, under its brand "Wallet HR". These solutions are designed to be configurable, meeting the diverse needs of businesses across industries.

With a strong presence across multiple countries, Wallet HR supports over 3 lakh users and serves more than 400 customers across various verticals.

With over 35 years of combined experience in HRM software development, implementation, and consulting, the company's promoters have built a legacy of excellence. Supported by a team with deep domain knowledge, Crystal HR excels in understanding client needs,

addressing specific HR challenges, ensuring transparency, and delivering exceptional post-sales support that builds long-term relationships and drives repeat business.

C. Public-Private Partnership

8. **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 (Formerly known as TeamLease Education 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.

Performance and Financial Position of the Subsidiary Companies and Joint Venture:

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 and Joint Venture for the FY 24-25, 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 and Joint Venture 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 and Joint Venture are also available on the website of the Company at <https://group.teamlease.com/investor/financial-statement-of-subsidiaries/>.

Subsidiary Companies and Joint Venture Monitoring Framework:

All the Subsidiary Companies and Joint Venture 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 and Joint Venture 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 and Joint Venture, wherever applicable, are set out from pages 243 to 253 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 192 to 242 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 2024-25 is set out in pages 135 to 188 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 Note 8 to the Financial Statements, forming part of this Annual Report.

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

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

a. Board of Directors

As on March 31, 2025, 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 135 to 188 of this Annual Report.

b. Lead Independent Director

Mr. Narayan Ramachandaran 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
Stakeholders' Relationship Committee and
Management & Administration Committee
(A voluntary committee formed by the Board for review and approval of operational items).

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, 2025, is disclosed as under:

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 135 to 188 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, Mr. Ashok Reddy (DIN: 00151814), Managing Director & CEO, retires by rotation at the forthcoming AGM and being eligible, offers

himself for re-appointment. The details of Mr. Reddy are furnished in the Notice of the AGM. The Board recommends his 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: None

ii. Non-Executive Directors:

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) retired by rotation at the Twenty Fourth (24th) AGM held on September 20, 2024, and being eligible, offered herself for re-appointment. The same was approved by the Members of the Company.

iii. Independent Directors: None

iv. 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/ Joint Venture

The Company has not paid any commission to any of its MD/WTD. 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 to any of the Directors of the Company.

The Company has not paid any commission to its Executive and/or Non-Executive Directors for FY 24-25 except Independent Directors.

Receipt of Commission by Independent Directors from Company or from its holding or Subsidiary Company/ Joint Venture

The Company has extended commission to its retiring Independent Director, details of which are as below:

Sl. No.	Name of the Director	Designation	Commission Paid	Remarks
1	Mr. Zarir Batliwala	Independent Director	₹ 10,00,000	Commission paid due to retirement as an Independent Director effective March 28, 2024 for the time devoted by him and for making invaluable contributions in functional areas such as business strategy, financial governance, corporate governance, research & innovation, monitoring of risk management and compliances amongst others.
2	Mr. Narayan Ramachandran	Lead Independent Director and Non-Executive Chairman	-	No Commission paid during the year under review as the Directors are continuing as Independent Director. Commission will be extended on retirement to all Independent Directors for their contributions made during their term.
3	Dr. V Raghunathan	Independent Director	-	
4	Mrs. Latika Pradhan	Independent Director	-	
5	Mr. S. Subramaniam	Independent Director	-	
6	Mrs. Meenakshi Nevatia	Independent Director	-	
7	Mr. Mekin Maheshwari	Independent Director	-	
8	Mr. Rajnarayan Ramakrishnan	Independent Director	-	

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	02/01/2030	Voluntary	-
2	Mr. Manish Sabharwal	Whole Time Director & Executive Vice Chairman	27/02/2020	26/02/2030	Voluntary	-
3	Mr. Ashok Reddy	Managing Director & CEO	Exempted	-	Exempted	-
4	Mrs. Latika Pradhan**	Independent Director	20/12/2019	19/12/2025	Mandatory	Successfully qualified on Dec 03, 2020
5	Mr. Rajnarayan Ramakrishnan	Independent Director	14/09/2023	13/09/2025	Mandatory	Will be closed before the due date
6	Dr. V. Raghunathan**	Independent Director	23/12/2019	22/12/2025	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	Successfully qualified on March 13, 2025

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

** Mr. Narayan Ramachandran will cease to be an Independent Director of the Company pursuant to completion of his 2nd term on July 07, 2025 (End of business hours). However, he has been re-designated as Non- Executive- Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He is continuing as Non-Executive Chairperson of the Company.

Mrs. Latika Pradhan will cease to be an Independent Director of the Company pursuant to completion of her 2nd term on July 07, 2025 (End of business hours).

Dr. V. Raghunathan will cease to be an Independent Director of the Company pursuant to completion of his 2nd term on July 07, 2025 (End of business hours).

Ms. Rituparna Chakraborty had tendered her resignation as Non-Executive and Non-Independent Director of the Company effective May 21, 2025, and has ceased to be a Director of the Company with from the same date.

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 2024-25 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 21, 2025 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 2024-25 met Six (6) 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 135-188 of this Annual Report.

Board Retreat

The Company organises Board retreat meeting 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 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 2024-25, the Board retreat was held on 21st March 2025 at ITC Windsor, 25 Windsor Square, Golf Course Road, 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

Statutory Auditor

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.

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, 2025 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.

Secretarial Auditor

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 24-25.

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 2024-25 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 6 (Six) meetings of the Audit Committee during the year under review.

Secretarial Compliance Report of TeamLease Services Limited for the year ended March 31, 2025

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://fe189aee.delivery.rocketcdn.me/wpcontent/uploads/2025/05/TeamLeaseAnnualSecretarialComplianceReport31032025.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 2024-25 till the date of this Report, which would materially impact the financial position of your Company.

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

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

- **TSR Darashaw HR Services Private Limited (TSR Darashaw):** Your Company has acquired 90% stake in TSR Darashaw on December 20, 2024.

TSR Darashaw is recognized as a leading provider of outsourcing services in the industry. With over four decades of expertise and a steadfast commitment to Integrity, Service Quality, and Client Satisfaction, TSR Darashaw and its subsidiaries proudly serve some of the country's most esteemed corporates. The core competency of TSR Darashaw HR Services lies in delivering value via highly customized payroll processing solutions to multi-locations, multi-business-unit requirements of clients.

- **Crystal HR and Security Solutions Private Limited (Crystal HR):** Your Company has acquired 30% stake in Crystal HR on January 06, 2025.

Crystal HR is revolutionizing workforce management by delivering comprehensive HR Tech software solutions, from hire to retire, under its brand "Wallet HR". These solutions are designed to be configurable, meeting the diverse needs of businesses across industries.

With a strong presence across multiple countries, Wallet HR supports over 3 lakh users and serves more than 400 customers across various verticals.

With over 35 years of combined experience in HRM software development, implementation, and consulting, the company's promoters have built a legacy of excellence. Supported by a team with deep domain knowledge, Crystal HR excels in understanding client needs, addressing specific HR challenges, ensuring transparency, and delivering exceptional post-sales support that builds long-term relationships and drives repeat business.

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

Same as Point (a) above.

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 ₹ 0.001 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, 2025, are 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 (UPSI). 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, 2025, 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://fe189aae.delivery.rocketcdn.me/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)

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 ₹ 1.70 Crores towards CSR. Out of the amount of ₹ 1.70 Crores that has been spent this Financial Year on CSR, ₹ 0.85 Crores was contributed towards Research Initiatives of National Council of Applied Economic Research, ₹ 0.57 Crores was incurred towards TLSU assets purchase and the balance amount of ₹ 0.28

Crores 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 2024-25 is set out in pages 192-242 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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2025/01/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 2024-25 and they are as below:

Long-term Fund-based Facilities	₹ 150.00 Crores	Rated ICRA A (Stable)
Long-term – Non-fund Based Facilities	₹ 38.00 Crores	Rated ICRA A (Stable)

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, 2025.

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, 2025, 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, 2025 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.

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, 2025, the Authorized Share Capital of the Company is ₹ 2,330.00 Lakhs and Paid-up Share Capital is ₹ 1,676.89 Lakhs.

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.

Non-Executive Director, Ms. Rituparna Chakraborty held 70,643 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, 2025.

B. Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

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, 2025, the ESOP Trust held 6,050 Equity Shares of the Company. During the year ended March 31, 2025 there has been no material change in the Company's existing plan and the plan is in compliance with SBEB Regulations. Note 37 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.

- (a) 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
- (b) 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.

Members	Numbers
No. of complaints received during the Financial Year 2024-25:	29
No. of complaints disposed off during the Financial Year 2024-25:	26
The number of cases pending for a period exceeding ninety days:	9*

*Closure of certain cases was delayed due to extended investigation timelines and coordination requirements.

43. Disclosure under Maternity Benefit Act, 1961

Your company complies with the provisions under the Maternity Benefit Act, 1961 and provides all applicable benefits to eligible employees.

44. 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.

45. 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**.

46. 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.

47. 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).

48. 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 2024-25 as set out in Corporate Governance Report in pages 135-188 of this Annual Report.

49. 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.

50. MOA & AOA

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

51. 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.

52. 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, 2024, to March 31, 2025 (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 255-398 of this Integrated Annual Report.

53. General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- No proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- No instance of one time settlement with any Bank or Financial Institution.

54. 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

Ashok Reddy
Managing Director
DIN: 00151814

Subramaniam Somasundaram
Independent Director
DIN: 01494407

Place: Bangalore
Date: May 21, 2025

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

TeamLease Services Limited Restricted

This document is not to be copied or distributed without the express written consent of TeamLease Services Limited. No part of this document may be used for purposes other than those intended by TeamLease Services Limited

Amendments

Chief Financial Officer and Company Secretary are severally authorized to amend any provisions of this Policy to give effect to any change/ amendment notified by Ministry of Corporate Affairs, Securities and Exchange Board of India or any other regulatory authority, from time to time. Such change(s)/ amended policy shall be placed before the Board of Directors for their approval. The Board will review the Dividend Distribution Policy of the Company at regular intervals.

In case any provision of this Policy is contrary to or inconsistent with the provisions of the Companies Act, 2013, SEBI Listing Regulations and/ or any other applicable law for time being in force, the latter shall prevail.

Words and expressions used in this Policy, shall have the same meaning as ascribed to them in SEBI Listing Regulations, SEBI Act, Companies Act, 2013, rules & regulations made thereunder and/ or any other law applicable to the Company for time being in force.

1. 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.

2. 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.

3. 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.

4. 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.

5. 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.

6. Parameters for Dividend Payout:

6.1 Operating Performance

The Board shall determine the dividend pay-out in a particular year after taking into consideration the operating and financial performance of the Company, the advice of executive management and other relevant factors in this regard.

6.2 Operating cash flow of the Company

In case of inadequacy in operating cash flow, the Company may need to rely on external funding to meet its financial obligations and other working capital needs. The Board will consider the same before deciding on whether to declare dividend or retain its profits.

6.3 Inadequacy of profits

If during any financial year, the Board determines that the profits of the Company are inadequate or in the event of loss, the Board may decide not to declare dividends for the financial year.

6.4 Operational and working capital requirements, provision for depreciation and capital expenditure plans

In addition to the operational and working capital requirements, the Board may also take into account the need to plough back the earnings on account of depreciation, replacement of capital assets, expansion and modernization or augmentation of capital assets, including any major capital expenditure proposal(s) and inter-corporate investments.

6.5 Prudential requirements

The Company may take into account the following prudential requirements:-

- a) The need to augment long term financial resources for the Company,
- b) Ability of the Company to raise finance from the lending markets and capital markets and prevailing market conditions thereto.
- c) Prospective projects and strategic decisions in order to decide to build a healthy reserve of retained earnings to fund organic and inorganic expansions.

6.6 Stakeholders' expectations

The Board, while considering the decision of dividend pay-out or retention of a certain amount out of entire profits of the Company, shall, as far as possible, consider the expectations of the major stake holders including the small shareholders of the Company, who generally expects for a regular dividend pay-out.

7. Other significant parameters

7.1. 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:

- a. Prospective growth opportunities of the Company;
- b. Threats/concerns of the Company;
- c. Significant expansion project requiring higher allocation of capital.
- d. Any acquisitions or joint ventures requiring significant allocation of capital.
- e. Utilisation of surplus cash for buy-back of securities.

7.2. Financial Parameters 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:

- a. Current year profits of the Company;
- b. Past dividend pattern;
- c. Major capital expenditure to be incurred by the Company;
- d. Operating Cash flow and treasury needs/requirement;
- e. Debt-equity ratio of the Company;
- f. Cost of borrowing of the Company, keeping in view the growth opportunities;
- g. Debt obligations of the Company;
- h. Investments in new business;
- i. Provisioning for financial implications arising out of unforeseen events and/or contingencies;
- j. Reputation of the Company;
- k. Restrictions/covenants if any, contained in any lender agreements or any other arrangement or agreement entered into by the Company.

7.3. Internal and External Factors that shall be considered while declaration of dividend

The decision regarding dividend pay-out is a crucial business decision as it determines the amount of profit to be distributed among the shareholders and amount of profit to be retained in business. The Board of Directors may decide to declare / recommend dividend, subject to several factors and hence, any optimal policy in this regard may depend upon multifarious factors.

The dividend pay-out decision depends upon the following external and internal factors:-

External factors

- 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 and prevailing economic and monetary conditions including credit availability, both domestic and international;
- 2) **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.

Internal Factors

- a) Restructuring events including mergers and acquisitions.
- b) Loan covenants entered into with Bankers / Lenders / Financial institutions.
- c) Expansion of existing business.
- d) Legal and regulatory requirements.
- e) Any other relevant factors as may be deemed fit by the Board of Directors of the Company.

8. 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:

- a. Capital expenditure for working capital;
- b. Organic and/or inorganic growth;
- c. Investment in new business(es);
- d. Additional investment in existing business(es);
- e. Declaration of dividend;
- f. Capitalisation of shares;
- g. Buy back of shares;
- h. General corporate purposes, including contingencies;

- i. Any other permitted usage as per the Companies Act, 2013.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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, 2024]

Part "A": Subsidiaries

₹ in Crores

Sl. No	Particulars	Details					
1	Name of the Subsidiary	TeamLease Foundation	TeamLease Digital Private Limited	TeamLease HRTech Private Limited	TeamLease Edtech Limited	TeamLease Regtech Private Limited	TSR Darashaw HR Services Private Limited
2	Date of Incorporation	27-06-2011	04-07-2016	21-12-2005	27-12-2010	12-10-2018	23-04-2018
3	Date of Acquisition	-	-	01-08-2018	09-09-2020	03-04-2018	20-12-2024
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	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	1.11	0.02	0.01
7	Reserves & Surplus (includes other comprehensive income and securities premium)	-11.14	20.43	-9.01	26.09	8.50	0.35
8	Total Assets	22.95	321.32	2.36	70.33	23.94	3.16
9	Total Liabilities (excluding share capital and reserves and surplus)	34.07	294.94	11.36	43.15	15.43	2.80
10	Investments (excludes investment in subsidiaries)	3.00	62.35	-	-	-	-
11	Turnover (include inter-company transactions)	207.95	594.55	5.99	98.49	45.70	2.94
12	Profit/(loss) before taxation	-5.35	16.53	-2.07	5.79	3.17	0.76
13	Provision for taxation	-	1.52	0.42	2.12	0.93	0.22
14	Profit/(Loss) after taxation	-5.35	15.01	-2.49	3.67	2.24	0.54
15	Proposed Dividend	-	-	-	-	-	-
16	% of shareholding	100%	100%	100%	77.67%	61.50%	90.00%

(Part "B": Associates and Joint Ventures)

Sl. No	Particulars	Details
1	Name of the Joint Venture	Crystal HR and Security Solutions Private Limited
2	Date of Incorporation	26-09-2011
3	Date of Acquisition	06-01-2025
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	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
7	Reserves & Surplus (includes other comprehensive income and securities premium)	10.55
8	Total Assets	12.82
9	Total Liabilities (excluding share capital and reserves and surplus)	2.26
10	Investments (excludes investment in subsidiaries)	-
11	Turnover (include inter-company transactions)	11.37
12	Profit/(loss) before taxation	2.39
13	Provision for taxation	0.71
14	Profit/(Loss) after taxation	1.68
15	Proposed Dividend	-
16	% of shareholding	30%

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 21, 2025

Annexure III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[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,
TeamLease Services Limited

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, 2025. 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, 2025, 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, 2025 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 (Not applicable during the financial year); 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. There are no changes in the directors and Key Managerial Personal, during the year under review:

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as a part of 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 undertaken following significant & material corporate events/actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

1. The Board of Directors at their meeting held on December 20, 2024 had approved (i) to acquire 100 percent stake in TSR Darashaw HR Services Private

Limited ("TSR Darashaw") in one or more tranches, for an amount not exceeding ₹ 25,00,00,000/- (Rupees Twenty-Five Crores Only) (by way of subscription, purchase or otherwise in the share capital, equity or preference shares and (ii) to acquire 100 percent stake in Crystal HR and Security Solutions Private Limited (Crystal HR') in one or more tranches, for an amount not exceeding ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) by way of subscription, purchase or otherwise in the share capital, equity or preference shares.

Status: As on March 31, 2025, the Company has acquired 90% in TSR Darashaw and accordingly it has become a subsidiary of the Company; and the Company has acquired 30% in Crystal HR and accordingly it has become an associate company of the Company.

For **M Siroya and Company**
Company Secretaries

Mukesh Siroya

Proprietor

FCS No.: 5682

CP No.: 4157

ICSI Unique Code: S2003MH061300

Date: May 21, 2025

UDIN: F005682G000394345

Place: Mumbai

PR No: 1075/2021

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.

'Annexure A'**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.

'Annexure B'

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

ICSI Unique Code: S2003MH061300

UDIN: F005682G000394345

PR No: 1075/2021

Date: May 21, 2025

Place: Mumbai

Annexure IV

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

TeamLease Services Limited Restricted

This document is not to be copied or distributed without the express written consent of TeamLease Services Limited. No part of this document may be used for purposes other than those intended by TeamLease Services Limited.

The Policy

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 (hereinafter referred to as "KMP") 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 of the Board.
- iii. To recommend to the Board on remuneration payable to the Directors, KMP and other employees as may be prescribed under the Companies Act, 2013.
- iv. To provide to KMP 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 (KMP) means

- a. Managing Director
- b. Chief Financial Officer;
- c. Company Secretary;
- d. Whole Time Director
- e. Chief Executive Officer
- 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 and other employees.

3.2. Policy for appointment and removal of Director, KMP 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 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; and
- (b) fulfillment of the independence criteria as specified in these Regulations and their independence from the management
- (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 or other employee subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement:

The Director, KMP 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, 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 and other employees:

- a. The remuneration/compensation/ commission etc. to the Whole Time Director, KMP 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 and Central Government, 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 arises 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 covered under Clauses 2.4.3, 2.4.4 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 and other employees:

a) Fixed Pay:

The Whole-Time Director/ KMP 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 and Central Government, 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 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

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 or without the prior sanction of the Central Government, 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 Chairman 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. Chairman 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; 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 duties;
- 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 time 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 Listing Obligation and Disclosure Requirement (LODR) Regulations 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 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 Chairman 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 Chairman of the Committee at the subsequent meetings. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

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.

2A. Composition of CSR Committee as on March 31, 2025:

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)	1	1
2	Mr. Rajnarayan Ramakrishnan	Member (Independent Director)	1	1
3	Mr. Manish Sabharwal	Member (Whole Time Director & Executive Vice Chairman)	1	1

2B. Composition of CSR Committee as on date of signing the CSR Annual Report:

Sl. No.	Name of Director	Designation/Nature of Membership
1	Mr. Mekin Maheshwari	Chairman (Independent Director)
2	Mr. Narayan Ramachandran	Member (Lead Independent Director and Non-Executive Chairman)
3	Mr. Manish Sabharwal	Member (Whole Time Director & Executive Vice Chairman)

- 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.
- Average net profit of the Company as per sub-section (5) of section 135. - ₹ 85.01 Crores
 - Two percent of average net profit of the Company as per sub-section (5) of section 135. - ₹ 1.70 Crores
 - Surplus arising out of the CSR Projects or programmes or activities of the previous Financial Years. - NIL
 - Amount required to be set-off for the Financial Year, if any. - NIL
 - Total CSR obligation for the Financial Year [(b)+(c)-(d)]. - ₹ 1.70 Crores

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). - ₹ 1.70 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)]. - ₹ 1.70 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
1.70 Crores*	NA	NA	NA	NA	NA

1. National Council of Applied Economic Research (NCAER): **₹ 0.85 Crores**. Established in 1956, NCAER is India's oldest and largest independent, non-profit, economic policy research institute.
2. 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: **₹ 0.28 Crores**.
3. Purchase of Assets from TeamLease Skills University (TLSU) like the mechatronics lab equipment, the school equipment, lab equipment, furniture, the classroom benches etc. considered to be donated as a part of CSR program of TeamLease to ITI campus, and/or nearby schools in Baroda. The same qualifies under "Promoting Education" category of Schedule VII of Companies Act 2013 read with its amendments.: **₹ 0.57 Crores**.

Total Amount Spent - ₹ 1.70 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	1.70 Crores
(ii)	Total amount spent for the Financial Year	1.70 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	2023-24	NA	NA	1.57 Crores	NA	NA	NA
2	2022-23	NA	NA	1.47 Crores	NA	NA	NA
3	2021-22	NA	NA	1.88 Crores	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 21, 2025	Mr. Mekin Maheshwari Chairman – CSR Committee DIN: 03621431	Ashok Reddy Managing Director & CEO DIN: 00151814	Ramani Dathi Chief Financial Officer

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			
	Name and Designation	Remuneration of Directors/KMPs for the Financial Year 2024-25	Median Salary	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	1,66,84,561	4,13,110	40.39	0.9%
	Mr. Manish Mahendra Sabharwal, Whole Time Director & Executive Vice Chairman	1,31,41,379	4,13,110	31.81	1.4%
	Ms. Rituparna Chakraborty, Non-Executive Non-Independent Director	5,00,000	4,13,110	1.21	NC
	Mrs. Latika Pradhan, Independent Director	19,00,000	4,13,110	4.60	35.7%
	Mr. Narayan Ramachandran, Non-Executive Chairman and Lead Independent Director	19,80,000	4,13,110	4.79	98.0%
	Dr. V. Raghunathan, Independent Director	19,00,000	4,13,110	4.60	35.7%
	Mr. Zarir Batliwala, Independent Director (Commission)	10,00,000	4,13,110	2.42	-24.2%
	Mr. Mekin Maheshwari, Independent Director	13,80,000	4,13,110	3.34	11.3%
	Mr. S. Subramaniam, Independent Director	19,00,000	4,13,110	4.60	53.2%
	Mrs. Meenakshi Nevatia, Independent Director	15,80,000	4,13,110	3.82	29.5%
	Mr. Rajnarayan Ramakrishnan, Independent Director	18,00,000	4,13,110	4.36	NC
	Ms. Ramani Dathi, Chief Financial Officer	2,06,78,610	4,13,110	50.06	2.9%
	Ms. Alaka Chanda, Company Secretary & Compliance Officer	58,06,677	4,13,110	14.06	8.3%
III	Percentage increase in the median remuneration of employees in the Financial Year	Median Remuneration during the year was ₹ 4,13,110. The median remuneration increased by 0.55%.			
IV	Number of permanent employees on the rolls of Company	1,112 Core Employees as on March 31, 2025			
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 – 0.14%. b) Average increase in remuneration of Managerial Personnel – 104.4%.			
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 of

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 ending on March 31, 2025 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.

Sr. 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	Subramaniam Somasundaram	01494407	28.07.2021
5	Narayan Ramachandran	01873080	09.07.2015
6	Mekin Maheshwari	03621431	09.06.2021
7	Latika Prakash Pradhan	07118801	09.07.2015
8	Rituparna Chakraborty	07332241	18.05.2022
9	Meenakshi Nevatia	08235844	28.07.2021
10	Rajnarayan Ramakrishnan	02545177	08.11.2023

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

PR No.: 1075/2021

UDIN: F005682G000394422

ICSI Unique Code: S2003MH061300

Date: May 21, 2025

Place: Mumbai

Corporate Governance Report

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025, 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://fe189aae.delivery.rocketcdn.me/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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2025/01/TeamLease-Code-of-Conduct-for-Prohibition-of-Insider-Trading.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 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 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.

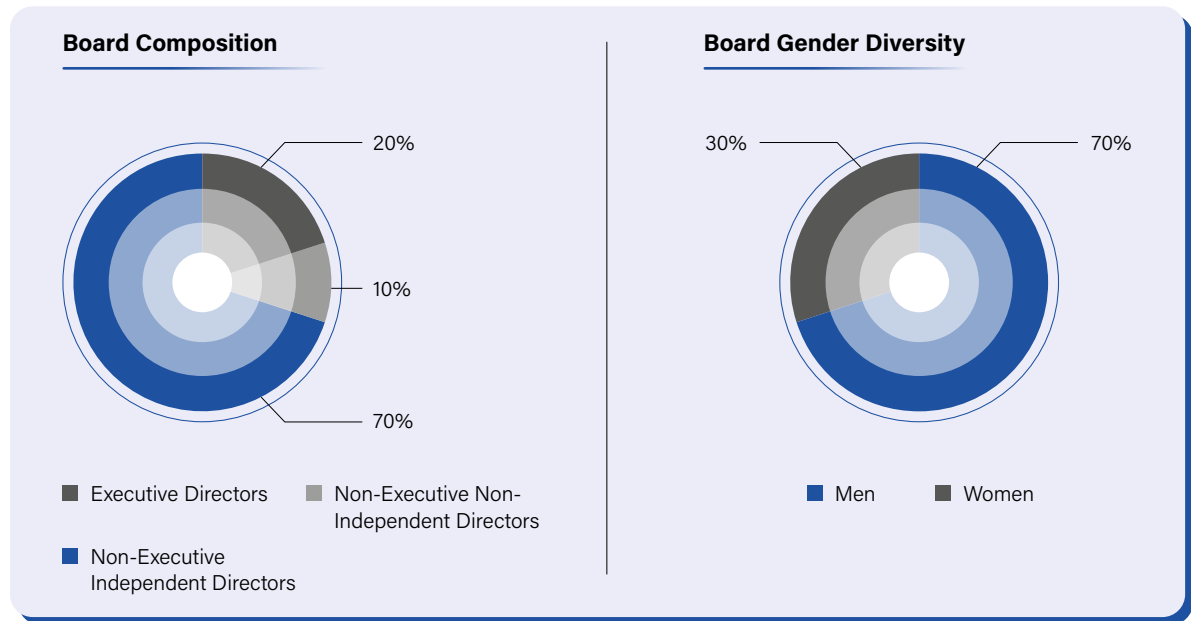
* Mr. Narayan Ramachandran will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours). However, he has been re-designated as Non- Executive- Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He is continuing as Non-Executive Chairperson of the Company.

* Mrs. Latika Pradhan will cease to be an Independent Director of the Company pursuant to completion of her second term on July 07, 2025 (End of business hours)

Dr. V. Raghunathan will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours).

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 as on the date of signing of this report.



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 ⁶	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	1. Phonepe Limited Designation: Independent Director	-	1.Phonepe Limited-Audit Committee
3.	Mr. Ashok Reddy	03-09-2015	Managing Director & CEO	Promoter & Executive Director	-	-	-

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
4.	Mrs. Latika Pradhan ⁷	09-07-2015	Independent Director	Independent Director	1. Atul Bioscience Limited Designation: Non Executive Director	1. Atul Bioscience Limited - Audit Committee	-
5.	Dr. V. Raghunathan ⁸	09-07-2015	Independent Director	Independent Director	-	-	-
6.	Mr. Mekin Maheshwari	09-06-2021	Independent Director	Independent Director	-	-	-
7.	Mrs. Meenakshi Nevatia	28-07-2021	Independent Director	Independent Director	1. Pfizer Limited Designation: Managing Director	1. Pfizer Limited - Stakeholders' Relationship Committee	-
8.	Mr. Subramaniam Somasundaram	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 2. Honasa Consumer Limited - Audit Committee 3. United Breweries Limited - Audit Committee	1. API Holdings Limited - Audit Committee 2. Honasa Consumer Limited - Audit Committee
9.	Mr. Rajnarayan Ramakrishnan	08-11-2023	Independent Director	Independent Director	-	-	-
10.	Ms. Rituparna Chakraborty ⁹	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, 2025. However, we have also incorporated the changes as on date of the signing after the closure of the Financial Year end. The date of signing is May 21, 2025.

5. *No Director has any inter-se relationship with other Directors.*
6. *Mr. Narayan Ramachandran will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours). However, he has been re-designated as Non- Executive- Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He is continuing as Non-Executive Chairperson of the Company.*
7. *Mrs. Latika Pradhan will cease to be an Independent Director of the Company pursuant to completion of her second term on July 07, 2025 (End of business hours) She also ceased to be an Independent Director with effect from the end of business hours on Wednesday, April 16, 2025 from the board of Mafatlal Industries Limited.*
8. *Dr. V. Raghunathan will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours).*
9. *Ms. Rituparna Chakraborty had tendered her resignation as Non-Executive and Non-Independent Director of the Company effective May 21, 2025, and has ceased to be a Director of the Company with from the same date.*

E1. Changes in the Composition of the Board during the year under review

The Members at the Twenty Fourth (24th) AGM of the Company held on September 20, 2024 had re-appointed Ms. Rituparna Chakraborty (DIN: 07332241), Non-Executive Non-Independent Director 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 herself for re-appointment.

E2. Changes in composition of Directors as on date of signing of the report.

Mr. Narayan Ramachandran will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours). However, he has been re-designated as Non- Executive- Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He is continuing as Non-Executive Chairperson of the Company.

Mrs. Latika Pradhan will cease to be an Independent Director of the Company pursuant to completion of her second term on July 07, 2025 (End of business hours)

Dr. V. Raghunathan will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours).

Ms. Rituparna Chakraborty had tendered her resignation as Non-Executive and Non-Independent Director of the Company effective May 21, 2025, and has ceased to be a Director of the Company with from the same date.

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	02/01/2030	Voluntary	-
2	Mr. Manish Sabharwal	Whole Time Director & Executive Vice Chairman	27/02/2020	26/02/2030	Voluntary	-
3	Mr. Ashok Reddy	Managing Director & CEO	Exempted	-	Exempted	-
4	Mrs. Latika Pradhan**	Independent Director	20/12/2019	19/12/2025	Mandatory	Successfully qualified on Dec 03, 2020
5	Mr. Rajnarayan Ramakrishnan	Independent Director	14/09/2023	13/09/2025	Mandatory	Will be closed before the due date
6	Dr. V. Raghunathan**	Independent Director	23/12/2019	22/12/2025	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	Successfully qualified on March 13, 2025

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

* Mr. Narayan Ramachandran will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours). However, he has been re-designated as Non- Executive- Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He is continuing as Non-Executive Chairperson of the Company.

& Mrs. Latika Pradhan will cease to be an Independent Director of the Company pursuant to completion of her second term on July 07, 2025 (End of business hours)

Dr. V. Raghunathan will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours).

Ms. Rituparna Chakraborty had tendered her resignation as Non-Executive and Non-Independent Director of the Company effective May 21, 2025, and has ceased to be a Director of the Company with from the same date.

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.

Board of Directors

Information on Board and Committee Composition

1a. Board Composition – March 31, 2025

SL. NO.	DIN	NAME OF THE DIRECTOR	DESIGNATION
1	01873080	Mr. Narayan Ramachandran	Non-Executive Chairman and Lead Independent Director
2	00969601	Mr. Manish Mahendra Sabharwal	Executive Vice Chairman
3	00151814	Mr. Ashok Reddy	Managing Director & CEO
4	07332241	Ms. Rituparna Chakraborty	Non-Executive Non-Independent Director
5	00254091	Dr. V Raghunathan	Independent Director
6	07118801	Mrs. Latika Pradhan	Independent Director
7	03621431	Mr. Mekin Maheshwari	Independent Director
8	08235844	Mrs. Meenakshi Nevatia	Independent Director
9	01494407	Mr. Subramaniam Somasundaram	Independent Director
10	02545177	Mr. Rajnarayan Ramakrishnan	Independent Director

1b. Committee Composition – March 31, 2025

 Chairman  Member  Invitees		(March 24, 2024 onwards)	(May 21, 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 and Non-Executive Chairman)						
Dr. V. Raghunathan (Independent Director)						

 Chairman  Member  Invitees		(March 24, 2024 onwards)	(May 21, 2024 onwards)	May 22 , 2024 onwards		
		Corporate Social Responsibility Committee	Nomination And Remuneration Committee	Stakeholders' Relationship Committee	Audit Committee	Risk Management Committee
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

2a. Board Composition - May 21, 2025

SL. NO.	DIN	NAME OF THE DIRECTOR	DESIGNATION
1	01873080	Mr. Narayan Ramachandran ^a	Non-Executive Chairman and Non-Independent Director
2	00969601	Mr. Manish Mahendra Sabharwal	Executive Vice Chairman
3	00151814	Mr. Ashok Reddy	Managing Director & CEO
4	00254091	Dr. V Raghunathan ^b	Independent Director
5	07118801	Mrs. Latika Pradhan ^b	Independent Director
6	03621431	Mr. Mekin Maheshwari	Independent Director
7	08235844	Mrs. Meenakshi Nevatia	Independent Director
8	01494407	Mr. Subramaniam Somasundaram	Independent Director
9	02545177	Mr. Rajnarayan Ramakrishnan	Independent Director

Notes:

- a. Mr. Narayan Ramachandran will cease to be an Independent Director, consequent to the completion of his term. He is re-designated as Non- Executive, Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He shall continue as Non-Executive Chairman of the Company.
- b. Dr. V Raghunathan and Mrs. Latika Pradhan will cease to be an Independent Directors, consequent to the completion of their term with effect from end of business hours on July 07, 2025.

2b. Committee Composition - May 21, 2025

 Chairman  Member		May 21, 2025 onwards				
		Audit Committee	Nomination And Remuneration Committee	Risk Management Committee	Corporate Social Responsibility Committee	Stakeholders' Relationship Committee
Mr. Subramaniam Somasundaram (Independent Director)						
Mr. Narayan Ramchandran (Lead Independent Director and Non-Executive Chairman)						
Mr. Rajnarayan Ramakrishnan (Independent Director)						
Mr. Mekin Maheshwari (Independent Director)						
Mrs. Meenakshi Nevatia (Independent Director)						
Mr. Manish Mahendra Sabharwal (Executive Vice Chairman)						

2b. Committee Composition - May 21, 2025

 Chairman  Member  Invitees			May 21 , 2025 onwards				
		Audit Committee	Nomination And Remuneration Committee	Risk Management Committee	Corporate Social Responsibility Committee	Stakeholders' Relationship Committee	
Mr. Ashok Reddy (Managing Director & CEO)							

*Date of formation of all the committees -09/07/2015

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:

Skill & Expertise

 Mr. Manish Sabharwal Whole Time Director & Executive Vice Chairman DIN: 00969601	
Diversity	Y
Age	55 yrs
Overall Experience as Director	27 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
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

 Mr. Ashok Reddy Managing Director & CEO DIN: 00151814	
Diversity	Y
Age	55 yrs
Overall Experience as Director	28 yrs
Current Term	Till August 31, 2030
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	N

[To know more- Click here](#)

[To know more- Click here](#)

**Mr. Narayan Ramachandran**

**Non-Executive Chairman and
Non - Independent Director**

DIN: 01873080

Diversity	Y
Age	62 yrs
Overall Experience as Director	21 yrs
Current Term	Independent Director till July 07, 2025. Change in Designation to Non- Executive & Non- Independent Director w.e.f. July 08, 2025.
Education & Qualification	Certified Financial Analyst and Master of Business Administration (University of Michigan)
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	Member
Member / Chairman of Risk Management Committee	Chairman
Member / Chairman of Corporate Social Responsibility Committee	Member

[To know more- Click here](#)

**Mr. Mekin Maheshwari**

Independent Director

DIN: 03621431

Diversity	Y
Age	44 yrs
Overall Experience as Director	14 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	Chairman

[To know more- Click here](#)

**Mrs. Meenakshi Nevatia****Independent Director**

DIN: 03621431

Diversity	Y
Age	54 yrs
Overall Experience as Director	08 yrs
Current Term	1 st - Till July 27, 2026
Education & Qualification	Master of Business Administration (IIM-A)
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

[To know more- Click here](#)

**Mr. Subramaniam Somasundaram****Independent Director**

DIN: 01494407

Diversity	Y
Age	64 yrs
Overall Experience as Director	18 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	Chairman
Member / Chairman of Nomination & Remuneration Committee	Member
Member / Chairman of Stakeholders' Relationship Committee	Member
Member / Chairman of Risk Management Committee	Member
Member / Chairman of Corporate Social Responsibility Committee	N

[To know more- Click here](#)

**Mr. Rajnarayan Ramakrishnan****Independent Director**

DIN: 02545177

Diversity	Y
Age	65 yrs
Overall Experience as Director	03 yrs
Current Term	1 st - Till November 07, 2028
Education & Qualification	Masters in Management (XLRI Jamshedpur)
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	Chairman
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](#)

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*	-	-	-	-	-
4	Mr. Narayan Ramachandran [§]	-	-	-	-	-
5	Dr. V. Raghunathan*	-	-	-	-	-
6	Mr. Rajnayaran Ramakrishnan	-	-	-	-	-
7	Mr. Mekin Maheshwari	-	-	-	-	-
8	Mrs. Meenakshi Nevatia	Pfizer Limited	L24231MH1950PLC008311	Managing Director	1	-
9	Mr. Subramaniam Somasundaram	United Breweries Limited	L36999KA1999PLC025195	Independent Director	-	1

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)
		Honasa Consumer Limited	L74999DL2016PLC306016	Independent Director	1	1
10	Ms. Rituparna Chakraborty [#]	-	-	-	-	-

Note: * Mrs. Latika Pradhan will cease to be an Independent Director of the Company pursuant to completion of her second term on July 07, 2025 (End of business hours). She also ceased to be an Independent Director with effect from the end of business hours on Wednesday, April 16, 2025 from the board of Mafatlal Industries Limited.

[§] Mr. Narayan Ramachandran will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours). However, he has been re-designated as Non- Executive- Non-Independent Director with effect from July 08, 2025, liable to retire by rotation. He is continuing as Non-Executive Chairperson of the Company.

^{*} Dr. V. Raghunathan will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours).

[#] Ms. Rituparna Chakraborty had tendered her resignation as Non-Executive and Non-Independent Director of the Company effective May 21, 2025, and has ceased to be a Director of the Company with from the same date.

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, 2025

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	NIL	NIL
(including civil offences, economic offences, consumer court actions)		
All actions by statutory / regulatory authorities	NIL	NIL
(including overseas regulatory authorities)		
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 Consolidated 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 25-26 is as under:

Quarter ending on Proposed schedule (Tentative and subject to change)	June, 2025 July 31, 2025 (Thursday)	September, 2025 November 05, 2025 (Wednesday)	December, 2025 February 04, 2026 (Wednesday)	March, 2026 May 20, 2026 (Wednesday)

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, 2024 to March 31, 2025, the Board of Directors met Six (6) 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 2024-25

Name of the Directors	AGM on September 20, 2024	Board Meeting Dates						Held During Tenure	Attended	% of Attendance
		1	2	3	4	5	6			
		May 22, 2024	July 31, 2024	Nov 06, 2024	Dec 20, 2024	Jan 29, 2025	Mar 21, 2025			
Executive Directors										
Mr. Manish Sabharwal								6	6	100%
Mr. Ashok Reddy								6	6	100%
Non-Executive Independent Directors										
Mrs. Latika Pradhan								6	6	100%
Mr. Narayan Ramachandran								6	6	100%
Dr. V. Raghunathan								6	6	100%
Mr. Mekin Maheshwari								6	4	67%
Mrs. Meenakshi Nevatia								6	5	83%
Mr. Subramaniam Somasundaram								6	6	100%
Mr. Rajnayaran Ramakrishnan								6	5	83%
Non-Executive Non-Independent Directors										
Ms. Rituparna Chakraborty								6	5	83%
% Attendance	90%	80%	90%	100%	100%	80%	100%			

Note:  means attended through Video Conferencing,  means attended Physically,  means Absent
NA means Not Applicable

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 held 70,643 Shares as on March 31, 2025.

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, 2025. 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 22, 2024 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:

- build an understanding of the Company, its businesses and the markets and regulatory environment in which it operates;
- provide an appreciation of the role and responsibilities of the Director;
- fully equip Directors to perform their role on the Board effectively; and
- 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://fe189aae.delivery.rocketcdn.me/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 2024-25 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 21, 2025 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:

- Briefing on their role, responsibilities, duties, and obligations as a member of the Board.
- Nature of business and business model of the Company, Company's strategic and operating plans.
- 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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2025/04/TeamLease-Familiarisation-Programme-for-ID-2024-25.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

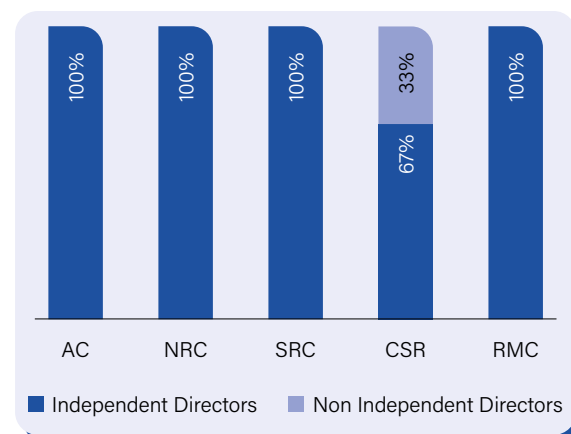
decisions and recommendations of the Committee are placed before the Board for their approval.

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 on the date of signing:

- 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)



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, 2025:

Name of the Independent Directors	Position	Audit Committee Meeting Dates						Held during Tenure	Attended	% of Attendance
		1	2	3	4	5	6			
		May 22, 2024	July 31, 2024	Nov 06, 2024	Dec 20, 2024	Jan 29, 2025	March 21, 2025			
Mr. Subramaniam Somasundaram*	Chairman	✓	✓	✓	📺	✓	✓	6	6	100%
Dr. V. Raghunathan	Member	✓	✓	✓	📺	✓	✓	6	6	100%
Mr. Narayan Ramachandran [§]	Member	✓	✓	✓	📺	✓	✓	6	6	100%
Mrs. Latika Pradhan [#]	Member	✓	✓	✓	📺	✓	✓	6	6	100%
Mr. Rajnarayan Ramakrishnan [§]	Member	✓	✓	✓	📺	✗	✓	6	5	83%
Mr. Mekin Maheshwari [§]	Member	✗	✓	✓	📺	✗	✓	6	4	67%
Mrs. Meenakshi Nevatia [§]	Member	✓	✗	✓	📺	✓	✓	6	5	83%
% Attendance		86%	86%	100%	100%	71%	100%			

Note: 📺 means attended through Video Conferencing, ✓ means attended Physically, ✗ means Absent

*Mr. Subramaniam Somasundaram role transitioned from member to Chairman of the Committee w.e.f May 22, 2024

[#]Mrs. Latika Pradhan role transitioned from Chairperson to member of the Committee w.e.f May 22, 2024

[§]Mr. Narayan Ramachandran, Mr. Rajnarayan Ramakrishnan, Mr. Mekin Maheshwari and Mrs. Meenakshi Nevatia were appointed as a Member of the Committee w.e.f. May 22, 2024

However, there has been changes in the Composition of the Audit Committee with effect from May 21, 2025. The same is detailed as below:

Name	Designation
Mr. Subramaniam Somasundaram	Chairman (Independent Director)
Mr. Narayan Ramachandran	Member (Independent Director)
Mrs. Meenakshi Nevatia	Member (Independent Director)
Mr. Mekin Maheshwari	Member (Independent Director)
Mr. Rajnarayan Ramakrishnan	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:

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its Financial Statements are correct, sufficient and credible;
- 2) 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;
- 3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 4) Approving payments to statutory auditors for any other services rendered by the statutory auditors;
- 5) 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, 2025:

Name of the Independent Directors	Position	Nomination & Remuneration Committee Meeting Dates					Held during Tenure	Attended	% of Attendance
		1 April 25, 2024	2 May 21, 2024	3 July 31, 2024	4 Nov 06, 2024	5 Jan 29, 2025			
Mr. Rajnarayan Ramakrishnan	Chairman	⊗	✓	✓	✓	📺	5	4	80%
Mr. Narayan Ramachandran	Member	📺	✓	✓	✓	✓	5	5	100%
Mrs. Meenakshi Nevatia	Member	📺	✓	⊗	✓	✓	5	4	80%
Dr. V. Raghunathan*	Member	NA	NA	✓	✓	✓	3	3	100%
Mr. Mekin Maheshwari	Member	📺	⊗	✓	✓	📺	5	4	80%
Mr. Subramaniam Somasundaram*	Member	NA	NA	✓	✓	✓	3	3	100%
Mrs. Latika Pradhan*	Member	NA	NA	✓	✓	✓	3	3	100%
% Attendance		75%	75%	86%	100%	100%			

Note: 📺 means attended through Video Conferencing, ✓ means attended Physically, ⊗ means Absent, NA means Not Applicable

*Mr. Subramaniam Somasundaram, Mrs. Latika Pradhan and Dr. V. Raghunathan were inducted as a Member of the Committee w.e.f. May 22, 2024

However, there has been changes in the Composition of the Nomination and Remuneration Committee with effect from May 21, 2025. The same is detailed as below:

Name	Designation
Mr. Rajnarayan Ramakrishnan	Chairman (Independent Director)
Mr. Narayan Ramachandran	Member (Independent Director)
Mrs. Meenakshi Nevatia	Member (Independent Director)
Mr. Mekin Maheshwari	Member (Independent Director)
Mr. Subramaniam Somasundaram	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.

9. 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, 2025:

Name of the Independent Directors	Position	Stakeholders Relationship Committee Meeting Dates			
		1 May 22, 2024	Held during Tenure	Attended	% of Attendance
Mr. Subramaniam Somasundaram*	Chairman	NA	0	0	NA
Mr. Narayan Ramachandran [#]	Member	NA	0	0	NA
Mr. Ashok Reddy [#]	Member	NA	0	0	NA
Mrs. Latika Pradhan [§]	Member	✓	1	1	100%
Dr. V. Raghunathan	Member	✓	1	1	100%
Mr. Rajnarayan Ramakrishnan	Member	✓	1	1	100%
% Attendance		100%			

Note: ✓ means attended Physically, NA means Not Applicable

*Mr. Subramaniam Somasundaram was appointed as a Chairman of the Committee w.e.f May 22, 2024.

[#]Mr. Narayan Ramachandran and Ashok Reddy were appointed as members of the Committee w.e.f May 22, 2024

[§]Mrs. Latika Pradhan ceased to be the Chairperson of the Committee w.e.f May 22, 2024

However, there has been changes in the Composition of the Stakeholders' Relationship Committee with effect from May 21, 2025. The same is detailed as below:

Name	Designation
Mr. Rajnarayan Ramakrishnan	Chairman (Independent Director)
Mr. Narayan Ramachandran	Member (Independent Director)
Mr. Subramaniam Somasundaram	Member (Independent Director)

Objectives & Responsibilities of Stakeholders' Responsibility Committee:

- Redressal of Shareholders'/Investors' Grievances;
- Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

- Issue of duplicate certificates and new certificates on split/ consolidation/renewal;
- 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;
- Carrying out any other function as prescribed under Listing Obligations and Disclosure Requirements, Regulations, 2015 issued by SEBI; and
- 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:

- Stakeholders Relationship Committee policy
- Section 178 of the Companies Act, 2013 and rules framed thereunder
- Regulation 20 of the Listing Regulations and other regulations and laws, as applicable

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:

- Identifying the areas of CSR activities.
- Recommending the amount of expenditure to be incurred on the identified CSR activities.
- Implementing and monitoring the CSR Policy from time to time.
- Coordinating with TeamLease Foundation or other such agency in implementing programs and executing initiatives as per the CSR Policy of the Company.
- Reporting progress of various initiatives and in making appropriate disclosures on a periodic basis.
- 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 as on March 31, 2025:

Name of the Directors	Position	Corporate Social Responsibility Committee Meeting Dates			
		1 Jan 29, 2025	Held during Tenure	Attended	% of Attendance
Mr. Mekin Maheshwari	Chairman		1	1	100%
Mr. Rajnarayan Ramakrishnan	Member		1	1	100%
Mr. Manish Sabharwal	Member		1	1	100%
% Attendance		100%			

Note:  means attended through Video Conferencing,  means attended Physically

However, there has been changes in the Composition of the Corporate Social Responsibility Committee with effect from May 21, 2025. The same is detailed as below:

Name	Designation
Mr. Mekin Maheshwari	Chairman (Independent Director)
Mr. Narayan Ramachandran	Member (Independent Director)
Mr. Manish Sabharwal	Member (Whole Time Director & Executive Vice Chairman

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 130-132.

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:

- 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.
- To monitor and approve the enterprise risk management framework and associated practices of the Company.
- To periodically assess risks to the effective execution of business strategy by reviewing key leading indicators in this regard.
- 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.

- To evaluate significant risk exposures of the Company and assess the Management's actions to mitigate the exposures in a timely manner.
- To evaluate risks related to cybersecurity and ensure appropriate procedures are in place to mitigate these risks in a timely manner.
- To coordinate its activities with the audit Committee in instances where there is any overlap with audit activities.
- To review and reassess the adequacy of the Charter periodically and recommend any proposed changes to the Board for approval.
- 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, 2025:

Name of the Directors	Position	Risk Management Committee Meeting Dates				
		1	2	Held during	Attended	% of
		May 21, 2024	Nov 5, 2024	Tenure		Attendance
Mr. Narayan Ramachandran*	Chairman	NA	✓	1	1	100%
Mr. Ashok Reddy [§]	Member	✓	NA	1	1	100%
Mrs. Latika Pradhan	Member	✓	✓	2	2	100%
Mr. Subramaniam Somasundaram [#]	Member	✓	✓	2	2	100%
Dr. V. Raghunathan	Member	✓	✓	2	2	100%
Mr. Mekin Maheshwari	Member	⊗	✓	2	1	50%
Mrs. Meenakshi Nevatia	Member	✓	✓	2	2	100%
Mr. Rajnarayan Ramakrishnan	Member	✓	✓	2	2	100%
Ms. Rituparna Chakraborty [§]	Member	⊗	NA	1	0	0%
% Attendance		75%	100.00%			

Note: ✓ means attended Physically, ⊗ means Absent, NA means Not Applicable

*Mr. Narayan Ramachandran was appointed as the Chairman w.e.f May 22, 2024

[#]Mr. Subramaniam Somasundaram role transitioned from Chairman to member of the Committee w.e.f May 22, 2024

[§]Mr. Mr. Ashok Reddy and Ms. Rituparna Chakraborty ceased to be the members of the Committee w.e.f May 21, 2024

However, there has been changes in the Composition of the Risk Management Committee with effect from May 21, 2025. The same is detailed as below:

Name	Designation
Mr. Narayan Ramachandran	Chairman (Independent Director)
Mrs. Meenakshi Nevatia	Member (Independent Director)
Mr. Mekin Maheshwari	Member (Independent Director)
Mr. Subramaniam Somasundaram	Member (Independent Director)
Mr. Rajnarayan Ramakrishnan	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, 2025, was none. There were no complaints outstanding as on March 31, 2025. The number of pending share transfers and pending requests for dematerialization as on March 31, 2025 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, 2025.

Complaints pending as on April 01, 2024	0
Complaints received during the year	0
Complaints resolved during the year	0
Complaints pending as on March 31, 2025	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 2024-25, the Company paid sitting fees of ₹ 1,00,000 per Board Meeting and ₹ 1,00,000 per 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

₹ in Crores

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	
1	Gross Salary	0.94	0.76	1.7
	(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)	0.72	0.55	1.27
	Total (A)	1.66	1.31	2.97
	Ceiling as per the Companies Act, 2013			10.12

Note: Gross Salary mentioned in the table is the amount accrued during the FY 2024-25.

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 it's MD/WTD. 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 to any of the Directors of the Company.

The Company has not paid any commission to it's Executive and/or Non-Executive Directors for FY 24-25 except Independent Directors.

Receipt of Commission by Independent Directors from Company or from its holding or Subsidiary Company/ Joint Venture

The Company has extended commission to it's retiring Independent Director, details of which are as below:

Sl. No.	Name of the Director	Designation	Commission Paid	Remarks
1	Mr. Zarir Batliwala	Independent Director	₹ 10,00,000	Commission paid due to retirement as an Independent Director effective March 28, 2024 for the time devoted by him and for making invaluable contributions in functional areas such as business strategy, financial governance, corporate governance, research & innovation, monitoring of risk management and compliances amongst others.
2	Mr. Narayan Ramachandran	Lead Independent Director and Non Executive Chairman	-	No Commission paid during the year under review as the Directors are continuing as Independent Director. Commission will be extended on retirement to all Independent Directors for their contributions made during their term.
3	Dr. V Raghunathan	Independent Director	-	
4	Mrs. Latika Pradhan	Independent Director	-	
5	Mr. S. Subramaniam	Independent Director	-	
6	Mrs. Meenakshi Nevatia	Independent Director	-	
7	Mr. Mekin Maheshwari	Independent Director	-	
8	Mr. Rajnarayan Ramakrishnan	Independent Director	-	

F. Disclosure of relationships between Directors inter-se

There is no inter-se relationship between any Directors.

G. Particulars of Senior Management Personnel ("SMP") as on March 31, 2025

Sl. No.	Name of SMP	Designation
1	Ms. Ramani Dathi	Chief Financial Officer
2	Ms. Alaka Chanda	Company Secretary & Compliance Officer
3	Ms. Priya Gopalakrishnan	Head (Human Resources)
4	Mr. Kartik Narayan	Chief Executive Officer – Staffing (Corporate)
5	Ms. Neeti Sharma	Chief Executive Officer – Specialised Staffing
6	Mr. Nipun Sharma	Chief Executive Officer-Degree Apprenticeship (DA Corporate)
7	Mr. Sudeep Kurian George	Chief Business Head - HCM (Corporate)

Particulars of changes in Senior Management Personnel ("SMP") since the close of the previous Financial Year

Sl. No.	Name of SMP	Designation	Reason of Change	Date of Change
1	Ms. Priya Gopalakrishnan	Head (Human Resources)	Resignation	Nomination and Remuneration Committee Noting date- May 21, 2025 Effective date - July 10, 2025
2	Mr. Navin Patil	Deputy Head - Human Resources	Change in Designation	Nomination and Remuneration Committee Noting date- May 21, 2025 Effective date - June 01, 2025
3	Mr. Ramesh Alluri Reddy	Chief Executive Officer – Degree Apprenticeship (DA)	Resignation	Nomination and Remuneration Committee Noting date- January 29, 2025 Effective date - February 14, 2025
4	Mr. Nipun Sharma	Chief Executive Officer – Degree Apprenticeship (DA)	Appointment	Nomination and Remuneration Committee Noting date- January 29, 2025 Effective date - January 29, 2025
5	Mr. Amit Jain	Chief Executive Officer – Human Capital Management (HCM)	Resignation	Nomination and Remuneration Committee Noting date- November 06, 2024 Effective date – December 02, 2024
6	Mr. Sudeep Kurian George	Chief Business Head - HCM	Transition of Role	Nomination and Remuneration Committee Noting date- November 06, 2024 Effective date – December 01, 2024

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
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.	To approve remuneration of Mr. Ashok Reddy (DIN: 00151814), Managing Director of the Company
2023-24	September 20, 2024	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

B) Postal Ballot conducted during the year 2024-25: NIL

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 12, 2025 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 2024-25

In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 09/2024 dated September 19, 2024, read with Circular Nos. 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 02/2022 dated May 05, 2022, 20/2020 dated May 05, 2020, and all other relevant Circulars and Securities and

Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter collectively referred to as "the Circulars"), the 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

without the physical presence of stakeholders at a common venue. 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 inward.ris@kfintech.com or call KFintech's toll free No.: 1-800-309-4001 for any further clarifications.

Day, date and time	Friday, September 19, 2025, 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, 2024 to March 31, 2025
Cut-off date for determining the names of Shareholders eligible to get Notice of Annual General Meeting	Friday, August 08, 2025
Cut-off date for determining the names of Shareholders eligible to vote	Friday, September 12, 2025
Remote E-Voting start time and date	Tuesday, September 16, 2025 (09:00 A.M. IST)
Remote E-Voting end time and date	Thursday, September 18, 2025 (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 17, 2025, by any of the following process: 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 12, 2025, 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 15, 2025 (09:00 A.M. IST) upto Wednesday, September 17, 2025 (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	ISIN
1.	National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400-051, www.nseindia.com	INE985S01024
2.	BSE Limited	Floor 25, PJ Towers, Dalal Street, Mumbai – 400-001 www.bseindia.com	

Payment of Listing Fees:

Annual listing fee for the Financial Year 2024-25 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.

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.

C. 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

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.

D. 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.

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, 2025

a. Distribution of Equity Shareholding as on March 31, 2025:

Sl. No	Category (Shares)	No. of Shares	% To Holders	No. of Holders	% To Equity
1	1 – 500	6,26,585	98.25	24,328	3.74
2	501 – 1000	1,08,823	0.61	150	0.65
3	1001 – 2000	1,05,852	0.32	80	0.63
4	2001 – 3000	90,668	0.14	35	0.54
5	3001 – 4000	60,653	0.07	18	0.36
6	4001 – 5000	49,602	0.04	11	0.30
7	5001 – 10000	2,83,433	0.16	39	1.69
8	10001 – 20000	2,77,606	0.08	21	1.66
9	20001 – 50000	9,04,305	0.10	26	5.39
10	50001 – 100000	14,16,484	0.08	20	8.45
11	100001 & Above	1,28,44,889	0.14	34	76.60
	TOTAL:	16768900	100.00	24762	100.00

b. Category wise Shareholding as on March 31, 2025:

Category	No. of Holders	% To Equity
Promoter & Promoter Group	53,00,481	31.61
Mutual Funds	76,20,276	45.44
FII/FPI	18,45,714	11.01
Financial Institutions/Banks/AIFs	20,41,91	1.22
Retail (Individual/HUF/NRI)	15,18,489	9.05
Bodies Corporates	2,73,138	1.63
Clearing Shareholders	561	0.00
ESOP Trust	6,050	0.04
Grand Total	1,67,68,900	100.00

c. Top Ten Equity Shareholders of the Company as on March 31, 2025

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 Flexi Cap Fund	11,77,107	7.02
4	ICICI Prudential Technology Fund	11,63,532	6.94
5	Nippon Life India Trustee Ltd-A/C Nippon India Multi Cap Fund	10,78,436	6.43
6	SBI Retirement Benefit Fund - Aggressive Plan	7,68,812	4.58
7	UTI-MNC Fund	6,38,358	3.81
8	Mirae Asset Nifty Total Market Index Fund	5,20,998	3.11
9	Tata Mid Cap Growth Fund	5,01,855	2.99
10	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Small Cap Fund	3,05,050	1.82

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, 2025.

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

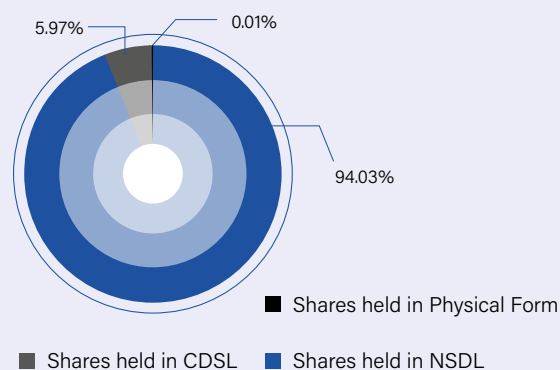
In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, Shareholders who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Shareholders may write to the RTA indicating the folio numbers 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, 2025

Status of Dematerialisation	No. of Shares	% of Total Shares
Shares held in NSDL	1,57,67,102	94.03
Shares held in CDSL	10,00,897	5.97
Shares held in Physical Form	901	0.01

Status of Dematerialisation

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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2025/01/TeamLease-Policy-on-related-party-transactions.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 March 21, 2025 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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/Materiality-Policy_Amended.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, 2025. 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 March 21, 2025. 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, 2025. 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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/Materiality-Policy_Amended.pdf. The Policy was last updated on March 21, 2025.

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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/TeamLease-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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/1.-Policy-Legitimate-Purpose-Determination.pdf>. The Policy was last updated on March 21, 2025.

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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/Policy-Enquiry-of-Leak-of-UPSI-1.pdf>. The Policy was last updated on March 21, 2025.

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. Ashok Reddy (DIN: 00151814), Managing Director & CEO 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, 2025, 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, 2025 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.

xviii. 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 35 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, 2025 is given in the Board's Report. The same is as tabled below:

Particulars	Numbers
No. of complaints received during the Financial Year 2024-25:	29
No. of complaints disposed off during the Financial Year 2024-25:	26
The number of cases pending for a period exceeding ninety days:	9*

**Closure of certain cases was delayed due to extended investigation timelines and coordination requirements*

xxxii. Disclosure under Maternity Benefit Act, 1961

Your company complies with the provisions under Maternity Benefit Act, 1961 and provide all applicable benefits to eligible employees.

xxxiii. Details of loans and advances are furnished in the notes 44 to the Financial Statements, forming part of this Annual Report. The Loans and advances have been utilised by the Subsidiaries and Joint Venture for their working capital requirements.

xxxiv. There are no agreements which impact the management or control of the Company or impose any restriction or create any liability upon the Company as specified under Regulation 30A read with clause 5A to para A of part A of schedule III of SEBI Listing Regulations.

xxxv. 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.

Additionally, the Compliance Officer has authority to close the trading window in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.

xxxvi. Risk Management

Business Risk Evaluation and Management is an ongoing process within the Company. The assessment is periodically examined by the Board.

xxxvii. 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 2024-25 and they are as below:

Long-term Fund-based Facilities	₹ 150.00 Crores	Rated ICRA A (Stable)
Long-term – Non-fund Based Facilities	₹ 38.00 Crores	Rated ICRA A (Stable)
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.

xxxviii. 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/>.

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

xxxix. 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)

xxxx. 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 Fifth (25th), 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 2024-25 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 2024-25. 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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/TeamLease-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://fe189aae.delivery.rocketcdn.me/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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2025/01/TeamLease-Policy-on-related-party-transactions.pdf
TeamLease Policy for determining Material Subsidiaries	https://fe189aae.delivery.rocketcdn.me/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	<a href="https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Prevention-of-Sexual-Harassment-Policy-Core-Employees-Version-3.4-8<sup>th</sup>-Feb-2021.pdf">https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Prevention-of-Sexual-Harassment-Policy-Core-Employees-Version-3.4-8th-Feb-2021.pdf
TeamLease Code of Conduct for Prohibition of Insider Trading	https://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2025/01/TeamLease-Code-of-Conduct-for-Prohibition-of-Insider-Trading.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://fe189aae.delivery.rocketcdn.me/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://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/1-Policy-Legitimate-Purpose-Determination.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
TeamLease Policy for Determination of Materiality for Disclosure of Events or Information	https://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2021/04/Materiality-Policy_Amended.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

Policy/Code	Weblink
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
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

Sl. No	Particulars	Regulation No.	Regulations	Compliance Status (Yes/ No/N.A.)
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
				Yes
13	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
14	Disclosures on Website of the Company	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. 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.

The Board of Directors, vide their meeting conducted on July 31, 2025, subject to approval of Shareholders, had re-appointed Mr. Ashok Reddy as Managing Director and CEO of the Company for a period of five years commencing from the date of expiry of the current term, i.e., with effect from September 01, 2025 till August 31, 2030.

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 2024-25 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 and Joint Venture:

The Audit Committee reviews the Financial Statements of the Subsidiary companies and Joint Venture. During the year, the Board took on record the minutes of the Board meetings of the Subsidiary companies and Joint Venture.

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, 2025, 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.

Place: Bangalore
Date: May 21, 2025

Ashok Reddy
Managing Director & CEO
DIN: 00151814

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, 2025 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, 2025 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.

Place: Bangalore
Date: May 21, 2025

Ashok Reddy
Managing Director & CEO
DIN: 00151814

Ramani Dathi
Chief Financial Officer

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, 2025, 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

ICSI Unique Code:- S2003MH061300

UDIN: F005682G000394444

PR No.: 1075/2021

Date: May 21, 2025

Place: Mumbai

Environment, Social & Governance Initiatives

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.

In a nutshell, ESG links together all spheres of activity within TeamLease.

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.

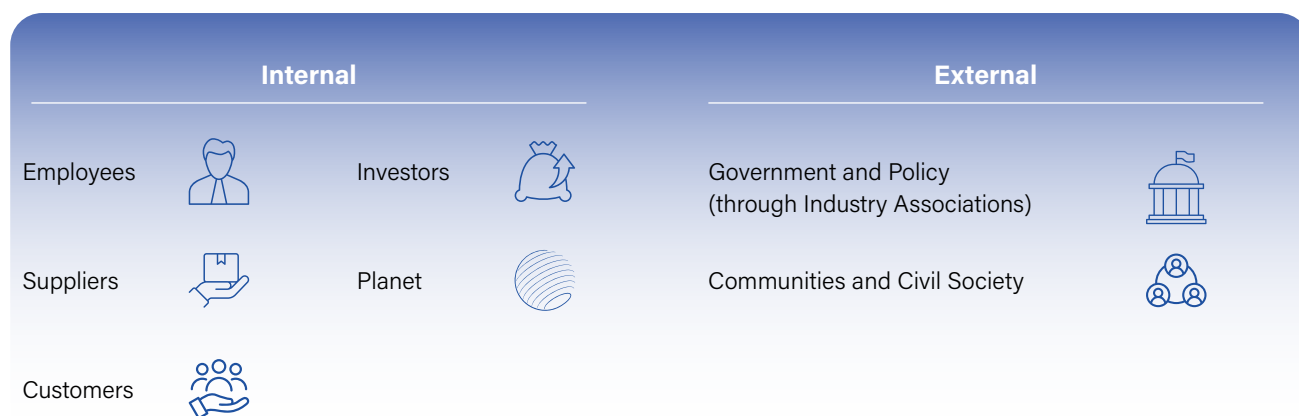
Key Elements of ESG at TeamLease

Environmental	Social	Governance
- Energy Use - GHG Emissions - Water Use - Waste Generated - Maintaining Biodiversity	- Gender Equality - Labour Rights - Diversity and Inclusion - Human Rights - Right to Education	- Transparent Governance - Institutional Trust - Risk Management - Ethics and Compliance - Board and Executive Diversity

Our Stakeholders

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.

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.



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.



Environment

- Responsible usage of Water

Circular Economy

- Waste Management
- Responsible usage of Electricity



Social

Health & Wellbeing

- Occupational Health & Safety
- Responsible Marketing

Human Capital

- Work Culture
- Talent Attraction & Retention
- Diversity & Inclusion
- Being respectful & responsive
- Building Trust

Human Rights

- Labour Practices
- Fair Compensation
- Freedom of Association
- Discrimination & Harassment free workplace

Livelihood & Prosperity

- Education and Skills
- Research & Development



Governance

Corporate Governance

- Business Ethics
- Governing Bodies
- Transparency & Disclosure

Stakeholder Engagement

- Awareness & Capacity Building
- Grievance Management
- Collaborative Actions

Strategic Risk Management

- Compliance Management
- Environmental Risks Mitigation and Adaptation
- Data Privacy & Security

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
Environment	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



	Aim to end poverty in all its forms everywhere by creating more job opportunities		Aim to achieve gender equality and empower all women and girls
	Aim to ensure healthy lives and promote wellbeing for all at all ages		Aim to promote sustained economic growth, productive employment and decent work for all
	Aim to ensure inclusive and quality education for all and promote lifelong learning		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.

Business Responsibility and Sustainability Report

[As per Regulation 34(2)(f) of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 read with Amendments]

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, as per guidelines provided by SEBI, India, Business Responsibility and Sustainability Reporting (BRSR) is mandated for the top 1000 listed companies (by market capitalization). At TeamLease, it was a collective decision to adopt the BRSR ahead of schedule from FY'22 onwards.

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.

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 and Social themes.

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 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 of the listed entity:

1	Corporate Identification Number (CIN) of the Listed Entity	L74140KA2000PLC118395
2	Name of the Listed Entity	TeamLease Services Limited
3	Date of Incorporation	February 02, 2000
4	Registered office address	315 Work Avenue Campus, Ascent Building, Koramangala Industrial Layout, Jyoti Nivas College Road, Koramangala, Bangalore – 560095, Karnataka, India
5	Corporate address	315 Work Avenue Campus, Ascent Building, Koramangala Industrial Layout, Jyoti Nivas College Road, Koramangala, Bangalore – 560095, Karnataka, India
6	E-mail	corporateaffairs@teamlease.com
7	Telephone	+ 91 8068243333
8	Website	https://group.teamlease.com/
9	Financial year for which reporting is being done	Start Date End Date
	Current Financial Year (FY)	April 01, 2024 March 31, 2025
	Previous Financial Year (PY)	April 01, 2023 March 31, 2024
	Prior to Previous Financial Year (PPY)	April 01, 2022 March 31, 2023
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11	Paid up capital (in ₹)	16,76,89,000/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Alaka Chanda Company Secretary and Compliance Officer Ph: +91 80 6824 3336/ Fax: +91 80 6824 3001 Email ID: alaka.dhawan@teamlease.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made in this report are on a consolidated basis, unless otherwise specified (excluding joint ventures and foreign step down subsidiaries)
14	Whether the company has undertaken reasonable assurance of the BRSR Core	Not Applicable
15	Name of assurance provider	Not Applicable
16	Type of assurance obtained	Not Applicable

II. Products/Services

17. Details of business activities (accounting for 90% of the turnover)

Sl. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the entity
a.	Temporary Staffing	Activities of employment placement agencies	97.85
b.	Other HR	Temporary employment agency activities	1.75
c.	Other Income	Human Resources provision and management of human resource	0.40

18. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Product/Service	NIC Code of the Product/Service	% of total Turnover contributed
Temporary Staffing	78100	97.85
Other HR	78200	1.75
Other Income	78300	0.40

III. Operations

19. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of plants	Number of Offices	Total
International	0	2	2
National	0	15	15

20. Markets served by the Company:

a. Number of locations:

Locations	Number
National (No. of states)	15
International (No. of countries)	2

b. The contribution of exports as a percentage of the total turnover of the entity

Less than 1%.

c. 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.

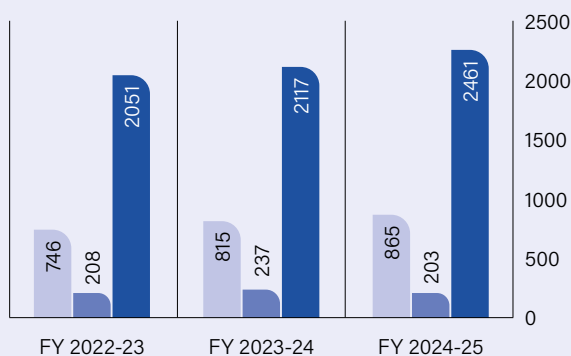
IV. Employees:

21. A. Details as on March 31, 2025

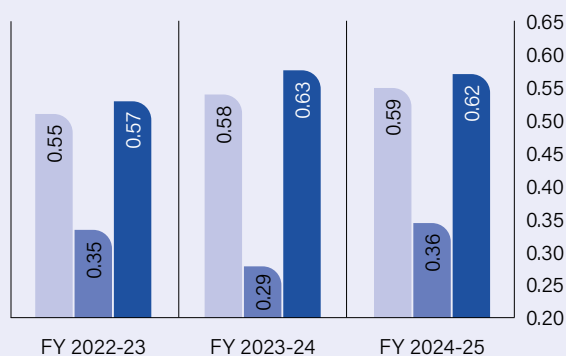
Particulars	FY (2024-25)					PY (2023-24)					PPY (2022-23)				
	Total Employees	Male		Female		Total Employees	Male		Female		Total Employees	Male		Female	
		No.	%	No.	%		No.	%	No.	%		No.	%	No.	%
Permanent	2,263	1,398	61.78	865	38.22	2,117	1,302	61.50	815	38.50	2,051	1,305	63.63	746	36.37
Other than permanent	203	149	73.40	54	26.60	237	184	77.64	53	22.36	208	154	74.04	54	25.96
Total	2,466	1,547	62.73	919	37.27	2,354	1,486	63.13	868	36.87	2,259	1,459	64.59	800	35.41

All of 'TeamLease' workforce is categorized as 'Employees' and none as 'Workers'

Employee details



Female-Male Ratio



- Total number of core employees
- Total number of employees hired on temporary/contractual basis
- Total number of permanent women employees

- Permanent
- Other than permanent
- Total employees

21. B. Differently abled Employees

Particulars	FY (2024-25)					PY (2023-24)					PPY (2022-23)				
	Total Employees	Male		Female		Total Employees	Male		Female		Total Employees	Male		Female	
		No.	%	No.	%		No.	%	No.	%		No.	%	No.	%
Permanent	4	2	50	2	50	4	3	75	1	25	0	0	0	0	0
Other than permanent	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total	4	2	50	2	50	4	3	75	1	25	0	0	0	0	0

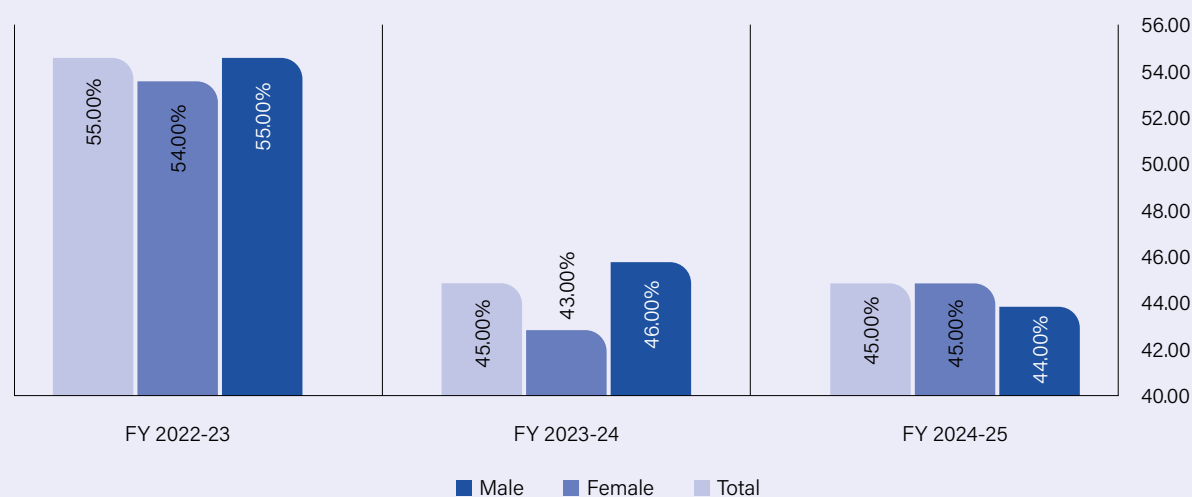
22. Participation/inclusion/representation of women

Product/Service	Total	No. and percentage of Females	
		No	%
Board of Directors (TeamLease & Subsidiaries)	17	6	35.29
TeamLease Services Limited	10	3	30.00
Subsidiaries	7	3	42.86
Key Management Personnel (CS and CFO) (TeamLease & Subsidiaries)	2	2	100.00
TeamLease Services Limited	2	2	100.00
Subsidiaries	-	-	-

23. Turnover rate for permanent employees and workers (Disclosed trends for the past 3 years)

Permanent Employees	2024-25			2023-24			2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent	44.00%	45.00%	45.00%	46.00%	43.00%	45.00%	55.00%	54.00%	55.00%

Turnover rate of permanent employees



V. Holding, Subsidiary and Associate Companies (including joint ventures)

24. (a) Names of holding / subsidiary / associate companies / joint ventures

As on March 31, 2025 the Company has 6 direct Subsidiaries and 1 Joint Venture.

Particulars of the Subsidiary companies are detailed in **Annexure II** of Board's Report - AOC-1.

Confirmation on Subsidiary Company/Companies participating in the Business Responsibility initiatives of the listed entity

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 and Joint Venture. The Subsidiaries and Joint Venture 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.

(c) 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

VI. 25. (i.) Confirmation on CSR applicability as per section 135 of Companies Act, 2013: Yes

(₹ in Crores)

Particulars	TeamLease Services Limited	TeamLease Digital Private Limited (Wholly Owned Subsidiary)
Turnover	10,236.29	588.05
Net worth	860.33	22.46
Two percent of average net profit of the Company as per sub-section (5) of section 135	1.70	0.29
Total amount spent for the Financial Year	1.70	0.29
Details of Beneficiaries	- TL Skills University - Apprenticeship Skilling Programmes - National Council of Applied Economic Research (NCAER)	

VII. Transparency and Disclosures Compliances

26. 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)	FY (2024-25)			PY (2023-24)		
	(If yes, then provide web-link for grievance redress policy)	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	-	-	-	-	-	-
Investors (other than shareholders)	Yes	-	-	-	-	-	-
Shareholders	Yes	-	-	-	-	-	-

Stakeholder group from whom complaint is received	Grievance Redressal Mechanisms in Place (Yes/No)	FY (2024-25)			PY (2023-24)		
	(If yes, then provide web-link for grievance redress policy)	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	-	-	-	-	-	-
Investors (other than shareholders)	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.

27. Overview of the entity's material responsible business conduct issues

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.	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
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	Diversion & 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.

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:

Principle



1. Ethics, Transparency and Accountability -

Conduct and govern with integrity, and in a manner that is ethical, transparent and accountable

- 100% of our employees received periodic training, viz., on business, business conduct and ethics, compliance regulations, and ESG parameter
- No disciplinary action against Directors/ KMPs/ Employees/ Workers by any law enforcement agencies for charges of bribery/corruption

2. Products Lifecycle Sustainability -

Provide goods and services in a manner that is sustainable and safe

- Given the nature of the business, there has been no adverse impact to the environment.

3. Employees' Well-being -

Respect and promote the well-being of all employees, including those in value chains

- 100% of our permanent employees are covered under health and accident insurance, and maternity and paternity benefits
- 95% return to work rate and 87% retention rate for our permanent employees post parental leave.
- 70.13% of employees were provided skill upgradation training

4. Stakeholder Engagement -

Respect the interests of and be responsive to all its stakeholders, specially those who are disadvantaged, vulnerable and marginalized

- Comprehensive stakeholder engagement to understand their expectations, inform our strategy and communicate our progress.

5. Promoting Human Rights -

Respect and promote human rights

- 100% of our permanent employees are paid more than the minimum wage
- Median remuneration of employees and workers is more than ₹ 0.04 Crores per annum
- 100% of plant or offices were assessed for human rights issues

6. Protection of Environment -

Respect and make efforts to protect and restore the environment

- Given the nature of the business, there has been no adverse impact to the environment.

7. Responsible Policy Advocacy -**Influencing public and regulatory policy, in a responsible and transparent manner**

- Associated with Staffing Federation of India to foster dialogue on industry growth drivers, innovation and shaping public policy
- Public Policy Advocacy on important issues such as regulatory changes, R&D and intellectual property protection, access and affordability, and marketing practices.

8. Support Inclusive Growth -**Promote inclusive growth and equitable development**

- Equal opportunities for engagement with all potential suppliers.
- ₹1.99 Crores spent in FY 2024-25 towards Corporate Social Responsibility of TeamLease Group, morefully described in Business Responsibility and Sustainability Report Section A General Disclosure point VI (25).

9. Providing Customer Value -**Engage with and provide value to the consumers in a responsible manner**

- No data breaches found during the reporting period
- No major critical service disruptions

Disclosure Questions**I. Policy and Management Processes**

Sl. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1a	Confirmation on entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)					Yes				
1b	Confirmation on the policy approved by the Board (Yes/No/NA)					Yes				
1c	Web Link of the Policies, if available	https://group.teamlease.com/investor/policies-and-guidelines/								
2	Confirmation by the entity has translated the policy into procedures. (Yes / No/ NA)					Yes				
3	Confirmation on the enlisted policies extend to your value chain partners (Yes/No/NA)					No				
4	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	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 the Ministry of Corporate Affairs, Government of India.								
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.					Not Applicable				
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.					Not Applicable				

Notes:

Note	Principle No.	Principle Description	Policy	Website Link
1	P1 Ethics, Transparency and Accountability	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	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.pdf
			TeamLease Prevention of Sexual Harassment Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Prevention-of-Sexual-Harassment-Policy-Core-Employees-Version-3.4-8th-Feb-2021.pdf
			TeamLease Code of Conduct for Prohibition of Insider Trading	https://fe189aae.delivery.rocketcdn.me/wp-content/uploads/2025/01/TeamLease-Code-of-Conduct-for-Prohibition-of-Insider-Trading.pdf
			TeamLease Anti-Bribery and Corruption Policy	https://group.teamlease.com/wp-content/uploads/2020/11/TeamLease Anti Bribery and Corruption Policy.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 Whistle Blower and Vigil Mechanism Policy	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Whistle-Blower-and-Vigil-Mechanism-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
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	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Prevention-of-Sexual-Harassment-Policy-Core-Employees-Version-3.4-8th-Feb-2021.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
4	P4 Stakeholder Engagement	Businesses should respect the interests of and be responsive to all its stakeholders	TeamLease Corporate Social Responsibility Policy	https://group.teamlease.com/reports/teamlease-corporate-social-responsibility-policy/
			TeamLease Whistle Blower and Vigil Mechanism 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	https://group.teamlease.com/wp-content/uploads/2021/04/TeamLease-Code-of-Conduct-and-Business-Ethics.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
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

Note	Principle No.	Principle Description	Policy	Website Link
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. 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. Mr. Ashok Reddy, 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.

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

As on March 31, 2025, TeamLease has two Executive Directors, seven Independent Directors and one Non-Executive Non-Independent Director. 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 ⁵	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 ⁶	Independent Director	-	1 Committee Membership - Atul Bioscience Limited - Audit Committee	-	Y	Y
5.	Dr. V. Raghunathan ⁷	Independent Director	-	-	-	Y	Y
6.	Mr. Mekin Maheshwari	Independent Director	-	-	-	Y	Y
7.	Mrs. Meenakshi Nevatia	Independent Director	1 Pfizer Limited	1 Committee Membership Pfizer Limited-Stakeholders' Relationship Committee	-	Y	Y
8.	Mr. Subramaniam Somasundaram	Independent Director	1 United Breweries Limited 2 Hosana Consumer Limited	1 Committee Membership Hosana Consumer Limited, Stakeholder Relationship Committee	3 Committee Chairmanship API Holding Limited, Audit Committee United Breweries Limited, Audit Committee Honasa Consumer Limited, Audit Committee	Y	Y
9.	Ms. Rituparna Chakraborty ⁸	Non-Executive & Non-Independent Director	-	-	-	Y	Y
10.	Mr. Rajnarayan Ramakrishnan	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.

2. 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.
3. 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.
4. The Directorship/Committee membership is based on the disclosures received from the Directors as on March 31, 2025. However, we have also incorporated the changes as on date of the signing after the closure of the Financial Year end. The date of signing is May 21, 2025.
5. Mr. Narayan Ramachandran will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours). However, he has been re-designated as Non- Executive- NonIndependent Director with effect from July 08, 2025, liable to retire by rotation. He is continuing as Non-Executive Chairperson of the Company.
6. Mrs. Latika Pradhan will cease to be an Independent Director of the Company pursuant to completion of her second term on July 07, 2025 (End of business hours). She also ceased to be an Independent Director with effect from the end of business hours on Wednesday, April 16, 2025 from the board of Mafatlal Industries Limited.
7. Dr. V. Raghunathan will cease to be an Independent Director of the Company pursuant to completion of his second term on July 07, 2025 (End of business hours).
8. Ms. Rituparna Chakraborty had tendered her resignation as Non-Executive and Non-Independent Director of the Company effective May 21, 2025, and has ceased to be a Director of the Company with from the same date.
9. No Director has any inter-se relationship with other Directors.

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

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.

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/>.

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

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.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Mr. Mekin Maheshwari, Chairman of CSR Committee, Ph: +91 80 6824 3333/ Fax: +91 80 6824 3001

Email ID: corporateaffairs@teamlease.com

9. 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. Narayan Ramachandran, Member	01873080	Non Executive Non Independent Director
3	Mr. Manish Sabharwal, Member	00969601	Whole Time Director & Executive Vice Chairman

10. 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)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	As a practice, BRSR policies of the Company are reviewed periodically or on a need basis by board level, committees, leadership teams, business head and departmental head . During this assessment, the efficacy of the policies is reviewed and necessary changes to policies and procedures are implemented.									Annually								
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.									Quarterly								

11. 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.

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)					No				
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)					No				
The entity does not have the financial or/human and technical resources available for the task (Yes/No)					No				
It is planned to be done in the next financial year (Yes/No)					No				
Any other reason (please specify)					Not Applicable				

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

1. 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 15 hours on total 5 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.	• 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 15 hours on total 5 sessions on matters relating to an array of issues. In addition, KMPs being the employees also undergo structured training programmes throughout the year	- 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, total 332 Training sessions were held (this excludes Mandatory Induction trainings in LMS)	- 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 Product and Process refreshers across all BU's - to help improve the functional knowledge. Regular assessments were rolled out post the trainings to capture the knowledge gain in these sessions. A total of 120 need based trainings were also offered based on the inputs from Business, to support with on the job challenges. Some of these trainings focussed on communication skills, Time Management skills as well as People Management skills. Similarly, our flagship Programs - EEM (Essentials of Effective Manager), MAC (Manager as a Coach) as well as RICH 2.0 were directly linked to the improvement of performance on the floor.	100% employees covered under mandatory trainings on LMS on POSH, Code of Conduct, Information Security and Business Continuity	Virtual as well as in-person

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

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	—	—	—	—	—	—

Imprisonment / Punishment	NGRBC Principle	Non- Monetary			
		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	—	—	—	—	—

3. 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

4. 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/>.

5. Number of Directors/KMPs/employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

Number of complaints / cases of bribery, corruption registered with law enforcement agencies against the Company or lodged with the Company internally	FY (2024-25)	PY (2023-24)
Directors	—	—
KMP(s)	—	—
Employees (Other than Directors & KMP)	—	—

6. Details of complaints with regard to conflict of interest:

Number of complaints with regard to conflict of interest of Directors/KMPs/ Employees	FY (2024-25)	PY (2023-24)
Directors	—	—
KMP(s)	—	—
Employees (Other than Directors and KMPs)	—	—

7. 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.

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.

8. Number of days of accounts payables:

₹ In Crore

	FY (2024-25)	PY (2023-24)
i) Accounts payable x 365 days	25,388.50	22,509.55
ii) Cost of goods/services procured	382.53	200.23
iii) Number of days of accounts payables	66	112

9. 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 Crore

Parameter	Metrics	FY (2024-25)	PY (2023-24)
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 Crore

Parameter	Metrics	FY (2024-25)	PY (2023-24)
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.

₹ In Crore

Parameter	Metrics	FY (2024-25)	PY (2023-24)
Share of RPTs in	a. i) Purchases (Purchases with related parties)	3.32	1.80
	ii) Total Purchases	11,086.26	9,253.49
	iii) Purchases (Purchases with related parties as % of Total Purchases)	0.03%	0.02%
	b. i) Sales (Sales to related parties)	15.12	28.94
	ii) Total Sales	11,155.87	9,321.53
	iii) Sales (Sales to related parties as % of Total Sales)	0.14%	0.31%
	c. i) Loans & advances given to related parties	0	0.00
	ii) Total loans & advances	0	0.00
	iii) Loans & advances given to related parties as % of Total loans & advances	0%	0.00%
	d. i) Investments in related parties	13.29	3.00
	ii) Total Investments made	13.29	3.00
	iii) Investments in related parties as % of Total Investments made	100.00%	100.00%

B. Leadership Indicators pertaining to Principle 1

- Awareness programmes conducted for value chain partners on any of the principles during the financial year –**
Not Applicable
- The Company has processes in place to avoid/manage conflict of interests involving members of the Board, details below:**

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 2024-25, 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 2024-25.

The policy/policies are placed on the Company's website. The hyperlink is <https://group.teamlease.com/investor/policies-and-guidelines/>.

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.

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.

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

1. 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. Greater adoption of digital platforms not only brings in increased efficiencies of operations but also ensures substantially reduced consumption of paper.

	FY (2024-25)	PY (2023-24)	Details of improvements in environmental and social impacts
R&D	0%	0%	Not Applicable
Capex	0.30%	0.17%	Not Applicable

2. 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.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for plastics (including packaging), e-waste, hazardous waste and other waste:

Not Applicable, as the Company does not have physical products as a part of its offerings.

4. Details on Extended Producer Responsibility (EPR) applicable to the entity's activities. Details on the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards.

Not Applicable, as the Company does not have physical products as a part of its offerings.

B. Leadership Indicators pertaining to Principle 2

1. 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 the 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.

2. 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 kinds of services across the country. Therefore, no social or environmental concerns are associated with the use of its offerings.

3. 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 the Company does not have physical products as a part of its offerings.

4. The products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed

Not Applicable, as the Company does not have physical products as a part of its offerings

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not Applicable, as the Company does not have physical products as a part of its offerings.

Principle 3



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.

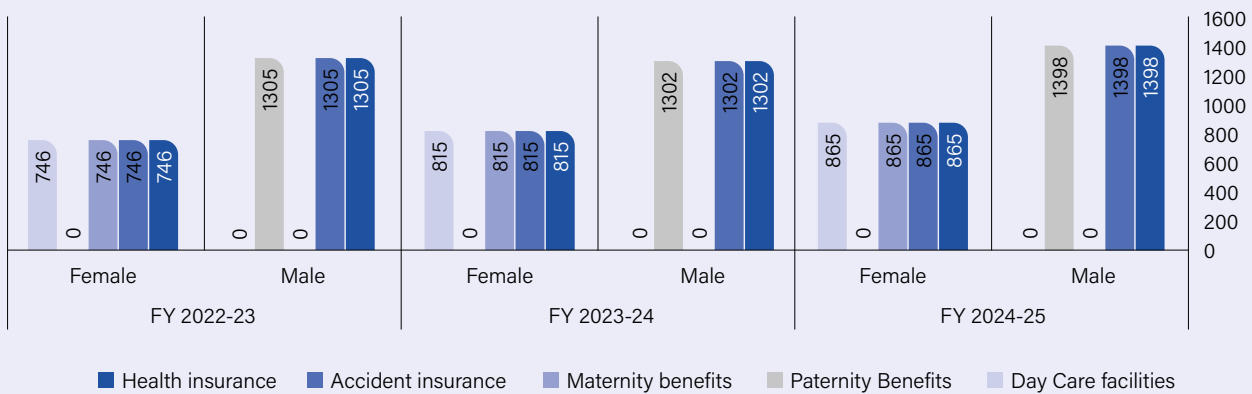
- I. Total number of Core employees - 2461
- II. Total number of employees hired on temporary/contractual and casual basis - 203
- III. Number of permanent women employees - 865
- IV. Number of permanent employees with disability - 4

A. Essential Indicators pertaining to Principle 3

1.a. Details of measures for the well-being of employees:

Permanent employees												
Financial Year	Category	Total	Health		Accident		Maternity		Paternity		Day Care Facilities	
			No.	%	No.	%	No.	%	No.	%	No.	%
FY (2024-25)	Male	1398	1398	100.00	1398	100.00	-	-	1398	100.00	-	-
	Female	865	865	100.00	865	100.00	865	100.00	-	-	865	100.00
	Total	2263	2263	100.00	2263	100.00	865	38.22	1398	61.78	865	38.22
PY (2023-24)	Male	1302	1302	100.00	1302	100.00	-	-	1302	100.00	-	-
	Female	815	815	100.00	815	100.00	815	100.00	-	-	815	100.00
	Total	2117	2117	100.00	2117	100.00	815	38.50	1302	61.50	815	38.50
PPY (2022-23)	Male	1305	1305	100.00	1305	100.00	-	-	1305	100.00	-	-
	Female	746	746	100.00	746	100.00	746	100.00	0	-	746	100.00
	Total	2051	2051	100.00	2051	100.00	746	36.37	1305	63.63	746	36.37

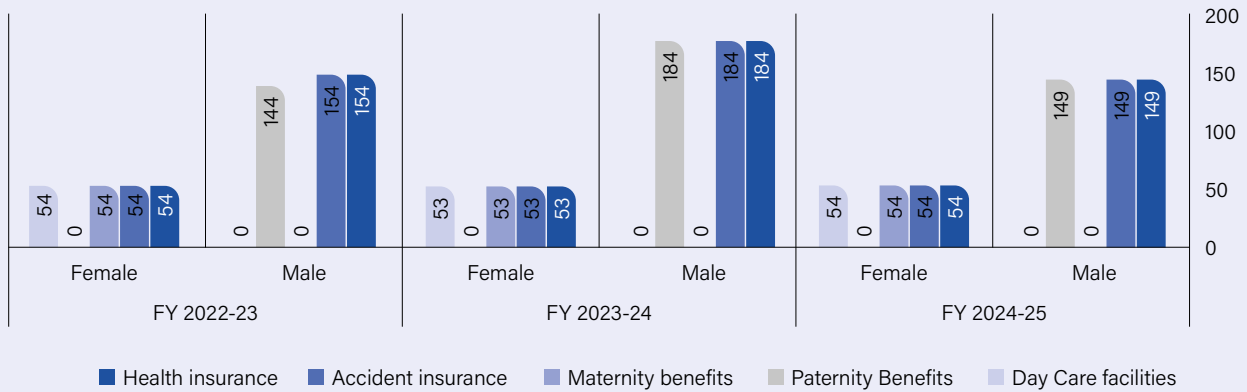
Well-being measures of permanent employees



100% of our permanent employees are covered under health and accident insurance, and maternity and paternity benefits as applicable, throughout the past three financial years.

Other Than Permanent Employees												
Financial Year	Category	Total	Health		Accident		Maternity		Paternity		Day Care Facilities	
			No.	%	No.	%	No.	%	No.	%	No.	%
FY (2024-25)	Male	149	149	100.00	149	100.00	-	-	149	100.00	-	-
	Female	54	54	100.00	54	100.00	54	100.00	-	-	54	100.00
	Total	203	203	100.00	203	100.00	54	26.60	149	73.40	54	26.60
PY (2023-24)	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
PPY (2022-23)	Male	154	154	100.00	154	100.00	-	-	144	93.51	-	-
	Female	54	54	100.00	54	100.00	54	100.00	-	-	54	100.00
	Total	208	208	100.00	208	100.00	54	25.96	144	69.23	54	25.96

Well-being measures of other than permanent employees



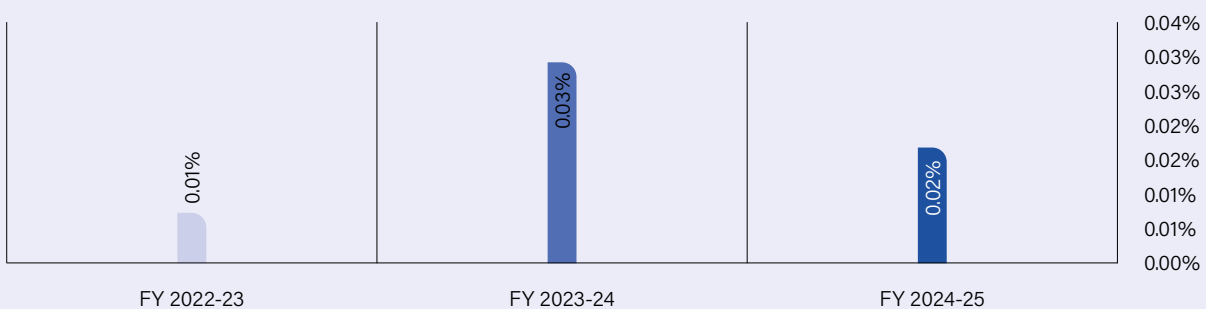
1.b. Details of measures for the well-being of workers: Not Applicable

1.c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

₹ In Crore

Metrics	FY (2024-25)	PY (2023-24)	PPY (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)	1.9	2.75	0.59
ii) Total revenue of the Company	1,11,55.87	9,321.53	7870.00
iii) Cost incurred on wellbeing measures as a % of total revenue of the Company	0.02%	0.03%	0.01%

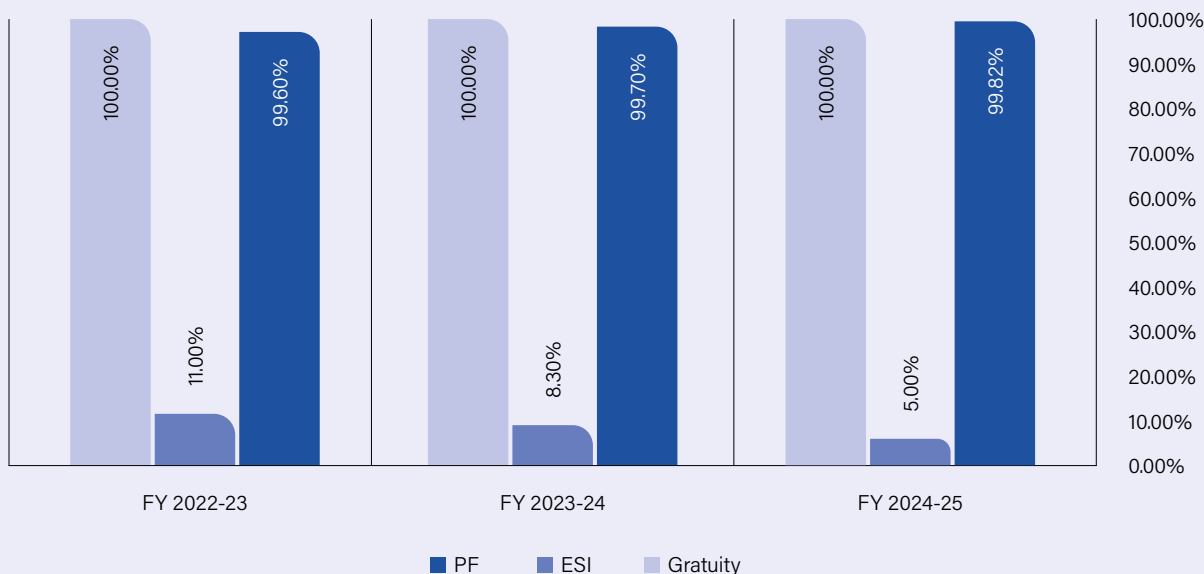
Cost incurred on wellbeing measures as a % of total revenue of the Company



2. Details of retirement benefits for the current and previous Financial Years:

Benefits	FY (2024-25)		PY (2023-24)		PPY (2022-23)	
	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.)	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
PF	99.82	Y	99.70	Y	99.60	Y
Gratuity	100.00	N.A.	100.00	N.A.	100.00	N.A.
Employee State Insurance (ESI)	5.00	Y	8.30	Y	11.00	Y
Others	-	-	-	-	-	-

Retirement Benefits Coverage



Note: For PF, Gratuity & ESI, all eligible permanent employees are covered in respective categories.

3. Accessibility of workplaces: Confirmation on the premises / offices of the entity accessible to differently abled employees and workers, 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.

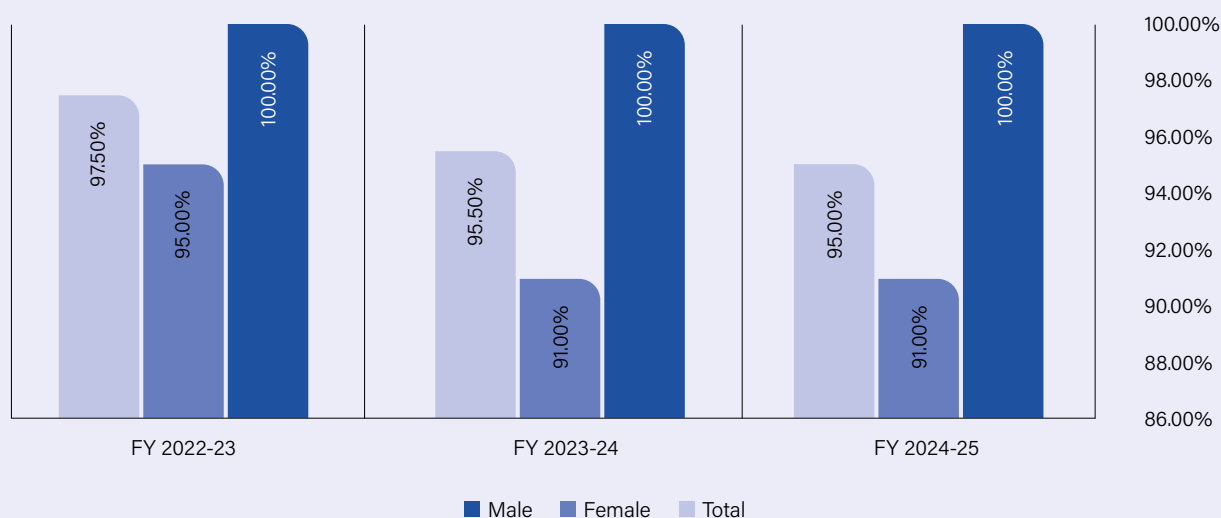
4. Confirmation on having an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016. Weblink to the policy is mentioned below.

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>

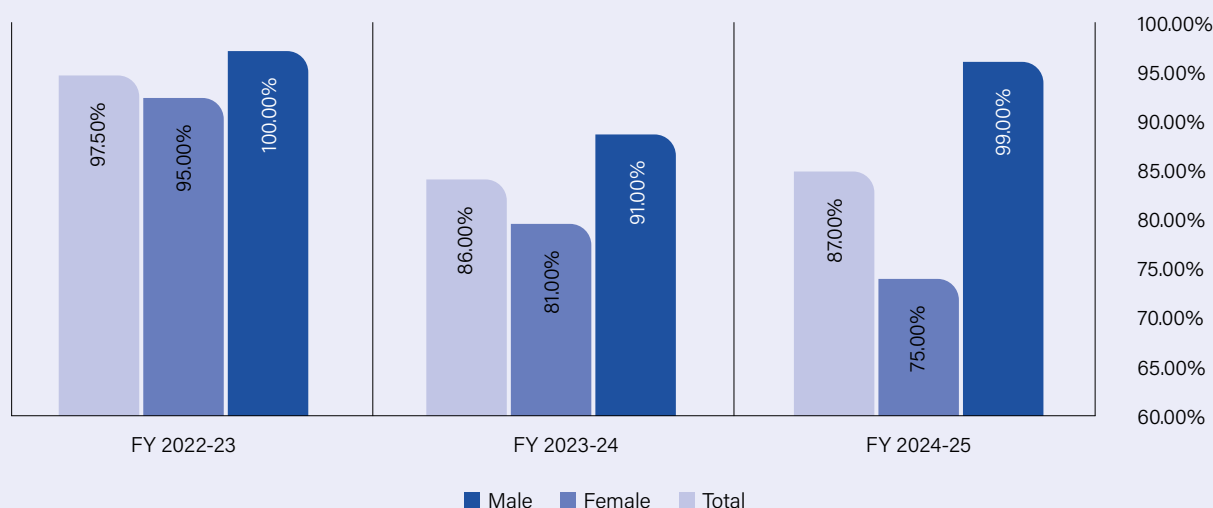
5. Return to work and retention rates of permanent employees that took parental leave.

Gender	FY (2024-25)		PY (2023-24)		PPY (2022-23)	
	Return to work rate	Retention rate	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	99%	100%	91%	100%	100%
Female	91%	75%	91%	81%	95%	95%
Total	95.00%	87.00%	95.50%	86.00%	97.50%	97.50%

Return to work rates



Retention rates



6. 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 Employees	Yes
Other than Permanent Employees	

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 a 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.

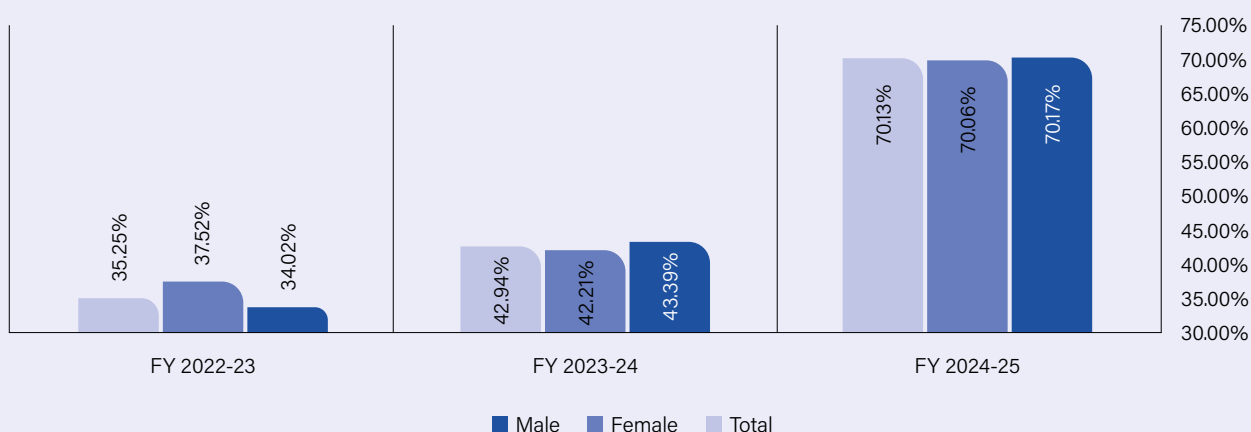
7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

The Company does not have any employee associations. The Company, however, recognises the right to freedom of association and does not discourage collective bargaining.

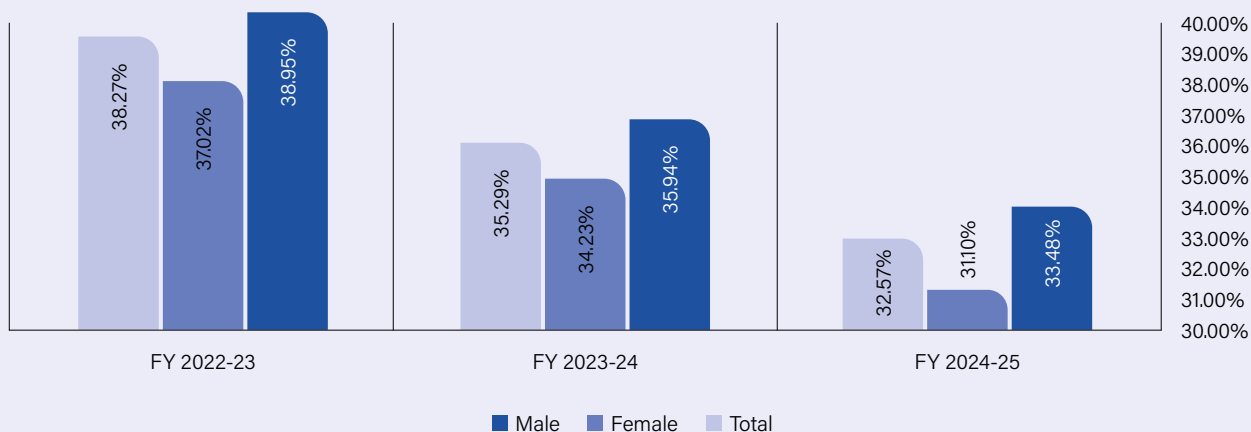
8. Details of training given to employees and workers:

Category	FY (2024-25)					PY (2023-24)					PPY (2022-23)				
	Total	On health and safety/wellness measures		On skill upgradation		Total	On health and safety/wellness measures		On skill upgradation		Total	On health and safety/wellness measures		On skill upgradation	
		No.	%	No.	%		No.	%	No.	%		No.	%	No.	%
Male	1398	468	33.48	981	70.17	1302	468	35.94	565	43.39	2231	869	38.95	759	34.02
Female	865	269	31.10	606	70.06	815	279	34.23	344	42.21	1210	448	37.02	454	37.52
Total	2263	737	32.57	1587	70.13	2117	747	35.29	909	42.94	3441	1317	38.27	1213	35.25

Trend of training on skill upgradation



Trend of training on health and safety/wellness measures



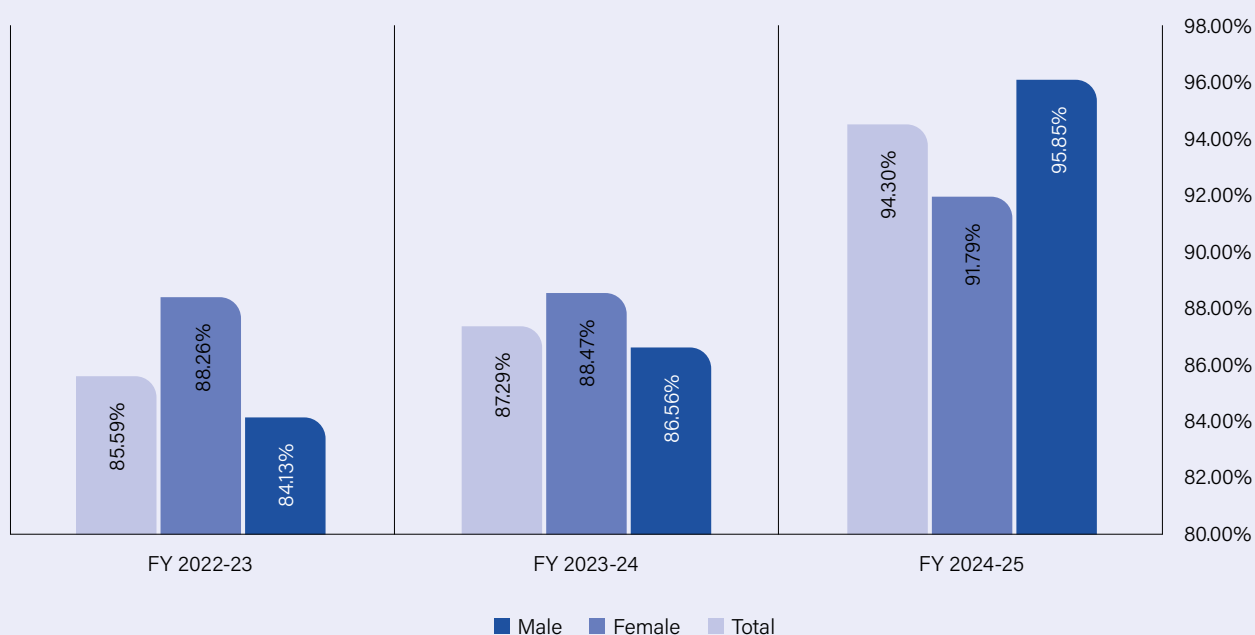
9. Details of performance and career development reviews of employees and workers:

	Employees								
	FY (2024-25)			PY (2023-24)			PPY (2022-23)		
	Total	No.	%	Total	No.	%	Total	No.	%
Male	1398	1340	95.85	1302	1127	86.56	2231	1877	84.13
Female	865	794	91.79	815	721	88.47	1210	1068	88.26
Total	2263	2134	94.30	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.

Performance and career development reviews of employees



There has been a consistent increase in the number of employees covered in performance and career development reviews of employees. FY 2024-25 shows 94.30% coverage in comparison to 87.29% in the previous year.

10. 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

Yes. All employees of the Company are covered under the Company's health insurance and personal accident policy.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY (2024-25)	PY (2023-24)
Lost Time Injury Frequency Rate (LTIFR) (per one Million-person hours worked)	Permanent Employees	—	—
Total recordable work-related injuries		—	—
No. of fatalities (safety incident)		—	—
High consequence work-related injury or ill-health (excluding fatalities)		—	—

12. Description of the measures taken by the entity 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.

13. Number of Complaints on the following made by employees and workers:

Benefits	FY (2024-25)			PY (2023-24)		
	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			

14. 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

15. 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 & 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

1. 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.

2. 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.

3. 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:

Not applicable. There were no work-related injuries.

4. 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).

5. 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 monitorable.

6. 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

1. 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.

2. List of stakeholder groups identified as key for your Company and the frequency of engagement with each stakeholder group.

Sr. No.	Stakeholder Group	Definitions	Whether identified as Vulnerable & Marginalized Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Employees	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	No	Direct & other communication mechanisms, Personal development programme • 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	Continuous and need based	Company follows an open door policy • 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

Sr. No.	Stakeholder Group	Definitions	Whether identified as Vulnerable & Marginalized Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
2	Shareholders	Consistent shareholder value creation remains our topmost priority. This is achieved by strengthening our core segments and achieving growth in emerging segments	No	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	Continuous and need based, Quarterly, Half-yearly, Annually (Note: Financial Calendar)	To stay abreast of developments in the Company and its Subsidiary companies ● Become a better investee Company ● Create high shareholder value ● Communicate performance and future growth plans ● Understand concerns and expectations
3	Investors (Other than Shareholders-Retail)	Consistent shareholder value creation remains our topmost priority. This is achieved by strengthening our core segments and achieving growth in emerging segments	No	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	Continuous and need based, Quarterly, Half-yearly, Annually (Note: Financial Calendar)	To stay abreast of developments in the Company and its Subsidiary companies ● Become a better investee Company ● Create high shareholder value ● Communicate performance and future growth plans ● Understand concerns and expectations
4	Customers	With our uncompromising quality and commitment towards our services, and product innovations, we endeavour to provide a unique value proposition to our consumers.	No, unless if they qualify based on specified criteria such as income, gender etc	Multiple channels – physical and digital ● One-on-one interaction ● Consumer satisfaction survey ● Call centre/Consumer Cell to track insights and feedback Digital platforms, social media handles	Continuous and need based	Stay in touch with the customer throughout the life cycle of the service and address any issues that the customer may have ● 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

Sr. No.	Stakeholder Group	Definitions	Whether identified as Vulnerable & Marginalized Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
5	Value Chain Partners	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.	No	Multiple channels – physical and digital - Periodic interactions (physical, telephone, mailer) - meets/events	Continuous and need based	Sharing of mutual expectations and needs, especially about quality, cost, and timely delivery - Capability building and growth plans - Sharing of best practices Responsible Sourcing framework for integrating sustainability within our value chain in a phased manner
6	Regulatory Bodies	TeamLease is committed to be a leading Staffing Company that meets and exceeds compliance and regulatory mandates towards its products, services and processes	No	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 Stakeholder consultations	Need based	Discussions with regard to various regulations and amendments, inspections, approvals - Understand Compliance and applicable regulations - Collaborations on national agendas
7	Research Analysts	-	No	Email, one-on-one meetings, con- calls, video-conference	Continuous and need based	Keep abreast of developments of the Company and its Group Companies
8	Communities	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.	No	Multiple channels – physical and digital - One-on-one interactions - Field visits and trainings - Digital platforms	Continuous and need based	Support socially high impact projects - Maintain cordial relationship - Improve livelihood and create positive impact - Shared eco system

B. Leadership Indicators pertaining to Principle 4

1. Processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided 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.

2. Confirmation on stakeholder consultation is used to support the identification and management of environmental, and social topics. Details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

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.

3. Details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized 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. 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 the value chain and upholding the 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.

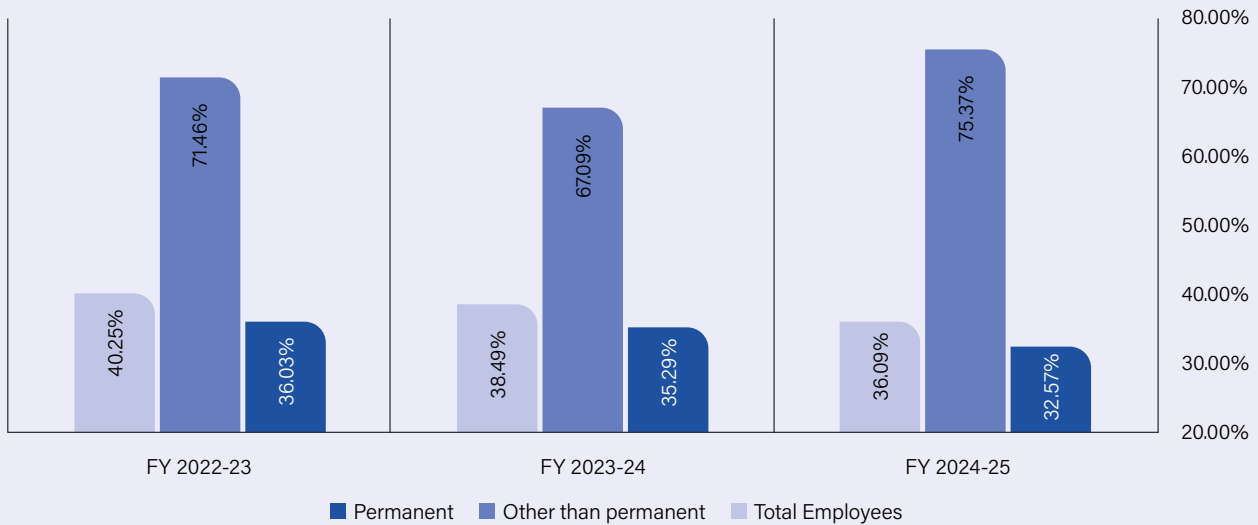
The Company supports and respects the protection of internationally proclaimed human rights, labour standards and environmental protection measures. The Company does not hire child labour, forced labour or involuntary labour and the practice extends to the entire TeamLease Group. The Suppliers / Contractors / NGOs dealing with the Company are always encouraged to maintain ethical standards in all their practices.

A. Essential Indicators pertaining to Principle 5

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

	FY (2024-25)			PY (2023-24)			PPY (2022-23)		
	Total (A)	No. of Employees/ Workers Covered (B)	%(B/A)	Total (C)	No. of Employees/ Workers Covered (D)	%(D/C)	Total (E)	No. of Employees/ Workers Covered (F)	%(F/E)
Employees									
Permanent	2263	737	32.57	2117	747	35.29	3031	1092	36.03
Other than permanent	203	153	75.37	237	159	67.09	410	293	71.46
Total Employees	2466	890	36.09	2354	906	38.49	3441	1385	40.25

% Employees provided training on human rights issues and policies

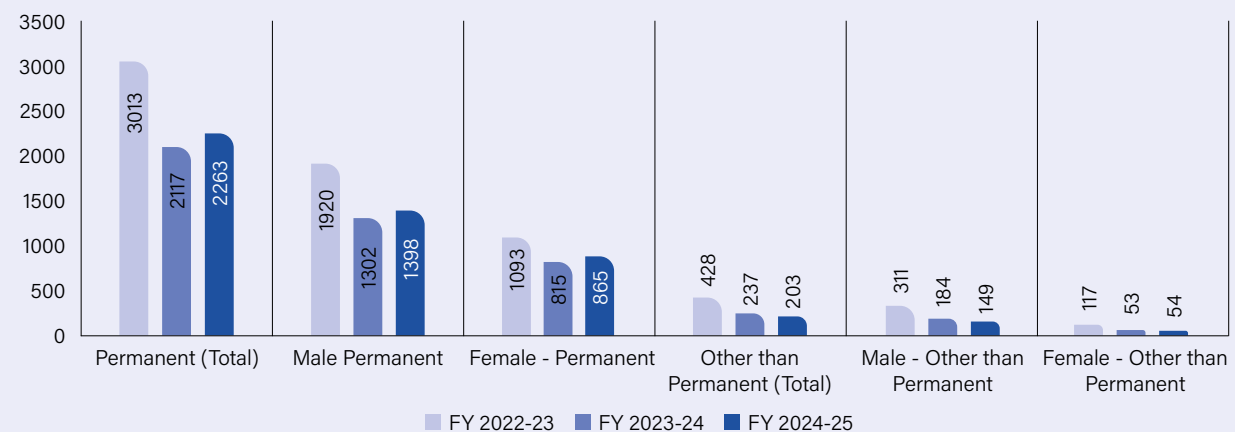


Majority of our employees are provided with human rights training. There is a policy on Human Rights of the Company available on intranet and website of the Company. For all new employees who are on Boarded, Human Rights awareness is part of the induction session. For worker category, face to face/classroom 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.

2. Details of minimum wages paid to employees, in the following format:

Category	FY (2024-25)					PY (2023-24)					PPY (2022-23)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage		Total (G)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)		No. (H)	% (H/G)	No. (I)	% (I/G)
Permanent	2263	0	0.00	2263	100.00	2117	0	0.00	2117	100.00	3013	0	0.00	3013	100.00
Male	1398	0	0.00	1398	100.00	1302	0	0.00	1302	100.00	1920	0	0.00	1920	100.00
Female	865	0	0.00	865	100.00	815	0	0.00	815	100.00	1093	0	0.00	1093	100.00
Other than Permanent	203	0	0.00	203	100.00	237	0	0.00	237	100.00	428	0	0.00	428	100.00
Male	149	0	0.00	149	100.00	184	0	0.00	184	100.00	311	0	0.00	311	100.00
Female	54	0	0.00	54	100.00	53	0	0.00	53	100.00	117	0	0.00	117	100.00

Details of employees paid more than minimum wages



All TeamLease employees have been paid more than minimum wage throughout the current and preceding financial years.

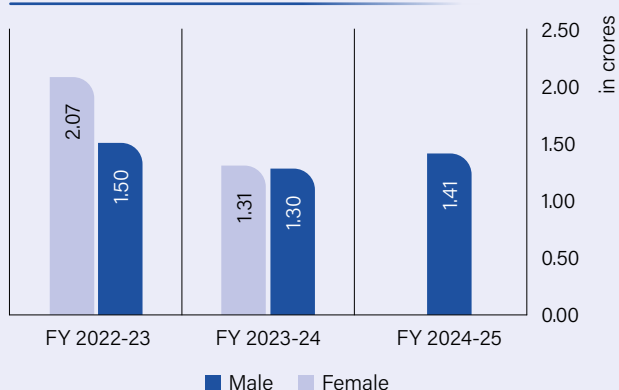
3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration/wages:

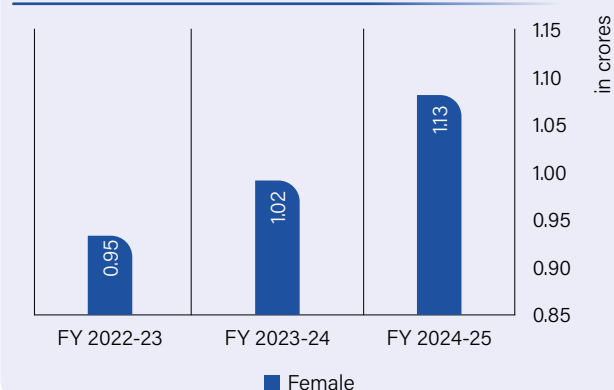
(₹ in Crores)

Category	Male						Female					
	Number			Median remuneration/ salary/ wages of respective category			Number			Median remuneration/ salary/ wages of respective category		
	FY (2024- 25)	PY (2023- 24)	PPY (2022- 23)	FY (2024- 25)	PY (2023- 24)	PPY (2022- 23)	FY (2024- 25)	PY (2023- 24)	PPY (2022- 23)	FY (2024- 25)	PY (2023- 24)	PPY (2022- 23)
Board of Directors (BoD)	5	5	2	1.41	1.30	1.50	-	1	1	-	1.31	2.07
Key Managerial Personnel	-	-	-	-	-	-	2	2	2	1.13	1.02	0.95
Employees other than BoD and KMP	1542	1302	1457	0.05	0.05	0.05	917	815	797	0.04	0.04	0.04

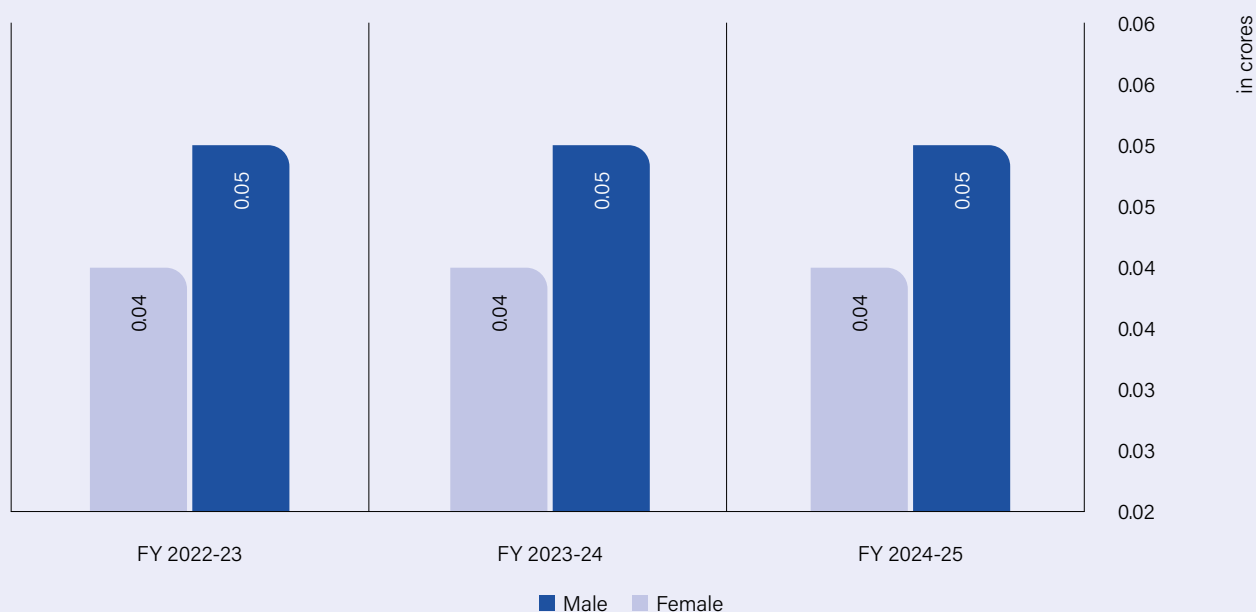
Median remuneration of Board (Executive)



Median remuneration of Key Managerial Personnel



Median remuneration of Employees other than Board/KMP



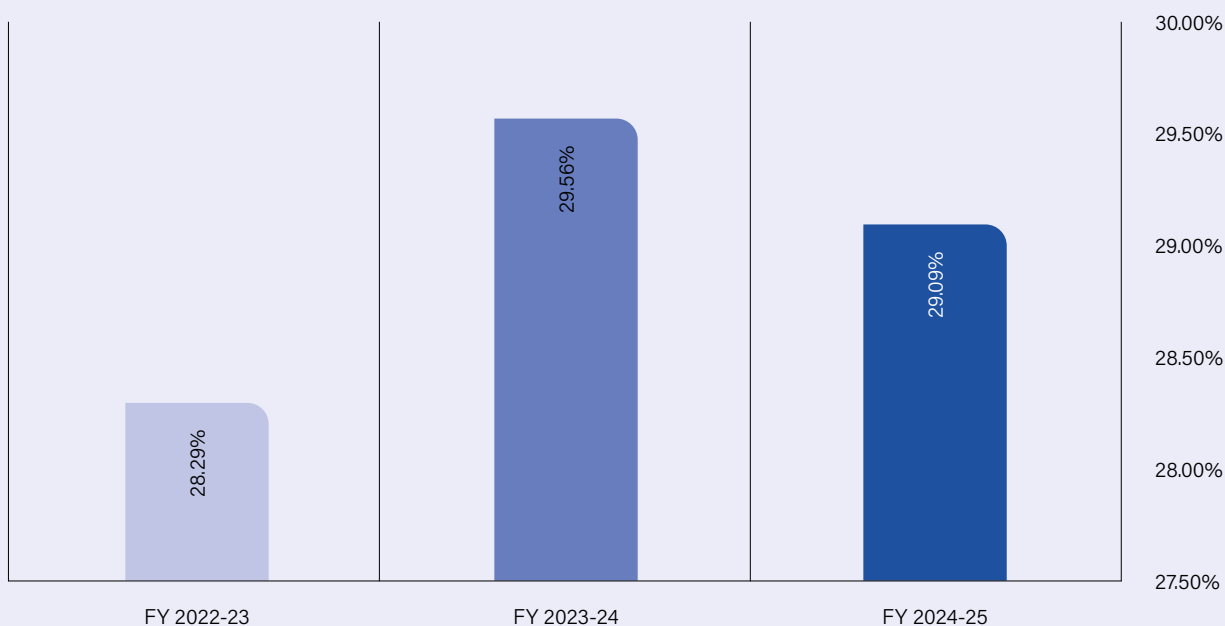
b. Gross wages paid to females:

₹ In Crore

Metrics	FY (2024-25)	PY (2023-24)	PPY (2022-23)
Gross wages paid to females	45.49	32.36	32.10
Total wages	156.39	109.46	113.48
Gross wages paid to females (Gross wages paid to females as % of total wages)	29.09%	29.56%	28.29%

*Includes only employees who have worked for the entire 12-month period.

Gross wages % paid to females



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.

4. 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 by the business.

5. 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.

6. Number of complaints on the following made by employees:

Category	FY (2024-25)			PY (2023-24)		
	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	37**	6*	NA	24**	3*	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

Notes:

*The number of cases pending as on March 31, 2025 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 24-25 were 919 as compared to the total number of female employees for FY 23-24 which stood at 868. The POSH Cases as a percentage of total number of female employees for the current year was 4.03% as against the percentage of previous year which stood at 2.76%.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Metrics	FY (2024-25)	PY (2023-24)
i) Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	37	24
ii) Female employees / workers	919	868
iii) Complaints on POSH as a % of female employees / workers	4.03%	2.76%
iv) Complaints on POSH upheld	6	3

8. 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.

9. Human rights requirements form part of your business agreements and contracts.

In certain business agreements and contracts where relevant.

10. Assessments for the year

Category	% of your plants and offices that were assessed (by Company or statutory authorities or third parties)
Child Labour	TeamLease internally monitors compliance with all relevant laws and policies pertaining to these issues at 100% of its offices. There has been no observation by local authority for entity's premises and offices.
Forced/involuntary labour	
Sexual harassment*	
Discrimination at workplace	
Wages	
Others – please specify	

* Plants and Offices were not assessed for the Sexual Harassment cases by Company or statutory authorities or third parties. However, details of Sexual Harassment cases is tabled in Principle 5, Q.No.6.

11. Details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No corrective actions pertaining to Question 10 was necessitated by the Company during the year under review.

B. Leadership Indicators pertaining to Principle 5**1. 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.

2. Details of the scope and coverage of any human rights due-diligence conducted

Same as above.

3. Confirmation on the premise/office of the entity 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.

4. Details on assessment of value chain partners

Category	% of value chain partners (by value of business done with such partners) that were assessed
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	

5. Details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

No corrective actions pertaining to Question 4 was necessitated by the Company during the year under review.

Principle 6

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

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Whether total energy consumption and energy intensity is applicable to the company.

Yes

(₹ in Crore)

	FY (2024-25)	PY (2023-24)
Revenue from operations	11155.87	9321.53

Parameter	Units	FY (2024-25)	PY (2023-24)**
From renewable sources			
Total electricity consumption (A)	Gigajoule (GJ)	-	-
Total fuel consumption (B)	Gigajoule (GJ)	-	-
Energy consumption through other sources (C)	Gigajoule (GJ)	-	-
Total energy consumption (A+B+C)	Gigajoule (GJ)	-	-
From non-renewable sources			
Total electricity consumption (D)	Gigajoule (GJ)	4463.863	-
Total fuel consumption (E)	Gigajoule (GJ)	144.563	-
Energy consumption through other sources (F)	Gigajoule (GJ)	-	-
Total energy consumption (D+E+F)	Gigajoule (GJ)	4608.426	-
Total energy consumption (A+B+C+D+E+F)	Gigajoule (GJ)	4608.426	-
Energy intensity per rupee of turnover (Total energy consumption/Revenue from operations)	Gigajoule (GJ)/ crore ₹	0.413	-
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)*	Gigajoule (GJ) / million US\$	0.853	-
Energy intensity in terms of physical output		-	-
Energy intensity (optional) - the relevant metric may be selected by the entity		-	-

Notes:

* The revenue from operations adjusted for PPP is calculated using the latest implied PPP conversion rate published in April, 2025 by the International Monetary Fund, which is 20.66 INR/international \$

** There was no accurate way to report these figures till previous year.

Note: Independent assessment/ evaluation/assurance has been carried out by an external agency: Not Applicable

2. 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.

3. Details of the following disclosures related to water, in the following format:

Parameter	FY (2024-25)	PY (2023-24)**
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	6086.840	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	6086.840	-
Total volume of water consumption (in kilolitres)	6086.840	-
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.546 KL/crore ₹	-
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	1.127 KL/million US\$	-
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Notes:

* The revenue from operations adjusted for PPP is calculated using the latest implied PPP conversion rate published in April, 2025 by the International Monetary Fund, which is 20.66 INR/international \$

** There was no accurate way to report these figures till previous year.

Note: Independent assessment/ evaluation/assurance has been carried out by an external agency: Not Applicable

4. Details related to water discharged

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.

5. Details of the mechanism for Zero Liquid Discharge implemented by the Company.

No

6. Details of air emissions (other than GHG emissions) by the Company.

Not Applicable.

7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY (2024-25)	PY (2023-24)**
Total Scope 1 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	10.747	-
Total Scope 2 Emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	901.452	-
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO ₂ e/crore ₹	0.082	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)*	tCO ₂ e/million US\$	0.169	-

Parameter	Unit	FY (2024-25)	PY (2023-24)**
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	-	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Notes:

* The revenue from operations adjusted for PPP is calculated using the latest implied PPP conversion rate published in April, 2025 by the International Monetary Fund, which is 20.66 INR/international \$

** There was no accurate way to report these figures till previous year.

Note: Independent assessment/ evaluation/assurance has been carried out by an external agency: Not Applicable

8. Details on the Company having any project relating to reducing Green House Gas emission.

Not Applicable.

9. Details related to waste management by the Company

Parameter	FY (2024-25)	PY (2023-24)**
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	0.391	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any (G)	-	-
Other Non-hazardous waste generated (H) – Paper waste, Dry waste, Wet waste	55.418	-
Total (A+B+C+D+E+F+G+H)	55.809	-
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.005 MT/crore ₹	-
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	0.010 MT/million	-
(Total waste generated / Revenue from operations adjusted for PPP)*	US\$	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste		
(i) Recycled	0.391	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	0.391	-

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste		
(i) Incineration	-	-
(ii) Landfilling	55.418	-
(iii) Other disposal operations	-	-
Total	55.418	-

Notes:

* The revenue from operations adjusted for PPP is calculated using the latest implied PPP conversion rate published in April, 2025 by the International Monetary Fund, which is 20.66 INR/international \$

** There was no accurate way to report these figures till previous year.

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.

Note: Independent assessment/ evaluation/assurance has been carried out by an external agency: Not Applicable

10. 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.

11. 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.

TeamLease offices are not located within ecologically sensitive areas. All the Company's offices are located in premises which have the requisite building permits, including environmental approvals.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Environmental Impact Assessment (EIA) is not applicable for the Company for the current Financial Year as per applicability defined in EIA Notification, 2020

13. 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 compliant with applicable environmental norms.

B. Leadership Indicators pertaining to Principle 6

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): Not Applicable

2. Details of total Scope 3 emissions & its intensity, in the following format:

Whether total Scope 3 emissions & its intensity is applicable to the company?

Yes

Parameter	Unit	FY (2024-25)	PY (2023-24)
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	580.768	-
Total Scope 3 emissions per rupee of turnover	tCO ₂ e/crore ₹	0.052	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	tCO ₂ e	-	-

Note: Independent assessment/ evaluation/assurance has been carried out by an external agency: Not Applicable

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

4. Entity has undertaken any specific initiatives or used technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/ waste generated. Details of the same as well as outcome of such initiatives as given.

Not Applicable

5. 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.

6. Details on Significant adverse impact to the environment, arising from the value chain of the entity. Mitigation or adaptation measures have been taken by the entity in this regard.

Given the nature of the business, there has been no adverse impact to the environment.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts: Not Applicable

8. Green Credits have been generated or procured:

a. By the listed entity: NA

b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners: NA

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

1. a. Number of affiliations with trade and industry chambers/ associations. 1

b. Top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/International)
1.	Indian Staffing Federation	National

2. Details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities. Not Applicable

B. Leadership Indicators pertaining to Principle 7

1. Details of public policy positions advocated by the entity:

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 H 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 focuses 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**1. Details of Social Impact Assessments (SIA) of projects undertaken by the Company based on applicable laws, in the current Financial Year.**

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

2. Information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by our entity, in the following format:

Not Applicable.

3. Mechanisms to receive and redress grievances of the community.

The Company has various mechanisms to receive and redress grievances of various stakeholders.

Website correspondence - Individuals can report problems by visiting our Investors tab or by sending an email at corporateaffairs@teamlease.com.

Grievance Redressal over call - TeamLease offers assistance through numbers + 91 80 6824 3336 and + 91 80 6824 3001 available on our website. Our in-house contact centre tracks grievances and feedback through a ticket system and assigns them to the respective executive for closure.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

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.

5. Job creation in smaller towns - Disclose 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 (2024-25)	PY (2023-24)
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%

(₹ in Crores)

	FY (2024-25)	PY (2023-24)
3. Urban		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis)	117.27	83.43
ii) Total Wage Cost	156.40	109.46
iii) % of Job creation in Urban areas	74.98%	76.22%
4. Metropolitan		
i) Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis)	39.13	26.02
ii) Total Wage Cost	156.40	109.46
iii) % of Job creation in Metropolitan area	25.02%	23.77%

B. Leadership Indicators pertaining to Principle 8**1. Details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments**

Not Applicable.

2. Details of the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

(₹ in Crores)

Sr. No.	State	Aspirational District	Amount spent
1.	PAN India	PAN India	1.99

Kindly refer to Business Responsibility and Sustainability Report Section A General Disclosure point VI (25)

3. (a) Confirmation on the Company having a preferential procurement policy where we give preference to purchase from suppliers comprising marginalised /vulnerable groups.

Currently, TeamLease has no such policy.

(b) Marginalized /vulnerable groups from which the Company procures

Not Applicable

(c) Percentage of total procurement (by value) it constitutes

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.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by our entity (in the current financial year), based on traditional knowledge:

Not Applicable.

5. 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.

6. Details of beneficiaries of CSR Projects:

Kindly refer to Business Responsibility and Sustainability Report Section A General Disclosure point VI (25).

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**1. 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.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about

	As a percentage to total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	Not Applicable
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following

Category	FY (2024-25)			PY (2023-24)		
	Filed 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	NIL	NA	-	NIL	NA	-
Unfair Trade Practices	NIL	NA	-	NIL	NA	-
Others	NIL	NA	-	NIL	NA	-

Note: No complaint was received under The Competition Act, 2002.

4. Details of instances of product recalls on account of safety issues

Not Applicable

5. 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.

6. 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.

7. 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:** 0%

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.

c. **Impact, if any, of the data breaches:** NA

B. Leadership Indicators pertaining to Principle 9

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

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.

2. 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.

3. 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.

4. 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.

Management Discussion and Analysis



Economic review

Global Economic overview¹

The global economy showed resilience in CY2024, achieving a growth rate of 3.2% despite challenges from geopolitical conflicts, trade tensions and shifts in monetary policy. The US economy remained strong during the year with high employment rate and corporate earnings. In the US, there has recently been a change in Presidency, which may result in considerable policy changes, impacting global trade and bilateral relations among nations.

Emerging markets and developing economies were notable for their accelerated growth rate of 4.2%, substantially outpacing the 1.7% growth observed in advanced economies.

A key factor in stabilising prices and enhancing economic activity was the notable decline in global inflation from 6.7% in CY 2023 to 5.8% in CY 2024.² This achievement can be attributed to the stringent and timely monetary policies enacted by central banks, along with the expansion of energy supply, which collectively supported steady growth.

Despite the complexities of global geopolitics and structural challenges, robust government expenditures and resilient consumer activity contributed to sustaining a steady pace of economic progress.

Global GDP growth

CY2023		3.2%
CY2024		3.2%
CY2025		3.3%

Outlook

Despite ongoing challenges and economic turbulence global GDP growth is expected to remain stable at 3.3% in CY2025 and CY2026, supported by resilient consumer demand and strategic policy adjustments. However, global trade volume estimates have been revised downwards due to increasing geoeconomic fragmentation. An appreciating US dollar is expected to boost the competitiveness of Europe and the Global South.

Inflationary pressures are expected to ease further. According to projections, global headline inflation will drop to 4.2% in CY 2025 and then to 3.5% in CY 2026, with advanced economies attaining target levels earlier than emerging market and developing economies. Structural reforms, targeted fiscal policies and improved financial integration will be crucial

¹<https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025>

²<https://www.imf.org/en/Publications/WEO/Issues/2024/10/22/world-economic-outlook-october-2024>

in ensuring stability. With a calibrated approach to policy responses, economies with strong domestic demand and stable fiscal frameworks are better positioned to navigate global uncertainties and sustain growth momentum.

Indian economy³

Overview

India's economy continued to demonstrate resilience amid global uncertainties, with GDP growth estimated at 6.5% in FY2025. This momentum is driven by strong domestic consumption, a robust services sector, infrastructure expansion and significant workforce expansion. Moreover, policy reforms, liberalisation efforts and government-led investments continue to create a favourable environment for businesses and investors.

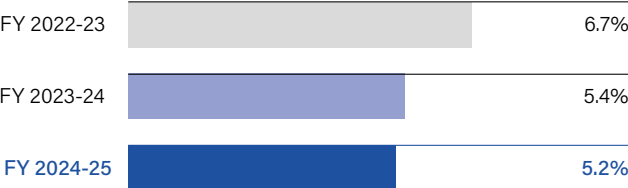
GDP growth trend in India in (%)



P - Projected

The Reserve Bank of India (RBI) maintained a vigilant stance on inflation while supporting growth. CPI inflation moderated to 4.6%, supported by stable food prices, improved supply chain efficiencies and proactive monetary interventions.⁵ This downward trend is enhancing consumer confidence, leading to higher spending across key sectors. India's services industry, digital penetration and financial inclusion initiatives further strengthen its position as a dynamic economic hub.

Inflation over the years

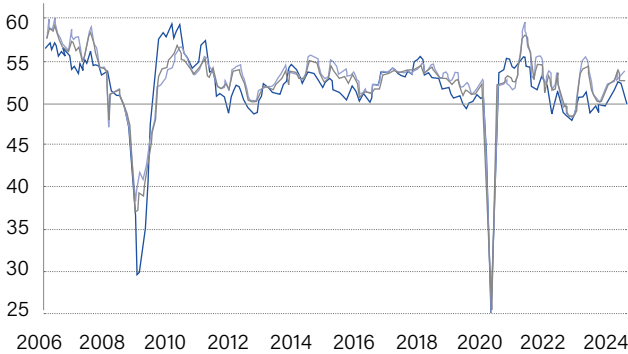


P - Projected

Despite, providing tax relief and capital expenditure (to the tune of 3.4% of GDP), the Government is expected to meet its fiscal deficit target of 4.4% by FY 26 through aggressive disinvestment and monetisation of assets.

Foreign Direct Investments (FDIs) inflows saw a 26% year-on-year increase in FY25, rising to \$42.1 billion from \$33.5 billion in FY24.⁶ Fiscal discipline, a resilient financial sector and substantial foreign exchange reserves have helped India weather global uncertainties. Supported by a stable monetary framework and increased infrastructure spending, the country is well-positioned to sustain its growth path.

Global PMU output by sector



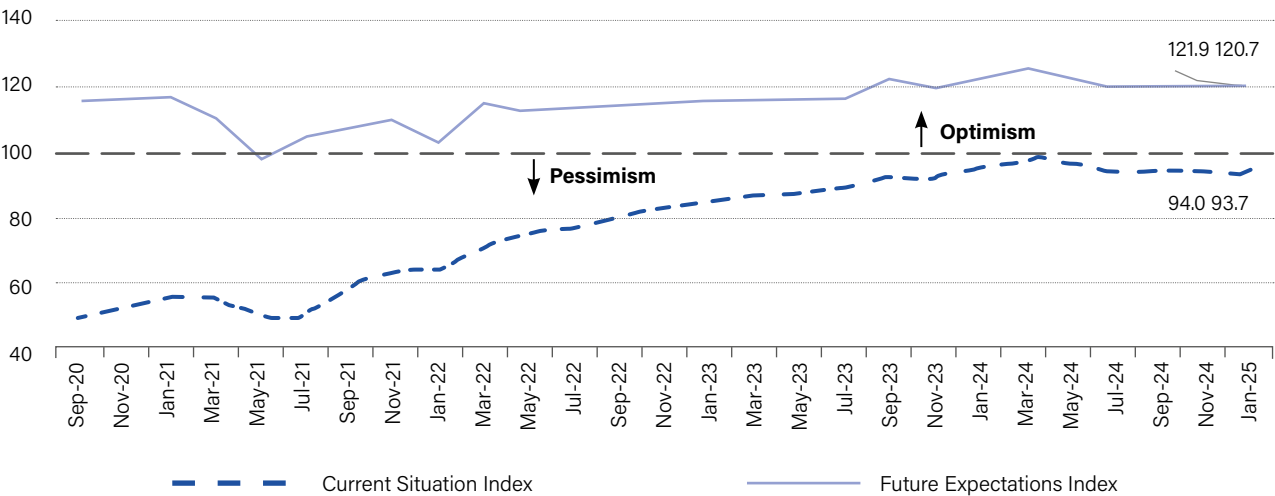
Manufacturing output Services business activity Composite output

Data compiled September 2024 including PMI data to August 2024.

PMI (Purchasing Managers' Index) value of 50 no change on prior month.

[Source: S&P Global, Sep 2024]

Consumer confidence indices



³<https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULT19032025F9CCA0AB1F7294130A950E2FD5448B5FC.PDF>

⁴<https://pib.gov.in/PressReleaseDetailm.aspx?PRID=2022323&reg=3&lang=1>

⁵<https://pib.gov.in/PressReleasePage.aspx?PRID=2122148>

⁶<https://static.pib.gov.in/WriteReadData/specificdocs/documents/2024/dec/doc20241212470801.pdf>

Outlook

India's growth outlook remains strong, with GDP projected to grow between 6.3% and 6.8% in FY 2025-26⁷. The Union Budget for FY2025-26⁸ has given significant income tax relief to salaried individuals, which will significantly boost urban spending⁹. However, the impact of US tariffs and global dynamics is yet to be assessed.

Additionally, the anticipated 25 basis points rate cut by the Reserve Bank of India (RBI) is expected to inject liquidity into the economy, encouraging greater investments and spending.

Retail inflation is expected to continue its downward trajectory, contributing to a more favourable economic climate. Rising incomes, along with the expansion of both digital and physical infrastructure, are set to drive growth across key sectors such as retail, e-commerce and technology. While external uncertainties persist, India's strong economic fundamentals and proactive policy measures position it to sustain its growth momentum in the years ahead.

Industry overview

Global staffing industry

The resilience of global labour markets is evident in the upward revision of growth expectations for CY 2024, despite prevailing economic challenges. Unemployment levels remained at a historically low of 5%⁹, with employment growth keeping pace with workforce expansion, particularly in high-income and lower-middle-income regions. Workforce participation rates have rebounded, driven by increased participation by women and older individuals in developed countries. However, regional disparities persist, as certain developing nations continue to grapple with informal employment, working poverty and sluggish productivity improvements.

Capital investments have rebounded significantly in recent years and are expected to remain strong. Global economic growth stood at 3.2% in CY2024, though projections suggest a gradual slowdown in the coming years. Nevertheless, sustained investment is expected to stimulate job creation, driving the demand for staffing services across multiple sectors. The transition to green energy and growth in renewable power sector have significantly expanded employment opportunities, with renewable energy jobs reaching 16.2 million since 2023¹⁰. However, these gains have been concentrated largely in Eastern Asia.

Rapid technological developments, particularly the emergence of artificial intelligence (AI), offer transformative prospects for the staffing sector. Tools like generative AI can streamline recruitment processes, refine candidate selection

and introduce new client-focused solutions. However, these innovations also have the potential to disrupt traditional job markets, requiring staffing agencies to stay agile and support workforce transition.

While global employment trends appear positive, some underlying challenges persist. Youth unemployment remains significantly elevated and gender disparities in labour force participation still persist, particularly in low-income and emerging markets. Informal work and in-work poverty continue to affect substantial portions of the global workforce, limiting access to quality employment.

For staffing organisations, the global outlook highlights the importance of adopting technological advancements, supporting sustainability-driven employment growth and addressing skill gaps. By prioritising workforce development and facilitating transitions into formal employment, staffing companies can contribute meaningfully to building resilient labour markets globally.



The historically low global unemployment level, of 5%

India's staffing industry

The Indian staffing industry is witnessing robust growth and evolving dynamics. The flexi staffing sector continues to maintain strong momentum, with a 17.9% YoY increase in new employment in FY2025 (January 2024-September 2024) compared to the same period in FY 2024. Overall, the industry exhibited a healthy expansion, achieving a 5.9% YoY net employment increase in FY 2024-25 (2nd quarter).

General Flexi Staffing is a significant contributor to this growth. In FY 2025, it recorded an 18.4% YoY increase in new employment and a 5.9% YoY growth¹¹. Key sectors driving this demand include e-commerce, logistics, manufacturing, retail, banking and hospitality. This positive trend was also evident in Q1 2025, with General Staffing achieving a 19.1% YoY growth and a 5.2% QoQ growth¹².

After a period of slow growth, the IT Flexi Staffing segment is showing signs of recovery. Moving forward, the industry is forecasted to witness steady growth in the near future.

Collectively, Indian Staffing Federation members have added 2.35 lakhs new formal workforce in the last four quarters. As of March 2025, they represent a significant 1.81 million flexi. This builds on the 2.22 lakhs new formal workforce added in

⁷https://www.rbi.org.in/Scripts/BS_PressReleaseDisplay.aspx?prid=59692

⁸<https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2098353>

⁹https://www.ilo.org/sites/default/files/2025-01/WESO25_Trends_EN_WEB5.pdf

¹⁰https://www.ilo.org/sites/default/files/2025-01/WESO25_Trends_EN_WEB5.pdf

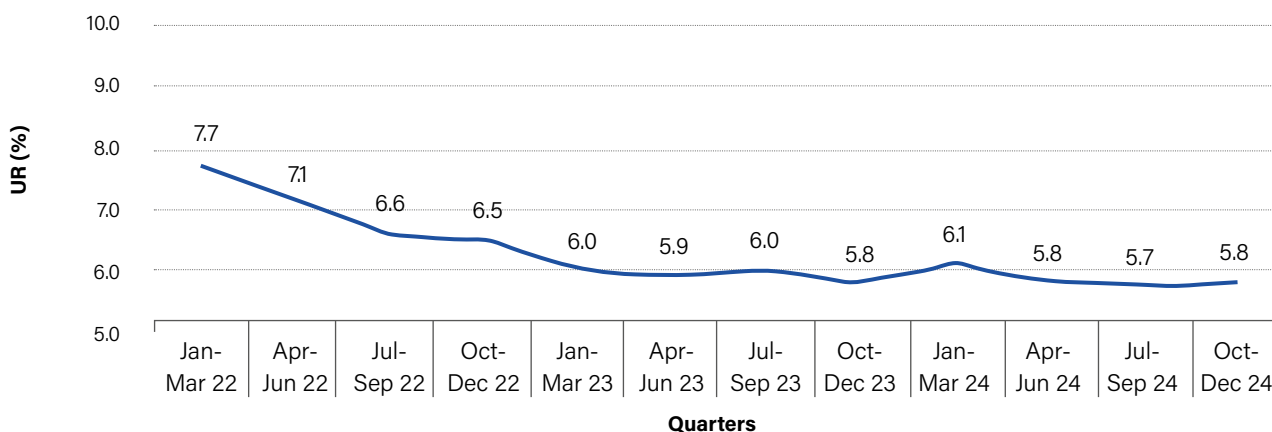
¹¹<https://www.staffingindustry.com/news/global-daily-news/indias-temporary-workforce-hiring-up-18-through-september>

¹²<https://economictimes.indiatimes.com/jobs/hr-policies-trends/articleshow/113493869.cms>

the four quarters leading up to June 2025, with a flexi workforce of 1.7 million.¹³ These figures highlight the growing significance of flexi staffing in the Indian employment landscape.

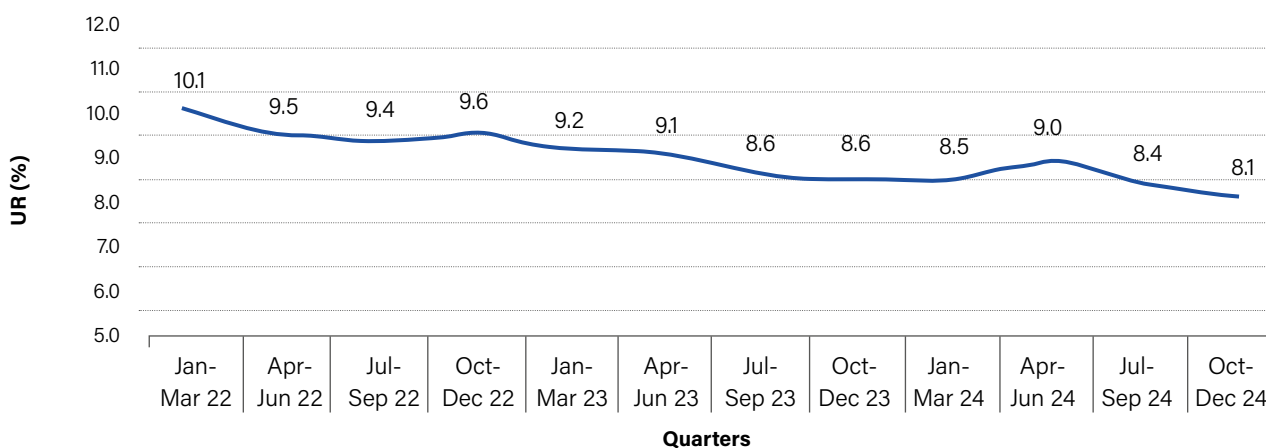
The strong growth in flexi staffing, particularly in key sectors, presents significant opportunities for the industry to leverage its expertise and expand its service offerings to meet the evolving workforce needs of businesses. The industry's ability to adapt to these changes and provide tailored staffing solutions will be crucial for continued success in this dynamic market.

India's Unemployment Rate in Current Weekly Status of Men aged 15 and above in Urban Areas (in %)



Source: Periodic Labour Force Survey

India's Unemployment Rate in Current Weekly Status of Women aged 15 and above in Urban Areas (in %)



Source: Periodic Labour Force Survey



The staffing industry added a net headcount of 235,000 YoY, of which TeamLease contributed 40,000, accounting for approximately 17% of the total additions. With an overall market share of around 15%, TeamLease continues to outpace industry growth.”

Employment trends in 2025

Wage Growth and Inflationary Pressures

Although global inflation rates have shown signs of stabilisation, wage growth has lagged. Real wage recovery has been limited to select advanced economies, while most developing regions continue to face stagnation. This disparity highlights the need for workforce resilience and upskilling, particularly in emerging markets where wage recovery is sluggish.

Labour Force Participation and Gender Disparities

The global labour force participation rate stood at 61% in 2024, continuing its gradual decline. Women remain disproportionately impacted, with their participation rate significantly lower than that of men. Structural barriers, cultural norms and limited access to quality employment opportunities contribute to this persistent gender gap, especially in low- and middle-income countries.

¹³<https://economictimes.indiatimes.com/jobs/hr-policies-trends/articleshow/120485867.cms>

The Global Jobs Gap

The global jobs gap, representing the overall number of jobs missing from the labour market, reached approximately 402.4 million in 2024¹⁴. This includes 186 million unemployed individuals, 137 million potential labour force participants and 79 million individuals willing but unable to work due to caregiving responsibilities or other constraints. Women bear a disproportionate share of this burden, highlighting the need for inclusive employment policies and flexible work arrangements.

Productivity and Structural Transformation

Productivity growth has decelerated across the globe, with low-income countries experiencing the sharpest declines. The long-standing challenge of structural transformation—shifting labour from subsistence agriculture to manufacturing and modern services—remains largely unmet in several regions. This stagnation constrains the creation of quality jobs and limits wage growth potential.

Sectoral Developments and Green Jobs

While agriculture still accounts for over 26% of global employment, the renewable energy sector has experienced robust growth. Renewable energy jobs rose to 16.2 million globally in 2023, driven largely by Eastern Asia, particularly China, which accounted for 46% of these jobs. This sector presents significant opportunities for India to expand its green economy and create new employment avenues through investments in clean energy and sustainable infrastructure.

Flexi staffing industry

The Indian flexi staffing industry maintained strong growth momentum in 2024–25, driven by the evolving business needs across sectors such as FMCG, E-commerce, Manufacturing, Healthcare, Retail, Logistics, Banking and Energy. Companies increasingly turned to flexible workforce solutions to meet seasonal demand fluctuations, bridge skill gaps and optimise workforce costs. This shift towards a more agile workforce model has cemented the role of flexi staffing as a critical enabler of business resilience and operational efficiency.

India has seen a rise of white-collar gig opportunities, reporting a 17% year on year growth in FY 2024–25, and employing over 6.8 million professionals¹⁵. The IT staffing segment, which had faced headwinds in the past, also displayed signs of recovery with a stable outlook in the foreseeable future¹⁶. Approximately 2.22 lakh new formal jobs were created in FY 2025, bringing the total flexi workforce to 1.81 million¹⁷. Growth remained steady during the fiscal year, reflecting sustained employment demand across industries.

While the sector's future looks promising, challenges such as workforce skilling, global uncertainties and evolving

regulatory landscapes will require proactive adaptation and a continued focus on enhancing employability.

General flexi staffing industry

Despite global economic uncertainties, the industry remained resilient, driven by increased demand for flexible workforce solutions across sectors such as FMCG, E-commerce, Manufacturing, Healthcare, Retail, Logistics, Banking and Energy. Businesses increasingly adopted flexi staffing models to manage workforce costs, respond to fluctuating demand and maintain operational agility.

The general flexible staffing industry in India has witnessed substantial growth in recent years, significantly contributing to the country's evolving labour market. As of September 2024, the industry added approximately 235,000 temporary workers over the previous year, representing a 17.9% year-on-year increase¹⁸. This growth has been predominantly driven by sectors such as fast-moving consumer goods (FMCG), e-commerce, manufacturing, healthcare, retail, logistics, banking, energy and hospitality. By September 2024, the total flexible workforce employed by around 130 members of the Indian Staffing Federation (ISF) reached 1.81 million.

Key employment drivers included seasonal hiring cycles, supply chain adjustments and increased consumer activity in core sectors. While the overall outlook for the General Flexi Staffing Industry remains positive, challenges such as skill gaps, wage inflation and sector-specific slowdowns highlight the need for continued focus on workforce development and operational efficiency. The industry is poised for further growth as businesses prioritise workforce flexibility and talent accessibility to navigate evolving market dynamics.¹⁹

IT flexi staffing industry

The IT Flexi Staffing Industry showed signs of recovery in FY2024–25, following a period of cautious hiring and right-sizing by companies in response to geopolitical tensions and global economic headwinds. While employment growth remained subdued compared to pre-pandemic levels, the sector began showing positive momentum driven by digital transformation initiatives and increased technology adoption across industries.

India's IT flexi-staffing sector is expected to experience steady growth, with a projected compound annual growth rate (CAGR) of 7% from FY 2024 to FY 2026²⁰. Demand picked up gradually in Q1 and Q2, with companies resuming hiring for specialised digital skills, cloud technologies and data-driven roles. The emergence of Global Capability Centres (GCCs) and the expansion of technology-driven projects further supported employment recovery. Moreover, tier II and III cities also emerged as key hubs for IT flexi staffing, as businesses expanded their footprint to tap into regional talent pools.

¹⁴https://www.ilo.org/sites/default/files/2025-01/WESO25_Trends_EN_WEB5.pdf

¹⁵https://www.business-standard.com/amp/finance/personal-finance/white-collar-gig-jobs-surge-as-india-embraces-flexi-work-top-roles-and-pay-125040400717_1.html

¹⁶<https://economictimes.indiatimes.com/jobs/hr-policies-trends/indian-it-flexi-staffing-industry-expected-to-grow-at-cagr-of-7-from-fy24-to-fy26-isf-report/articleshow/115289504.cms?from=mdr>

¹⁷<https://pib.gov.in/PressReleasePage.aspx?PRID=2088563>

¹⁸<https://www.staffingindustry.com/news/global-daily-news/indias-temporary-workforce-hiring-up-18-through-september?utm>

¹⁹<https://economictimes.indiatimes.com/jobs/hr-policies-trends/flexi-staffing-industry-grows-3-6-pc-in-december-qtr-fy24-report/articleshow/109313377.cms>

Looking ahead, the IT staffing industry is expected to gain further traction, supported by continued investments in digital transformation, government infrastructure projects and the growing need for agile workforce solutions in a rapidly evolving tech landscape. However, challenges such as skill shortages and global uncertainties necessitate ongoing investments in upskilling and workforce development to meet future demand.

Human Capital Management Industry

Human Capital Management (HCM) is an important organisational process which includes talent acquisition, talent development, performance evaluation and workforce planning. By developing a robust human capital management system, an organisation aims to enhance employee engagement, productivity levels, nurture a cooperative atmosphere, ensure compliance, achieve administrative cost efficiencies and reinforce strategic planning.

In 2024, the global human capital management industry was valued at \$ 27.5 billion and is expected to grow to \$ 41.3 billion in 2029, with a CAGR of 8.5%. The industry has seen rapid transformation in recent years supported by increasing automation and data-driven decision making amid emerging trend of remote work.

India's human capital management industry has witnessed notable growth driven by the rising adoption of cloud-based HCM solutions and growing demand for integration of technology-driven solutions. The market is projected to grow with a CAGR of 11%-14% between 2024 and 2028.²²

In India, the trend has shifted toward digital solutions, with a growing demand for cloud-based platforms. These digital HCM systems offer benefits like scalability, ease of use, and quick access to innovation. However, services-based HCM solutions, like consulting and implementation, remain important for organisations seeking specialised expertise and tailored solutions.

EdTech and employability industry

The EdTech and Employability Industry continued to expand in FY2024-25, transforming the education and skill development landscape. Digital platforms played a pivotal role in facilitating learning and upskilling opportunities for both students and professionals. Hybrid learning models, which combine online and in-person methods, became more prevalent—driven by the New Education Policy (NEP) and the growing demand for flexible education pathways.²³

The global EdTech market was valued at \$250.16 billion in FY2024-25 and is projected to reach \$721.15 billion by 2030, growing at a CAGR of 11.86%.²⁴ In India, the sector experienced sustained growth, supported by government initiatives promoting digital literacy and workforce development.

Apprenticeship market

Vocational training delivers practical, job-ready skills that directly address industry needs, distinguishing it from conventional academic education. Its importance is growing as sectors like healthcare, IT, manufacturing, and automotive increasingly value skills over academic credentials. With increasing levels of globalisation and technology-integration, vocational education is attracting significant funding from government and corporate sources.

The global market for Vocational Training is projected to grow with a CAGR of 8.9%, from \$388.1 Billion in 2024 to reach \$648.9 Billion by 2030.²⁵

Although the industry is in its nascent stages in India, the government had introduced the National Apprenticeship Promotion Scheme (NAPS) in 2017 to facilitate apprenticeship training across the country. Under this programme, a total of 32.38 lakh apprentices have been engaged in various sectors. In 2024, the National Apprenticeship Training Scheme (NATS) 2.0 was implemented, to provide direct benefit transfer of subsidies amounting to 25% of the stipend amount, up to ₹ 1,500 per apprentice, supporting both the apprentices and organisations.²⁶

During the current financial year 2024-25, the number of apprentices engaged with the programme stands at 8,98,415. The total number of apprentices undergoing training as of 31st March 2025 stands at 5.23 lakh.²⁷

The Union Budget 2024-25 also introduced the Pradhan Mantri Internship Scheme 2025 aimed at providing internship opportunities to 1.25 lakh young job seekers in the pilot phase and one crore internships over the next five years. Under the 1st phase of the programme, over 1.27 lakh opportunities were provided leading to over 82,000 candidates securing internships.²⁸

The demand for online certification programmes, coding boot camps and industry-specific training courses increased as individuals sought to enhance their employability in a competitive job market. While the sector presents significant opportunities, challenges such as ensuring content quality, improving accessibility and bridging the digital divide must be addressed to unlock its full potential.

²¹<https://economictimes.indiatimes.com/jobs/hr-policies-trends/indian-it-flexi-staffing-industry-expected-to-grow-at-cagr-of-7-from-fy24-to-fy26-isf-report/articleshow/115289504.cms?from=mdr>

²²<https://analysis.technavio.org/report/india-hcm-market>

²³<https://education.economictimes.indiatimes.com/news/edutech/indian-edtech-sector-bridging-geographical-divide-report/117351354>

²⁴<https://www.imarcgroup.com/edtech-market>

²⁵<https://www.researchandmarkets.com/report/vocational-training-market>

²⁶<https://pib.gov.in/PressNoteDetails.aspx?Noteld=152129&reg=3&lang=1>

²⁷https://nats.education.gov.in/dashboards/pub_dashboard.php

²⁸<https://pminternshipscheme.com/#>

RegTech industry

The global RegTech industry has emerged as a key enabler in managing regulatory complexities, leveraging advanced technologies to simplify compliance processes. The market is witnessing rapid growth, driven by increasing regulatory requirements, rising compliance costs and the growing need for digital transformation in financial and non-financial sectors.

The global RegTech industry was valued at \$15.8 billion in 2025 and is projected to grow at a CAGR of 18%, reaching \$70.8 billion by 2030.²⁹

RegTech solutions primarily focus on compliance automation, risk management, transaction monitoring and regulatory reporting. The industry is increasingly relying on cloud computing, machine learning, predictive analytics and natural language processing (NLP) to enhance efficiency and accuracy in compliance management.

The sector is divided into distinct segments such as Profiling and Due Diligence, Risk Analytics, Dynamic Compliance, Market Monitoring and Reporting & Dashboards. Among these, Profiling and Dynamic Compliance account for the majority of investments.

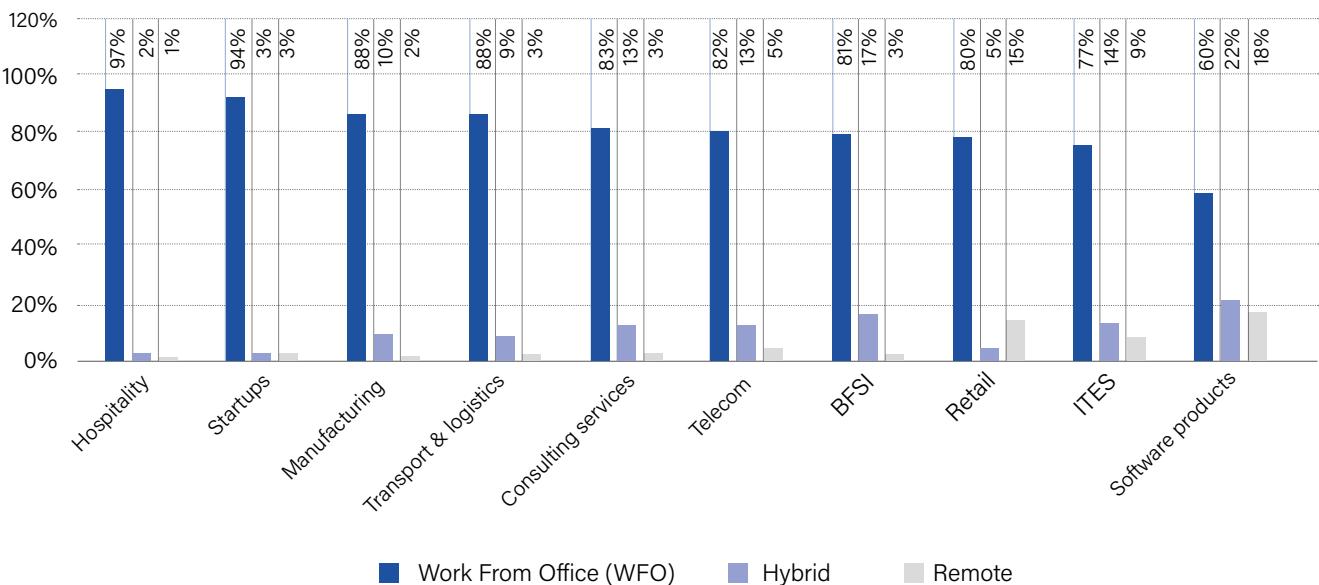
Adoption is particularly high in banking, insurance and financial services. However, non-financial sectors such as healthcare, real estate and utilities are also embracing RegTech solutions to address data protection and regulatory challenges. Governments and regulators are increasingly supporting RegTech innovations through regulatory sandboxes and digital compliance frameworks, further accelerating adoption.

Growing data privacy regulations, the need for real-time regulatory reporting and the demand for integrated compliance platforms are expected to be key drivers of growth in the RegTech sector. However, integration with legacy systems, cybersecurity threats and regulatory fragmentation continue to hinder seamless adoption.

Key drivers for growth across industries

The employment landscape in FY2024-25 continued to evolve, driven by workplace flexibility, technological advancements and a focus on diversity and inclusion. Hybrid work models remained the preferred choice for both employers and employees, promoting productivity and work-life balance. Approximately 12% of active job listings were for hybrid roles, while traditional office-based roles and fully remote jobs accounted for 77% and 11%, respectively.³⁰

Active white-collar job listings sector-wise breakup (in January 2025)



Source: Xpheno Analysis, Economic Times

The Indian Staffing Industry is experiencing sustained growth driven by the country's expanding economy and the continued formalisation of the labour market. Sector diversification also plays a key role, with industries such as Retail, FMCG, E-commerce, Manufacturing, Healthcare, Banking and Logistics driving employment opportunities. Moreover, companies are increasingly seeking workforce flexibility to optimise costs and address evolving business demands.

The Flexi Staffing Industry is witnessing robust growth as organisations prioritise workforce agility to handle seasonal peaks, project-based requirements and market uncertainties. Sectors like Retail, E-commerce, Logistics, Hospitality and Manufacturing remain the primary drivers of this demand. Moreover, there is an increased focus on upskilling employees to enhance productivity and equip the workforce to meet evolving skill requirements.

²⁹<https://www.imarcgroup.com/regtech-market>

³⁰<https://economictimes.indiatimes.com/jobs/hr-policies-trends/articleshow/117610179.cms>

The General Flexi Staffing Industry is primarily driven by consumption-led growth in sectors such as FMCG, Retail and E-commerce, where the demand for front-line workforce remains consistently high. Geographic expansion into tier-II and tier-III cities is also opening up new hiring opportunities, helping businesses tap into emerging markets and a diverse talent pool.

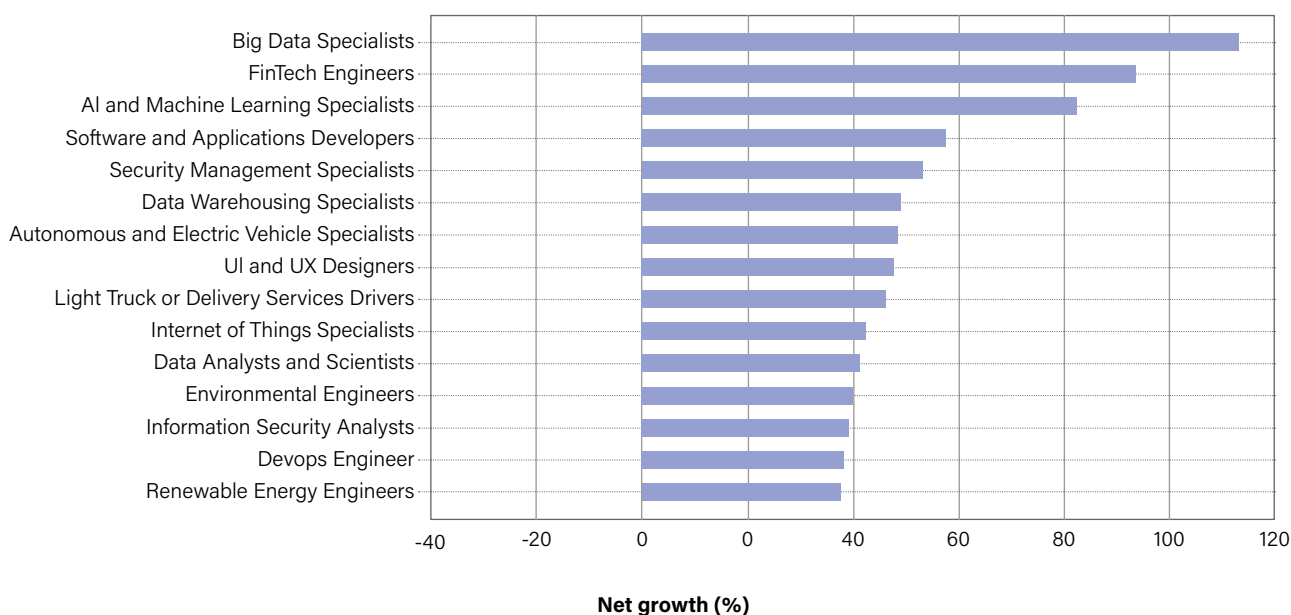
The IT Flexi Staffing Industry is gaining momentum, supported by digital transformation across industries and increasing investments in technologies like cloud computing, cybersecurity, artificial intelligence and automation. India's emergence as a hub for Global Capability Centers (GCCs) is further driving demand for IT professionals. After a period of cautious hiring, the IT flexi staffing industry is gradually recovering, aided by government technology initiatives and infrastructure projects.

The Online Recruitment Industry continues to benefit from the widespread adoption of technology in hiring. AI-powered

platforms, machine learning tools and data-driven processes have streamlined recruitment, enhanced efficiency and reduced hiring time. The normalisation of remote and hybrid work has encouraged businesses to expand their search beyond metro cities, enabling them to access a broader and more diverse talent pool. Moreover, social media platforms play a pivotal role in recruitment strategies, helping companies target younger talent and strengthening their employer brand.

The EdTech and Employability Industry is evolving rapidly, driven by the growing demand for upskilling and reskilling, particularly in digital and technical domains. The New Education Policy (NEP) has encouraged hybrid, modular and flexible learning models, enabling individuals to pursue skill development alongside traditional education. Corporate partnerships with EdTech platforms are further enhancing professional learning and certification programmes, improving workforce readiness and employability.

Top fastest growing jobs



Source: World Economic Forum, Future of Jobs Survey 2024

Company overview

Established in 2002, TeamLease Services Limited stands as India's foremost human resource and workforce solutions provider, committed to "Putting India to Work." Over the years, the Company has played a pivotal role in bridging the skill gap, enabling employability and driving workforce efficiency across diverse industries. With a pan-India presence, robust technology infrastructure and a strong client portfolio, Team Lease has emerged as the largest organised staffing Company in the country.

With a workforce of over 3.5 lakhs associates and apprentices, TeamLease serves more than 4,000 clients across 60+ industries, covering 7,500+ pin codes in 28 states. The Company's expansive network includes 20+ offices and

multiple training and hiring centres, reinforcing its leadership in workforce solutions sector.

General staffing

TeamLease continues to reinforce its position as the largest organised staffing provider in India. With a headcount of approximately 2.92 lakhs associates, the Company has achieved a 21% revenue growth YoY. Sectors such as consumer, telecom and BFSI have contributed significantly to this growth, reflecting the increasing demand for workforce formalisation.

Specialised staffing

Despite headwinds in the IT industry, TeamLease's specialised staffing segment has maintained stability with gradual

recovery. Growth in Global Capability Centers (GCCs) across BFSI, life sciences and engineering is driving demand for specialized skill sets. The Company is focusing on higher-margin clients, digital transformation and cost optimisation to maintain profitability.

Degree apprenticeship

TeamLease's Degree Apprenticeship (DA) programme is gaining momentum, supported by government initiatives like NAPS and WILP. The segment added 2,500 new apprentices in FY 2024-25, highlighting the increasing adoption of industry-integrated learning models. The Company has tied up with 20+ universities and is actively engaging employers to embed learning within apprenticeship programmes.

Hiring

Hiring remains a critical component of TeamLease's business, with a growing shift towards digital hiring solutions. The Company has onboarded 139 new clients in FY 2024-25, primarily from the consumer, financial services and manufacturing sectors. The implementation of enhanced AI-driven recruitment solutions and streamlined processes has significantly improved efficiency and client onboarding.

Regulatory compliances

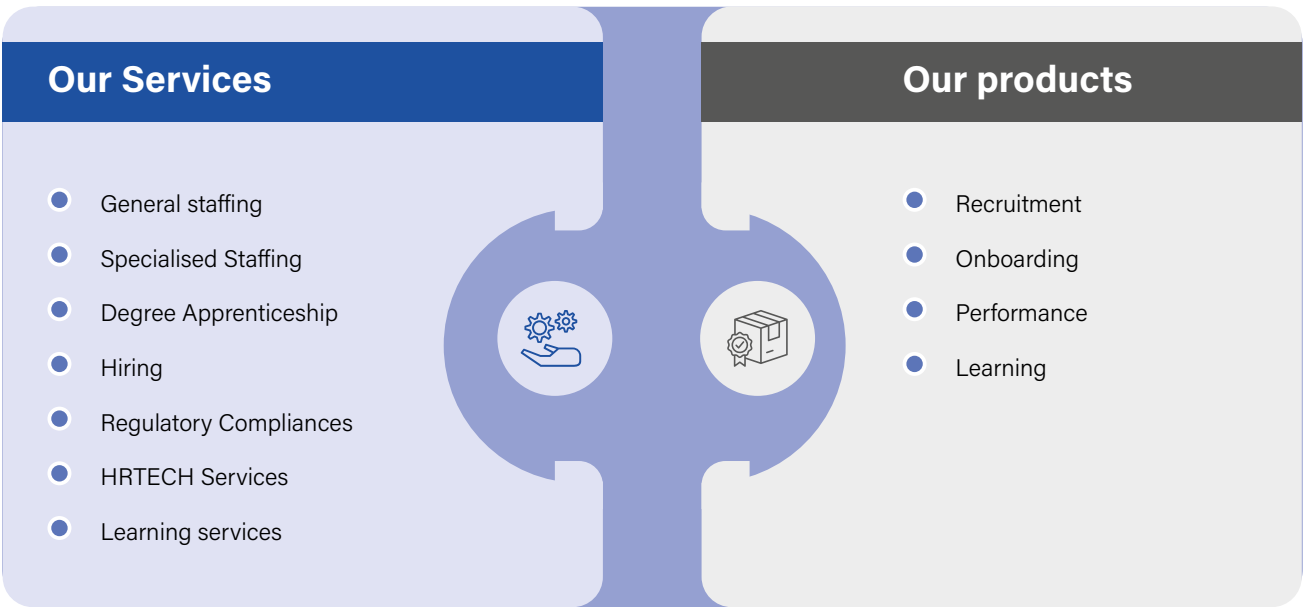
Compliance is a core pillar of TeamLease's business model, ensuring strict adherence to labour and corporate laws. The Company's expertise in payroll outsourcing, contract staffing and workforce compliance makes it a preferred partner for businesses navigating India's evolving regulatory landscape.

HRTECH services

TeamLease's HRTech solutions leverage AI-driven automation to enhance recruitment, payroll management and workforce analytics. With the recent acquisition of TSR and Wallet, the Company is well-positioned to expand its technological capabilities further. The HRTech segment is integral to optimizing hiring costs and improving operational efficiency.

Learning services

The learning solutions division continues to expand, with a focus on upskilling and reskilling. The Company has seen a of clients incorporating learning solutions into their workforce strategies. This trend aligns with India's growing emphasis on industry-relevant education.



SWOT analysis

Strengths

- Market Position:** TeamLease is a leading staffing Company in India, providing human resource services across various industries.
- Service Diversity:** The company's services include temporary staffing, recruitment, regulatory compliance, retail learning solutions and payroll processing, catering to diverse industry needs.
- Effective Use of Funds:** TeamLease is effectively utilising shareholders' funds, as indicated by an improving Return on Equity (ROE) over the last two years.
- Profitability:** The company shows growth in net profit with increasing profit margins.
- Technology Platform:** Its permanent recruitment business is supported by a Candidate Lifecycle System technology platform.



Weaknesses

- **Regulatory Challenges:** The Company faces regulatory challenges that affect the staffing industry in India.
- **Economic Slowdown and Job Market fluctuations :** Economic downturns and global recessions directly impact hiring trends, reducing demand for staffing services. If industries cut down on hiring, TeamLease's revenue from staffing solutions could decline



Opportunities

- **Formal Employment Demand:** There is a growing demand for formal employment solutions, which TeamLease can capitalise on.
- **Government Initiatives:** Government policies aimed at enhancing employability and productivity can create favourable conditions for growth.
- **Digital Solutions:** TeamLease can leverage digital products in Edtech, Regtech, Hiringtech and HRtech to expand its addressable markets.



Threats

- **Economic Factors:** Economic fluctuations can impact hiring trends and client budgets, posing risks to revenue stability.
- **Competition:** The staffing industry is highly competitive, with numerous players vying for market share, which can pressure margins and profitability.
- **Regulatory Scrutiny:** Changes in labour laws or non-compliance with existing regulations could lead to legal challenges and financial penalties.

Consolidated Financial performance

(INR in crores)

Particulars	FY 2025	FY 2024
Revenue	11,156	9,322
EBITDA	138	130
PAT	110	113
EPS (Rs.)	65	67
Net Worth	907	798
Current Ratio	1.31	1.31
Operating Profit Margin	1.24%	1.40%
Net Profit Margin	0.99%	1.21%
Return on Net Worth	12.18%	14.12%

Human resource

The Company's human resources have been instrumental in steering it through the challenges and driving its growth. The Company strives to provide its workforce with a positive work environment and supports their ongoing development for long-term success.

In FY 2024-2025, the Company implemented various employee engagement initiatives, such as interactive sessions, to enhance productivity, boost morale and allowed employees to showcase their skills in their respective areas. The Company promotes workforce diversity by including employees from diverse backgrounds and experiences.

Risk management

Teamlease's risk management policy outlines a framework to identify, prioritise, analyse, mitigate, monitor and report key risks affecting operations. This is followed by drafting and implementing measures to minimise the negative impact on the Company's operations and performance. The Risk Management Committee (RMC) regularly reviews and updates strategies to ensure robust Enterprise Risk Management (ERM) practices.

For more details refer to the page number 20 in the annual report

Internal financial controls and their adequacy

The Company has established internal financial control systems that are appropriate for the size, complexity and nature of its operations. These controls are strong enough to ensure that financial statements be prepared and presented accurately.

Regular internal audits are conducted by an independent external organisation to ensure transparency and impartiality. The Audit Committee receives and reviews the reports and conclusions from these audits. These audits primarily provide the Board with reassurance regarding the strength and reliability of the Company's financial controls. To further guarantee the efficacy of these control mechanisms, the internal audit team constantly monitors and evaluates operations.

Cautionary statement

The objectives, estimates, expectations, projections and outlooks of the Company that are described in this report constitute forward-looking statements as defined by applicable securities laws and regulations. The actual outcomes may not match these implied or stated expectations, projections and other factors. The Company has no direct control over the future events and certain assumptions that underlie the statements. The Company disclaims all liability for publicly amending, changing and revising any of the statements in light of any new information, events, or developments.

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 standalone financial statements of TeamLease Services Limited ("the Company"), which comprise the Balance sheet as at March 31 2025, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income/ (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, 2025, its profit including Other Comprehensive Income/ (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, 2025. 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, 2025 is ₹ 10,236.29 Crores, majority of which are from General Staffing and allied services.	We understood, evaluated and tested the operating effectiveness of the internal controls over revenues and trade receivables processes.
The Company has various streams of revenue with multiple types of customer contracts characterized by a larger volume of transactions.	We selected samples from various types of customer contracts and tested the occurrence, completeness and measurement of those transactions by inspecting the underlying documents.
Trade Receivables (including unbilled revenue) of ₹ 488.16 Crores represent significant portion of total assets as at March 31, 2025. The Company has adopted a provisioning policy in respect of trade receivables based on historical trends and available industry information.	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.
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.	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.

Key audit matters	How our audit addressed the key audit matter
Refer note 27, note 10 and note 15 to the standalone financial statements for the Company's disclosures on revenues and trade receivables respectively. B. Investment / Loans and advances to group companies As at March 31, 2025, the Company has non-current investments in subsidiaries and joint venture of ₹ 365.35 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. The key inputs and assumptions used in the aforesaid model are following: • Revenue Growth Rate • Operating Margins • Long term Growth Rate • Discount Rate. 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. Due to the significant carrying values of these investments and loans to group companies with networth of these group companies being lower than the carrying value of these investments 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. Refer to note 8 and note 9 to the standalone financial statements.	We assessed the disclosures in the standalone 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 including impairment assessment for investments and loans. We assessed whether the Company's accounting policy with respect to impairment is in accordance with Ind AS 36 "Impairment of assets". 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. 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. We discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate whether the inputs and assumptions used in the cash flow forecasts were appropriate. We also assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. 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. We obtained and read the audited financial statements of the subsidiaries to understand the net worth, cash flows and other financial information. We assessed the disclosures in the standalone financial statements for compliance with the disclosure requirements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this report.

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. When we read the Annual report, if we conclude that there is a material misstatement therein, we are

required to communicate the matter to those charged with governance and take necessary actions as applicable under the applicable laws and regulations.

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 Income/ (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, 2025 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, to the extent applicable, 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) of the Companies (Audit and Auditors) Rules, 2014, as amended;
- (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income/ (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, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph (i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended;
- (g) 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;
- (h) In our opinion, the managerial remuneration for the year ended March 31, 2025 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;
- (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, other than as disclosed in the note 52 (iv) to the standalone financial statements, 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 Company 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 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, as disclosed in the note 52 (v) to the standalone financial statements, no funds have been received by the Company from any persons 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 softwares 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 enabled audit trail for master data changes w.e.f April 11, 2024 for one of the accounting software 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 softwares where the

audit trail has been enabled. Additionally, audit trail has been preserved by the Company for prior year as per the statutory requirements for record retention to the extent it was enabled and recorded.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI firm registration number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

UDIN: 25061207BMNTVX2076

Place of Signature: Bengaluru

Date: May 21, 2025

Annexure 1

referred to in clause 1 of paragraph on the "Report on Other Legal and Regulatory Requirements" of our report on the Standalone Financial Statements of TeamLease Services Limited of even date.

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 and relevant details of right of use assets.
- (a) (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) All property, plant and equipment and right of use assets have not been physically verified by the management of the Company during the year, but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were identified on such verification.
- (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 on 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, 2025.
- (e) As disclosed in note 52(i) to the accompanying financial statements, 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 accompanying financial statements, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks or financial institutions during the year on the basis of security of current assets of the Company. The Company does not have a process of preparing the financial statements on a monthly basis. Accordingly, the monthly statements filed by the Company with such banks cannot be reconciled with the audited/ reviewed books of accounts of the Company and hence we are unable to comment on the same.

- (iii) (a) During the year the Company has provided loans, advances in the nature of loans and stood guarantee to companies or any other parties as follows:

Particulars	(₹ In crores)	
	Loans	Guarantees
Aggregate amount granted during the year		
Subsidiaries	14.73	29.50
Others (loans/advances in the nature of loans to employees)	0.72	-
Balance outstanding as at balance sheet date in respect of above cases		
Subsidiaries	11.90	66.00
Other related parties	-	4.50
Others (loans/advances in the nature of loans to employees)	0.34	-

Other than the above, the Company has not provided loans, advances in the nature of loans, stood guarantee and provided security to the companies, firms, Limited Liability Partnerships or any other parties.

- (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. Also refer note 8(5) to the accompanying financial statements as regards impairment of investments made in earlier years.
- (c) In respect of a loan granted to companies, the schedule of repayment of principal has not been stipulated in the agreement. Hence, we are unable to make a specific comment on the regularity of repayment of principal in respect of such loan. The payment of interest has been stipulated in the agreement and receipts are regular.
- (d) There are no amounts of loans or 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 advances 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) As disclosed in note 9 to the financial statements, the Company has granted 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. Of these following are the details of the aggregate amount of loans or advances in the nature of loans granted to related parties as defined in clause (76) of section 2 of the Companies Act, 2013:

(₹ In crores)

Particulars	Related Parties
Aggregate amount of loans/ advances in nature of loans	11.90
- Repayable on demand	
Percentage of loans/ advances in nature of loans to the total loans	100%

- (iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186

of the Companies Act, 2013 are 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 and hence not commented upon.
- (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 income tax, goods and services tax, employees' state insurance, professional tax, duty of customs, cess, labour welfare fund 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 dues of associate employees and in large number of cases. According to the information and explanations given to us and based on audit procedures performed by us, undisputed dues in respect of provident fund dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Statement of Arrears of Statutory Dues Outstanding for More than Six Months

Name of the Statute	Nature of the Dues	Amount (₹ in crores)	Period to which the amount relates	Due Date	Date of Payment
Employees Provident Fund Act, 1952	Provident fund	0.34	FY 2024-25	Various	Unpaid

- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

(₹ in crores)

Name of the statute	Nature of dues*	Amount*	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	0.13	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)

(₹ in crores)

Name of the statute	Nature of dues [#]	Amount*	Period to which the amount relates	Forum where the dispute is pending
Maharashtra State Tax on Profession, Trades, Calling and Employment Act 1975	Professional Tax	0.50	Assessment Year 2018-19	Assistant commissioner Profession Tax, Mumbai
The Minimum wages Act, 1948	Minimum wages	0.14	Financial year 2019-20	Hon'able High Court of Karnataka at Dharwad
CGST Act, 2017	Goods and Services Tax	5.14	FY 2017-18	Joint Commissioner (ST)- CGST Appeals
CGST Act, 2017	Goods and Services Tax	1.51	FY 2018-19	Joint Commissioner (ST)- CGST Appeals
CGST Act, 2017	Goods and Services Tax	0.15	FY 2018-19	Additional Commissioner, Appeals - Maharashtra
CGST Act, 2017	Goods and Services Tax	0.20	FY 2019-20	Superintendent, the Office of Principal Commissioner of CGST & Central Excise, Maharashtra
CGST Act, 2017	Goods and Services Tax	0.06	FY 2020-21	Joint Commissioner (state tax) – Telangana
CGST Act, 2017	Goods and Services Tax	0.20	FY 2020-21	Deputy Commissioner, (GST Appeal), Tamil Nadu
CGST Act, 2017	Goods and Services Tax	0.06	FY 2017-18	Assistant Commissioner of Commercial Taxes, Karnataka
CGST Act, 2017	Goods and Services Tax	32.29	FY 2019-20 to FY 2022-23	Appellate authority, Commissioner- CGST & CX, (Appeals)

*The above is net of amounts paid ₹ 9.05 crores

[#] The above disputes do not include disputes for assessment years where the Company has a net receivable towards taxes paid by the Company or the final demand notices have not yet been received.

- (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) As disclosed in note 52(vii) to the accompanying financial statements, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company and hence not commented upon.
- (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 or joint venture.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company and hence not commented upon.
- (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 and hence not commented upon.
- (b) The Company has not made any preferential allotment or private placement of shares/ fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company and hence not commented upon.

- (xi) (a) No fraud by the Company or no material fraud 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 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 3(xii)(c) of the Order is not applicable to the Company and hence not commented upon.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the 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 the directors or persons connected with the directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company and hence not commented upon.
- (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 and hence not commented upon.
- (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 and hence not commented upon.
- (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 and hence not commented upon.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company and hence not commented upon.
- (xvii) The Company has not incurred cash losses in the current financial year or the 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 and hence not commented upon.
- (xix) On the basis of the financial ratios disclosed in note 50 to the accompanying 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. This matter has been disclosed in note 48 to the accompanying financial statements.
- (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. This matter has been disclosed in note 48 to the accompanying financial statements.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI firm registration number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

UDIN: 25061207BMNTVX2076

Place of Signature: Bengaluru

Date: May 21, 2025

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, 2025 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 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, 2025, 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 **Sandeep Karnani**

Partner

Membership Number: 061207

UDIN: 25061207BMNTVX2076

Place of Signature: Bengaluru

Date: May 21, 2025

Standalone Balance Sheet

as at 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4	740	9.37
Right of use assets	5	61.11	63.78
Other intangible assets	6	21.21	21.88
Intangible assets under development	7	29.39	7.26
Financial assets			
(i) Investments	8	365.35	337.25
(ii) Loans	9	11.90	11.26
(iii) Other financial assets	11	136.33	114.75
Deferred tax assets (net)	12	6.27	5.67
Non-current tax assets (net)	13	227.65	229.46
Other assets	14	1.05	1.62
Total non-current assets		867.66	802.30
Current assets			
Financial assets			
(i) Loans	9	-	0.19
(ii) (a) Trade receivables	15	339.21	303.36
(ii) (b) Unbilled revenue	10	148.95	157.19
(iii) Cash and cash equivalents	16	89.62	98.07
(iv) Bank balances other than cash and cash equivalents	16	83.48	151.24
(v) Other financial assets	11	333.79	187.54
Other assets	17	36.83	30.22
Total current assets		1,031.88	927.81
Total assets		1,899.54	1,730.11
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	18	16.77	16.77
Other equity	19	843.56	745.51
Total equity		860.33	762.28
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	23	42.24	48.74
(ii) Other financial liabilities	25	0.42	0.40
Employee benefit obligations	20	127.88	108.41
Other liabilities	21	4.22	4.22
Total non-current liabilities		174.76	161.77
Current liabilities			
Financial liabilities			
(i) Borrowings	22	6.25	13.83
(ii) Lease liabilities	23	24.57	19.78
(iii) Trade payables	24		
(a) Total outstanding dues of micro enterprises and small enterprises		2.55	2.11
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		21.85	19.32
(iv) Other financial liabilities	25	362.43	355.63
Employee benefit obligations	20	109.02	94.22
Other liabilities	26	337.78	301.17
Total current liabilities		864.45	806.06
Total liabilities		1,039.21	967.83
Total equity and liabilities		1,899.54	1,730.11
Summary of material accounting policies	3		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**
Partner
Membership Number: 061207

For and on behalf of the Board of Directors of
TeamLease Services Limited

Ashok Kumar Nedurumalli
Managing Director
DIN: 00151814

Ramani Dathi
Chief Financial Officer

Subramaniam Somasundaram
Independent Director
DIN: 01494407

Alaka Chanda
Company Secretary
F10911

Place: Bengaluru
Date: 21 May 2025

Place: Bengaluru
Date: 21 May 2025

Standalone Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	27	10,236.29	8,440.80
Other income	28	56.55	60.27
Total income		10,292.84	8,501.07
Expenses			
Employee benefits expense	29	9,951.75	8,193.77
Subcontracting expenses	30	111.22	77.32
Finance costs	31	11.32	8.19
Depreciation and amortization expense	32	37.05	31.87
Other expenses	33	84.30	84.74
Total expenses		10,195.64	8,395.89
Profit before exceptional item and tax		97.20	105.18
Exceptional item	34	-	3.51
Profit before tax		97.20	108.69
Tax expense:			
- Current tax	13	1.26	1.51
- Adjustment of tax relating to earlier periods	13	0.32	0.41
- Deferred tax (credit)/charge	12	(0.48)	0.97
Total tax expense		1.10	2.89
Profit for the year		96.10	105.80
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss in subsequent periods:			
Remeasurement (losses)/gains on defined benefit obligations	36	(0.49)	(0.41)
Income tax effect	12	0.12	0.10
Total other comprehensive (loss)/income for the year (net of tax)		(0.37)	(0.31)
Total comprehensive income/(loss) for the year, net of tax		95.73	105.49
Earnings per equity share [nominal value of share ₹ 10 each (31 March 2024: ₹ 10 each)]:			
Basic and diluted (₹)	35	57.31	62.87
Summary of material accounting policies	3		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**
Partner
Membership Number: 061207

Place: Bengaluru
Date: 21 May 2025

For and on behalf of the Board of Directors of
TeamLease Services Limited

Ashok Kumar Nedurumalli
Managing Director
DIN: 00151814

Ramani Dathi
Chief Financial Officer

Place: Bengaluru
Date: 21 May 2025

Subramaniam Somasundaram
Independent Director
DIN: 01494407

Alaka Chanda
Company Secretary
F10911

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

	Notes	As at 31 March 2025	As at 31 March 2024
Cash flows from operating activities			
Profit before tax		97.20	108.69
Adjustments to reconcile profit before tax to net cash flows from operating activities:			
Depreciation and amortization expense		37.05	31.87
Finance costs		11.32	8.19
Interest income		(45.95)	(42.95)
(Profit)/loss on disposal of property, plant and equipment (net)		(0.12)	0.01
Liabilities/ provisions no longer required written back		(4.44)	(10.11)
Impairment allowance for doubtful receivables/ bad debts/ other balances written off		4.91	8.43
Share-based payment expenses (net)		1.72	(0.35)
Gain on sale of current investments (net)		(5.01)	(4.51)
Recovery from PF Trust		-	(3.51)
Working capital adjustments			
(Increase)/decrease in trade receivables (including unbilled revenue)		(29.74)	(114.57)
(Increase)/decrease in other assets		(6.68)	(4.92)
(Increase)/decrease in other financial assets		(38.54)	(21.79)
Increase/(decrease) in trade payables and other financial liabilities		0.33	73.07
Increase/(decrease) in other liabilities		40.42	70.48
Increase/(decrease) in net employee benefit obligations		33.78	21.58
		96.25	119.61
Income tax refunds/(payments)		0.23	(37.40)
Net cash flows from/(used in) operating activities*		96.48	82.21
Cash flows from investing activities			
Purchase of property, plant and equipment, intangible assets and intangibles under development		(23.56)	(14.74)
Proceeds from sale of property, plant and equipment		0.34	0.06
(Purchase)/ sale of current investments (net)		5.01	195.39
Loans and advances given to subsidiaries		(14.73)	(6.00)
Loans and advances repaid by subsidiaries		14.09	4.94
Loan given to employee		-	(0.24)
Loan repaid by employee		0.19	0.04
Investment in subsidiaries and joint venture		(26.19)	-
(Investments in)/maturity of fixed deposits (net)		(61.08)	(179.53)
Interest received		42.33	33.53
Recovery from PF Trust		-	3.51
Net cash flows (used in)/from investing activities		(63.60)	36.96

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

	Notes	As at 31 March 2025	As at 31 March 2024
Cash flows from financing activities			
Repayment of principal portion of lease liabilities		(22.43)	(18.97)
Finance costs (including of lease liabilities)		(11.32)	(8.19)
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)
Net cash flows (used in)/from financing activities		(33.75)	(147.01)
Net (decrease)/increase in cash and cash equivalents		(0.87)	(27.84)
Cash and cash equivalents at the beginning of the year		84.24	112.08
Cash and cash equivalents at the end of the year	16	83.37	84.24

* Includes amount spent in cash towards corporate social responsibility of ₹1.70 crores (31 March 2024: ₹1.58 crores)

Notes

- Cash flow statement is made using the indirect method.
- Refer note 23 for details pertaining to changes in liabilities arising from financing activities.
- Refer note 5 for details pertaining to acquisition of Right of use assets.

Summary of material accounting policies

3

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Kumar Nedurumalli

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bengaluru

Date: 21 May 2025

Place: Bengaluru

Date: 21 May 2025

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

a. Equity share capital:

Issued, subscribed and fully paid share capital

	Numbers	Amount (in ₹ crores)
Equity shares of ₹ 10 each:		
As at April 01, 2023	1,70,96,769	1710
Buy back of equity shares during the year	(3,27,869)	(0.33)
As at 31 March 2024	1,67,68,900	16.77
Changes in equity share capital	-	-
As at 31 March 2025	1,67,68,900	16.77

b. Other equity

Particulars	Attributable to equity shareholders of the Company				Total other equity
	Reserves and surplus				
	Securities premium	Share based payment reserves	Capital redemption reserve (CRR)	Retained earnings	
As at April 01, 2023	248.73	2.78	-	508.87	760.38
Profit for the year	-	-	-	105.80	105.80
Total comprehensive income/(loss) for the year (net of tax)*	-	-	-	(0.31)	(0.31)
Total	248.73	2.78	-	614.36	865.87
Share based payment expense (net) (Refer note 29)	-	(0.35)	-	-	(0.35)
Share based payment cost payable to subsidiaries	-	(1.33)	-	-	(1.33)
Buy back of equity shares [Refer note 18 (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 18 (v)]	-	-	0.33	(0.33)	-
As at 31 March 2024	149.06	1.10	0.33	595.02	745.51
As at April 01, 2024	149.06	1.10	0.33	595.02	745.51
Profit for the year	-	-	-	96.10	96.10
Total comprehensive income/(loss) for the year (net of tax)*	-	-	-	(0.37)	(0.37)
Total	149.06	1.10	0.33	690.75	841.24
Share based payment expense (net) (Refer note 29)	-	1.72	-	-	1.72
Share based payment cost receivable from subsidiaries	-	0.60	-	-	0.60
As at 31 March 2025	149.06	3.42	0.33	690.75	843.56

* As required under Ind AS compliant Schedule III, the Company has recognised remeasurement (losses)/ gains of defined benefit plans as part of retained earnings.

Summary of material accounting policies

3

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Kumar Nedurumalli

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bengaluru

Date: 21 May 2025

Place: Bengaluru

Date: 21 May 2025

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

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 for issue in accordance with a resolution passed by the Board of Directors of the Company on 21 May 2025. The standalone financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the Company.

2 Statement of compliance and basis of preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under 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 (as amended from time to time), (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 instruments) 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.

3 Summary of material accounting policies

The material accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these standalone financial statements, unless otherwise stated.

3.1 Current versus non-current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current and Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period up to 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 and all values are rounded to nearest crores except when otherwise stated.

ii) Transactions and balances

Transactions in foreign currencies 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. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.
- 2) Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

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 standalone 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.

Contract balances

Unbilled revenue

Unbilled revenue is initially recognised for revenue earned from services because the receipt of consideration is conditional on successful completion of the services. Upon completion of the services and acceptance by the customer, the amount recognised as Unbilled revenue is reclassified to trade receivables.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Note 3.9- Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related services to the customer).

3.4 Taxes

Income tax

Tax expense comprises current tax expense and deferred tax.

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 in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly 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 considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base 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, associates and interests in joint ventures, 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, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, 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 interests in joint ventures, 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.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports.

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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Goods and Services Tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included:

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current/ non-current assets/ liabilities in the balance sheet.

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.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

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 (including in substance 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 (unless they are incurred to produce inventories) 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 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

Property, 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.

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of building, plant and equipment and furniture and fixtures over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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 standalone 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	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.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

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. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in standalone statement of profit and loss in the period in which the expenditure is incurred.

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 standalone statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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 standalone 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

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 standalone 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 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Company operates, or for the market in which the asset is used.

Impairment losses of continuing operations are recognised in the standalone statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. 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 standalone 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.

The Company assesses whether climate risks, including physical risks and transition risks could have a significant impact. If so, these risks are included in the cash-flow forecasts in assessing value-in-use amounts.

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 are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

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 fixed number of equity shares. Investment in preference shares/debentures not meeting the aforesaid conditions are classified as debt instruments at amortised cost.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Subsequent measurement

(i) Financial assets

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments).
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments).
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets.' Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit and loss.

Financial assets at fair value through other comprehensive income (FVOCI)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

- The asset's contractual cash flows represent solely payments of principal and interest (SPPI).

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation for the issuer and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity investment which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the standalone statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets in this category are those that are held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109 i.e. they do not meet the criteria for classification as measured at amortised cost or FVOCI. Management only designates an instrument at FVTPL upon initial recognition, if the designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis. Such designation is determined on an instrument-by-instrument basis. For the Company, this category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. The Company has not designated any financial assets at FVTPL.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the standalone statement of profit and loss.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

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Interest earned on instruments designated at FVTPL is accrued in interest income, using the EIR, taking into account any discount/ premium and qualifying transaction costs being an integral part of instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using the contractual interest rate. Dividend income on listed equity investments are recognised in the standalone statement of profit and loss as other income when the right of payment has been established.

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 applies a simplified approach in calculating ECL. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

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 standalone statement of profit and loss.

Derecognition of financial assets

A financial asset is primarily derecognised (i.e. removed from the Company's Standalone balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through'

arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(ii) **Financial Liabilities**

Initial recognition, measurement and presentation

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

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.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at 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 recognized 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 standalone statement of profit and loss.

Financial liabilities at amortised cost (Borrowings)

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. .

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.

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 standalone statement of profit and 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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the

measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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 recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Notes to the Standalone Financial Statements

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In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value includes discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result from general approximation of value and the same may differ from the actual realised value.

3.10 Borrowing costs

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 (qualifying asset) are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

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 standalone 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 standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the Standalone statement of cash flows, cash and cash equivalents consist of cash and

short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

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.

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 standalone statement of changes in equity in the balance sheet. Such accumulated re-measurements are not reclassified to the standalone statement of profit and loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of :

- The date of the plan amendment or curtailment, and
- 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 standalone 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

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company presents the entire accumulated leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at each balance sheet date.

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(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 standalone 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 standalone statement of profit and loss, with a corresponding adjustment to equity. The stock option compensation/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 standalone 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) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or
- (b) a present obligation that arises from past events but is not recognized because:
 - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
 - the amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote.

3.15 Dividend

The Company recognises a liability to pay dividend to equity holders of the Company when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. 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.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

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(All amounts in Indian Rupees in crores, except as stated otherwise)

3.17 Operating segment

Operating segments are identified as those components of the Company (a) that engage in business activities to earn revenues and incur expenses (including transactions with any of the Company's other components (b) whose operating results are regularly reviewed by the Company's Chief Executive Officer to make decisions about resource allocation and performance assessment and (c) 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.

The Company is engaged in the business relating to rendering manpower staffing services and related activities. These activities of the Company are reviewed regularly by the chief operating decision maker from an overall business perspective, rather than reviewing its products/services as individual standalone components and therefore subject to the same risk and reward and accordingly falls within single business segment.

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 Standalone 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 in the assumptions when they 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 calculation is most sensitive to changes in the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates 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 tables. Those 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. Further details about gratuity obligations are given in Note 36.

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 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

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(All amounts in Indian Rupees in crores, except as stated otherwise)

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 Events after the reporting period

If the Company receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its financial statements. The Company will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its financial statements but will disclose the nature of the non-adjusting event and an

estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

3.20 New and amended standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Standalone Financial Statements

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(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 4: Property, plant and equipment

	Office equipment	Computers	Furniture and fixtures	Vehicles	Leasehold Improvements	Total
Gross carrying value						
As at April 01, 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
Additions	0.46	1.77	0.34	-	0.49	3.06
Disposals	(0.11)	(0.99)	-	-	(1.66)	(2.76)
As at 31 March 2025	4.82	12.78	1.88	0.33	5.88	25.69
Accumulated depreciation						
As at April 01, 2023	3.80	6.79	0.81	0.18	4.05	15.63
Depreciation charge for 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
Depreciation charge for the year	0.58	3.04	0.20	0.05	0.92	4.79
Disposals	(0.07)	(0.80)	-	-	(1.65)	(2.52)
As at 31 March 2025	3.61	9.08	1.12	0.14	4.34	18.29
Net carrying value						
As at 31 March 2024	1.37	5.16	0.62	0.24	1.98	9.37
As at 31 March 2025	1.21	3.70	0.76	0.19	1.54	7.40

* The Company has not revalued the property, plant and equipment during the year ended 31 March 2025 and 31 March 2024.

Note 5: Right of use assets

	Buildings	Vehicles	Total
Gross carrying value			
As at April 01, 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
Additions	26.04	0.17	26.21
Disposals	(41.58)	(0.67)	(42.25)
As at 31 March 2025	111.28	0.90	112.18
Accumulated depreciation			
As at April 01, 2023	54.62	-	54.62
Depreciation charge for the year	21.12	0.26	21.38
Disposals	(11.56)	-	(11.56)
As at 31 March 2024	64.18	0.26	64.44
Depreciation charge for the year	24.48	0.44	24.92
Disposals	(38.01)	(0.28)	(38.29)
As at 31 March 2025	50.65	0.42	51.07
Net carrying value			
As at 31 March 2024	62.64	1.14	63.78
As at 31 March 2025	60.63	0.48	61.11

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 6: Intangible assets

	Software
Gross carrying value	
As at April 01, 2023	24.64
Additions	16.08
Disposals	-
As at 31 March 2024	40.72
Additions	6.67
Disposals	-
As at 31 March 2025	47.39
Accumulated amortisation As at April 01, 2023	13.41
Amortization charge for the year	5.43
Disposals	-
As at 31 March 2024	18.84
Amortization charge for the year	7.34
Disposals	-
As at 31 March 2025	26.18
Net carrying value	
As at 31 March 2024	21.88
As at 31 March 2025	21.21

Note 7: Intangible assets under development

Gross carrying value	
As at April 01, 2023	14.80
Additions	8.51
Capitalised for the year	(16.05)
As at 31 March 2024	7.26
Additions	28.43
Capitalised for the year	(6.30)
As at 31 March 2025	29.39

Intangible assets under development ageing schedule

As at 31 March 2025

	Amount for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
Projects in progress	28.43	0.96	-	-	29.39
Total	28.43	0.96	-	-	29.39

Intangible assets under development ageing schedule

As at 31 March 2024

	Amount for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
Projects in progress	7.26	-	-	-	7.26
Total	7.26	-	-	-	7.26

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 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 8: Investments

	31 March 2025	31 March 2024
Non current, unquoted (at cost, less impairment)		
(A) Investment in Equity Shares		
Subsidiaries		
TeamLease Foundation (TLF)		
10,000 (31 March 2024: 10,000) equity shares of ₹ 10 each, fully paid	0.01	0.01
TeamLease Digital Private Limited (TDPL)		
5,939,076 (31 March 2024: 5,939,076) equity shares of ₹ 10 each, fully paid (Refer note 1 below)	88.19	88.19
TeamLease HRTech Private Limited (HRTech)		
11,111 (31 March 2024: 11,111) equity shares of ₹ 10 each, fully paid	19.35	19.35
TeamLease Edtech Limited (TLEL)		
8,619,840 (31 March 2024: 8,619,840) equity shares of Re. 1 each, fully paid	25.43	25.43
TeamLease Regtech Private Limited (TRPL)		
127,918 (31 March 2024: 127,918) equity shares of Re. 1 each, fully paid	20.00	20.00
TSR Darashaw HR Services Private Limited (TSR)		
9,000 (31 March 2024: Nil) equity shares of ₹ 10 each, fully paid (Refer note 2 below)	17.98	-
Joint venture		
Crystal HR and Security Solutions Private Limited (CHSSPL)	10.12	-
3,000 (31 March 2024: Nil) equity shares of ₹ 10 each, fully paid (Refer note 3 below)		
(B) Investment in Debentures of Subsidiary		
TeamLease Digital Private Limited		
9.00% Compulsorily Convertible Debentures (CCD's) of ₹ 10 lakhs each, fully paid (31 March 2024: 9.40%) (Refer note 4 below)		
Series A to Series N	197.20	197.20
1,972 (31 March 2024: 1,972)		
Less: Provision for impairment in HRTech (Refer note 5 below)	(12.93)	(12.93)
	365.35	337.25
Aggregate value of unquoted investments	378.28	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), 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 April 01, 2022. The Scheme was filed with the relevant jurisdictional office of National Company Law Tribunal (NCLT) on 6 September 2022. During the previous year ended 31 March 2024, NCLT had approved Scheme with the appointed date as April 01, 2022.
- On 20 December 2024, the Company entered into a Share Sale and Purchase Agreement with TSR Darashaw Private Limited ('Seller') and its promoters and acquired 90% stake in TSR Darashaw HR Services Private Limited ('TSR') by way of allotment of equity shares on fully diluted basis at an agreed consideration of ₹16.08 crores with an undertaking to acquire the balance 10% stake in TSR for a fixed consideration of ₹1.60 crores and an additional consideration of an amount equivalent to 10% of the profits earned by TSR for the period commencing 21 December 2024 until 30 September 2025.
- On 6 January 2025, the Company entered into a Share Purchase Agreement with Crystal HR & Security Solutions Private Limited ('CHSSPL') and its promoters to acquire 30% stake by way of allotment of equity shares on fully diluted basis with an intention to acquire the balance stake of 70% in multiple tranches, subject to approval of the Board of Directors of the Company and on completion of the various terms and conditions set out in the Share Purchase Agreement.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

- 4) 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.
- 5) The Company has investments in subsidiaries of ₹ 365.35 crores and has outstanding loans of ₹ 11.90 crores from its subsidiaries as at 31 March 2025. During the year ended 31 March 2025, the Company assessed and concluded, including valuation assessment carried out by an external expert, that the carrying value of investments/ loans in its subsidiaries to be appropriate considering future projections and business plan.
- 6) Based on impairment analysis, the Company had provided for impairment of ₹ 12.93 crores in respect of Investments in HRTech in the earlier years.

Note 9: Loans

	31 March 2025	31 March 2024
Non-current		
(Unsecured, considered good, unless otherwise stated)		
Loans to related parties (Refer note 43)	11.90	11.26
	11.90	11.26

Note: Loans to related parties are for a period upto 5 years from the date of disbursement, and renewable further as agreed. The loan carries interest at interest rates ranging between 8.52% to 9.00% p.a. (31 March 2024: 8.70% to 9.90% p.a.)

	31 March 2025	31 March 2024
Current		
(Unsecured, considered good, unless otherwise stated)		
Loans to employees	-	0.19
	-	0.19

Note 10: Unbilled revenue

	31 March 2025	31 March 2024
Current		
(Unsecured, considered good, unless otherwise stated)		
Unbilled revenue from related parties (Refer note 43)	0.95	0.57
Unbilled revenue- others	148.00	156.62
	148.95	157.19

- a) Refer note 40 for details pertaining to credit risk.
- b) Refer note 27 for details pertaining to contract balances.

Note 11: Other financial assets

	31 March 2025	31 March 2024
Non-current		
(Unsecured, considered good)		
Reimbursement right for gratuity (Refer note 36)	123.98	105.16
Security/other deposits	10.13	8.07
Deposits with banks (original maturity more than 12 months, remaining maturity of more than 12 months) (Refer note 16)	1.46	1.36
Cross charges receivables from related parties (Refer note 43)	0.76	0.16
	136.33	114.75

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

	31 March 2025	31 March 2024
(Credit impaired)		
Deposits	0.68	0.81
Less: Impairment allowances on deposits	(0.68)	(0.81)
	-	-
	136.33	114.75
Current		
(Unsecured, considered good) 31 March 2025 31 March 2024		
Deposits with banks (Original maturity of more than 12 months, but remaining maturity of less than 12 months) (Refer note 16)	216.89	85.21
Reimbursement right for gratuity (Refer note 36)	66.48	55.47
Reimbursement right for compensated absences	38.65	33.03
Security/other deposits	1.16	1.76
Cross charges receivables from related parties (Refer note 43)	5.68	3.40
Other receivables	4.93	8.58
Other assets	-	0.09
	333.79	187.54
(Credit impaired)		
Deposits	0.46	0.34
Other receivables	6.66	3.85
Less: Impairment allowances on deposits and other receivables	(7.12)	(4.19)
	-	-
	333.79	187.54

Note 12: Deferred tax assets (net)

	31 March 2025	31 March 2024
Deferred tax assets/(liabilities)	6.27	5.67
	6.27	5.67

Particulars	Provision for expected credit loss	Depreciation on property, plant and equipment and intangible assets	Provision for leave encashment and gratuity	Others	Total
April 01, 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
Credit/(charge):					
Profit and loss	(0.11)	(0.11)	(0.41)	1.11	0.48
Other comprehensive income	-	-	0.12	-	0.12
31 March 2025	-	0.32	1.96	3.99	6.27

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 13: Non-current tax assets (net)

	31 March 2025	31 March 2024
Advance income tax (net of provision for taxation)*	227.65	229.46
	227.65	229.46

* Includes ₹ 0.13 crores (31 March 2024: ₹ 0.13 crores) paid under protest.

The major components of income tax expense for the year:

	31 March 2025	31 March 2024
Standalone statement of profit and loss		
- Current tax	1.26	1.51
- Adjustment of tax relating to earlier periods	0.32	0.41
- Deferred tax (credit)/charge	(0.48)	0.97
Income tax expenses reported in the standalone statement of profit and loss	1.10	2.89

Other comprehensive income ('OCI')

	31 March 2025	31 March 2024
Deferred tax credit related to items recognised in OCI during the year	(0.12)	(0.10)
Income tax credit to OCI	(0.12)	(0.10)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

	31 March 2025	31 March 2024
Accounting profit before income tax	97.20	105.18
At India's statutory tax rate of 25.17% for the year ended 31 March 2025 and 31 March 2024	24.46	26.47
Adjustments in respect of current income tax:		
Non-deductible tax expenses for tax purposes	4.23	4.41
Recovery from PF trust	-	0.88
80JJAA deduction	(27.01)	(30.11)
Adjustment of tax relating to earlier periods	0.32	0.41
Others	(0.90)	0.83
Income tax expense	1.10	2.89

Note:

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.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 14: Other non-current assets

	31 March 2025	31 March 2024
(Unsecured, considered good)		
Capital advances	0.02	0.66
Prepaid expenses	0.14	0.28
Balances with statutory/ government authorities*	0.89	0.68
	1.05	1.62
(Credit impaired)		
Balances with statutory/ government authorities	0.30	0.30
Less: Impairment allowances on balances with statutory/ government authorities	(0.30)	(0.30)
	-	-
	1.05	1.62

* Includes amounts paid under protest towards Professional tax ₹ 0.17 crores (31 March 2024: ₹ 0.17 crores), Goods and Services tax ₹ 0.67 crores (31 March 2024: ₹ 0.51 crores) and Minimum wages ₹ 0.05 crores (31 March 2024: ₹ Nil), refer note 46.

Note 15: Trade receivables

	31 March 2025	31 March 2024
(Unsecured, considered good, unless otherwise stated)		
Trade receivables from related parties (Refer note 43)	3.21	12.07
Trade receivables - others	336.00	291.70
Total Trade receivables	339.21	303.77

Break-up for security details:

	31 March 2025	31 March 2024
Trade receivables		
Unsecured, considered good	339.21	303.36
Unsecured, credit impaired (Refer note 40)	-	0.41
	339.21	303.77
Impairment allowances (allowances for bad and doubtful debts)		
Trade receivables- credit impaired	-	(0.41)
	339.21	303.36

Trade receivables ageing schedule

As at 31 March 2025

	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	166.86	172.35	-	-	-	-	339.21
Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
	166.86	172.35	-	-	-	-	339.21
Less: Impairment allowance							-
Total trade receivables							339.21

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

As at 31 March 2024

	Outstanding for following periods from due date of payment						Total
	Current but not due	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 receivables – credit impaired	-	-	0.17	0.19	0.05	-	0.41
	136.77	166.59	0.17	0.19	0.05	-	303.77
Less: Impairment allowance							(0.41)
Total trade receivables							303.36

- No trade receivables are 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 2024: upto 90 days).
- Refer note 40 for details pertaining to credit risk.
- Refer note 27 for details pertaining to contract balances.
- There are no disputed trade receivables as at 31 March 2025 and 31 March 2024.

Note 16: Cash and cash equivalents and bank balances

	31 March 2025	31 March 2024
Balances with banks:		
- On current accounts	39.60	98.07
- Deposits with original maturity of less than 3 months**	50.02	-
Total cash and cash equivalents	89.62	98.07
Bank balances other than cash and cash equivalents		
Deposits with original maturity less 12 months, remaining maturity of less than 12 months**	83.48	151.24
Deposits with original maturity of more than 12 months, remaining maturity of less than 12 months**	216.89	85.21
Deposits with banks (original maturity more than 12 months, remaining maturity of more than 12 months)**	1.46	1.36
	301.83	237.81
Less: Amounts disclosed under other current financial assets (Refer note 11)	(216.89)	(85.21)
Less: Amounts disclosed under other non- financial assets (Refer note 11)	(1.46)	(1.36)
	83.48	151.24

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	31 March 2025	31 March 2024
Balances with banks:		
- On current accounts	39.60	98.07
- Deposits with original maturity of less than 3 months	50.02	-
	89.62	98.07
Less: Bank overdraft (Refer note 22)	(6.25)	(13.83)
	83.37	84.24

* Deposits with banks of ₹ 113.13 crores as at 31 March 2025 (31 March 2024: ₹ 61.01 crores) is under lien with various banks for borrowings / guarantees issued to third parties.

** Deposits are made for varying periods depending on the cash-requirement of the Company and earn interest @ 5% to 7.40% p.a. (31 March 2024: 5.75% to 7.50% p.a.)

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 17: Other current assets

	31 March 2025	31 March 2024
(Unsecured, considered good, unless otherwise stated)		
Prepaid expenses	10.34	9.86
Advances to suppliers/others	26.09	18.23
Advances to employees	0.40	0.25
Other assets	-	1.88
	36.83	30.22

Note 18: Equity share capital

(i) Authorised equity share capital

	Equity shares	
	Number of shares	Amount
At April 01, 2023	2,33,00,000	23.30
Changes during the year	-	-
At 31 March 2024	2,33,00,000	23.30
Changes during the year	-	-
At 31 March 2025	2,33,00,000	23.30

(ii) Authorised 12% Cumulative Convertible Redeemable Preference Shares (CCPS) of ₹ 100 each

	Preference shares	
	Number of shares	Amount
At April 01, 2023	1,70,000	1.70
Changes during the year	-	-
At 31 March 2024	1,70,000	1.70
Changes during the year	-	-
At 31 March 2025	1,70,000	1.70

(iii) Issued, subscribed and fully paid-up shares

	Equity shares	
	Number of shares	Amount
At April 01, 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
Changes during the year	-	-
At 31 March 2025	1,67,68,900	16.77

(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 entitled for one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

(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) Details of shareholders holding more than 5% shares in the Company:

Name of the shareholders	31 March 2025		31 March 2024	
	Numbers	% holding	Numbers	% holding
Equity shares of ₹ 10 each fully paid				
HR Offshoring Ventures Pte Limited	39,91,586	23.80%	39,91,586	23.80%
NED Consultants LLP	11,77,153	7.02%	11,77,153	7.02%
Franklin India Balanced Advantage fund	11,77,107	7.02%	15,40,851	9.19%
ICICI Prudential Technology fund	11,63,532	6.94%	1,96,475	1.17%
Nippon Life India Trustee Ltd	10,78,436	6.43%	3,46,738	2.07%
Mirae Asset ELSS Tax Saver fund	-	-	10,14,383	6.05%

(vii) There are no shares reserved for issue under options, except held by TeamLease Employee Stock Option Plan Trust. Also refer note 37.

(viii) Details of shares held by promoters

As at 31 March 2025

Name of the promoters	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	39,91,586	-	39,91,586	23.80%	-
NED Consultants LLP	11,77,153	-	11,77,153	7.02%	-
Hansini Management Consultants Private Limited	1,31,442	-	1,31,442	0.78%	-
MKS Management Consultancy Services LLP	300	-	300	0.00%	-
Total	53,00,481	-	53,00,481	31.61%	-

As at 31 March 2024

Name of the promoters	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	31.61%	(1.62%)

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 19: Other equity

	31 March 2025	31 March 2024
(a) Securities premium		
Opening balance	149.06	149.06
Changes during the year	-	-
Closing balance	149.06	149.06
(b) Retained earnings		
Opening balance	595.02	508.87
Changes during the year:		
Profit for the year	96.10	105.80
Total other comprehensive loss for the year (net of tax)	(0.37)	(0.31)
Tax on buy back of equity shares	-	(19.01)
Amount transferred to CRR on buy back [Refer note 18 (v)]	-	(0.33)
Closing balance	690.75	595.02
(c) Share based payment reserves		
Opening balance	1.10	2.78
Changes during the year:		
Share based payment expense (net) (Refer note 29)	1.72	(0.35)
Share based payment cost receivable from subsidiaries	0.60	(1.33)
Closing balance	3.42	1.10
(d) Capital redemption reserve (CRR)		
Opening balance	0.33	-
Amount transferred to CRR on buy back [Refer note 18 (v)]	-	0.33
Closing balance	0.33	0.33
Total other equity	843.56	745.51

Nature and purpose of other reserves

(i) Securities premium

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) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to standalone statement of profit and loss.

(iii) 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. Refer note 37 and note 38.

(iv) 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 free reserves.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 20: Employee benefit obligations

	31 March 2025	31 March 2024
Non-current		
Employee benefits - Gratuity (Refer note 36)	127.88	108.41
	127.88	108.41
Current		
Employee benefits - Gratuity (Refer note 36)	68.25	56.77
Employee benefits - Compensated absences	40.77	37.45
	109.02	94.22

Note 21: Other non-current liabilities

	31 March 2025	31 March 2024
Disputed tax liabilities (Refer note 46)	4.22	4.22
	4.22	4.22

Note 22: Borrowings

	31 March 2025	31 March 2024
Current		
Secured		
Bank overdraft*	6.25	13.83
	6.25	13.83

* The overdraft facilities from bank are payable on demand and are secured by lien on fixed deposits and pari passu charge of trade receivables, current assets and property, plant and equipment and carries interest ranging between 8.16% to 10.23% (31 March 2024: 8.15% to 9.90% p.a.) and is payable on monthly basis.

Refer note 40 for details pertaining to interest rates and related risk.

Note 23: Lease Liabilities

	31 March 2025	31 March 2024
Non-Current		
Lease liabilities	42.24	48.74
	42.24	48.74
Current		
Lease liabilities	24.57	19.78
	24.57	19.78

(a) Movement of Lease Liability

Particulars	31 March 2025	31 March 2024
Balances as at beginning of the year	68.52	72.69
Add: Additions during the year	25.24	22.51
Less: Deletions during the year	(4.52)	(7.71)
Add: Finance cost incurred during the year	6.08	5.57
Less: Payments (including finance cost)	(28.51)	(24.54)
Balance as at year end	66.81	68.52

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

(b) Changes in liabilities arising from financing activities.

Particulars	31 March 2025	31 March 2024
Lease payment-principal	22.43	18.97
Lease payment-interest	6.08	5.57
Total cash outflow for lease	28.51	24.54

(c) Other notes:

- The maturity analysis of lease liabilities are disclosed in note 40(c).
- The effective interest rate for lease liabilities is 8.52% - 9.00% p.a. (31 March 2024: 8.70% - 9.90% p.a)
- The Company had total cash outflows for leases of ₹ 30.06 crores in 31 March 2025 (31 March 2024: ₹ 27.48 crores)
- Also refer note 47(b) for details of leases and amounts debited to standalone statement of profit and loss.

Note 24: Trade payables

Current	31 March 2025	31 March 2024
Total outstanding dues of micro enterprises and small enterprises ("MSME") (Refer note 45)	2.55	2.11
Total outstanding dues of creditors other than micro enterprises and small enterprises	21.85	19.32
	24.40	21.43

Trade payables ageing schedule

As at 31 March 2025

	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	1.49	0.57	0.45	0.01	0.01	0.02	2.55
Total outstanding dues of creditors other than micro enterprises and small enterprises	14.00	3.74	3.10	0.18	0.15	0.68	21.85
	15.49	4.31	3.55	0.19	0.16	0.70	24.40

As at 31 March 2024

	Outstanding for following periods from due date of payment						Total
	Unbilled dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	0.58	0.70	0.76	0.04	0.02	0.01	2.11
Total outstanding dues of creditors other than micro enterprises and small enterprises	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

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Notes:

- a) Trade payables are non-interest bearing and are normally settled 0 to 30 days terms (31 March 2024: 0-30 days).
- b) There are no disputed trade payables as at 31 March 2025 and 31 March 2024.
- c) Refer note 43 for Trade payables to related parties.
- d) Refer note 40 for details pertaining to liquidity risk.
- e) Refer note 45 for micro and small enterprises disclosure.

Note 25: Other financial liabilities

Non-Current	31 March 2025	31 March 2024
Long-term incentive payable	0.42	0.40
	0.42	0.40

Current	31 March 2025	31 March 2024
Employee related payables	350.14	351.27
Creditors for capital goods	8.39	0.74
Deferred consideration payable	1.90	-
Incentives payable	-	3.35
Other liabilities (Refer note 43)	2.00	0.27
	362.43	355.63

Note 26: Other current liabilities

	31 March 2025	31 March 2024
Goods and services tax payable	179.98	153.17
Other statutory dues payable*	114.91	98.96
Advance from customers**	6.50	5.81
Deferred revenue**	0.20	0.20
Other liabilities	36.19	43.03
	337.78	301.17

* Other statutory dues payable mainly includes contribution to provident fund, employee state insurance, professional tax, withholding taxes, labour welfare fund etc.

** Refer note 27 for details pertaining to contract balances.

Note 27: Revenue from operations

Revenue from contracts with customers

	31 March 2025	31 March 2024
Sale of services	10,225.31	8,407.94
Income from regulatory and other HR services	10.98	32.86
	10,236.29	8,440.80

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Disaggregated revenue information

The disaggregation of Company's revenue from contracts with customers are as follows:

Revenue by offerings/timings

	31 March 2025	31 March 2024
Period over time		
Sale of services	10,225.31	8,407.94
Income from regulatory and other HR services	10.98	32.86
	10,236.29	8,440.80

Contract balances

	31 March 2025	31 March 2024
Contract assets - Trade receivables (Refer note 15)	339.21	303.36
Contract assets - Unbilled revenue (Refer note 10)	148.95	157.19
Contract liabilities - Advance from customers (Refer note 26)	6.50	5.81
Contract liabilities - Deferred revenue (Refer note 26)	0.20	0.20

Set out below is the amount of revenue recognised from:

	31 March 2025	31 March 2024
Amounts included in contract liabilities (advance from customers) at the beginning of the year	5.17	2.88

Note 28: Other income

	31 March 2025	31 March 2024
Interest income:		
Interest on loans given to related parties/ Investment in CCD's (Refer note 43)	18.42	19.64
Interest on deposits with banks	19.64	10.86
Interest on income tax refunds	7.21	11.84
Others	0.68	0.61
Liabilities/ provisions no longer required written back	4.44	10.11
Net gain on sale of current investments	5.01	4.51
Profit on disposal of property, plant and equipment (net)	0.12	-
Income from skills business and development	-	2.08
Miscellaneous income*	1.03	0.62
	56.55	60.27

*Includes ₹ 0.71 crores (31 March 2024: ₹ 0.47 crores) from related parties (Refer note 43).

Note 29: Employee benefits expense

	31 March 2025	31 March 2024
Salaries, wages and bonus	9,225.68	7,572.37
Share based payment expense (net) (Refer note 38)	1.72	(0.35)
Gratuity expense [Refer note 36 (b)]	1.02	0.90
Contribution to provident fund and other funds*	672.50	568.53
Staff welfare expenses	50.83	52.32
	9,951.75	8,193.77

* Includes contribution to employee state insurance.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 30: Subcontracting expenses

	31 March 2025	31 March 2024
Subcontracting cost	107.31	74.66
Training expenses (Refer note 43)	3.91	2.66
	111.22	77.32

Note 31: Finance costs

	31 March 2025	31 March 2024
Interest on borrowings	4.42	1.82
Interest on lease liabilities (Refer note 23)	6.08	5.57
Interest on financial liabilities and others	0.82	0.80
	11.32	8.19

Note 32: Depreciation and amortization expense

	31 March 2025	31 March 2024
Depreciation of property, plant and equipment (Refer note 4)	4.79	5.06
Amortization of other intangible assets (Refer note 6)	7.34	5.43
Depreciation of right of use assets (Refer note 5)	24.92	21.38
	37.05	31.87

Note 33: Other expenses

	31 March 2025	31 March 2024
Rent and equipment hire charges [Refer note 47(b)]	1.55	2.94
Rates and taxes	1.52	1.94
Electricity charges	2.50	2.44
Travelling and conveyance	3.63	5.43
Repairs and maintenance	22.91	19.50
Printing and stationery	3.99	4.88
Legal and professional fees*	26.56	24.00
Insurance	0.25	0.43
Impairment allowance for doubtful receivables/ bad debts/ other balances written off	4.91	8.43
Loss on disposal of property, plant and equipment (net)	-	0.01
Corporate Social Responsibility expenditure (Refer note 48)	1.70	1.58
Exchange differences (net)	-	0.01
Miscellaneous expenses	14.78	13.15
	84.30	84.74

* Includes auditor's remuneration (exclusive of goods and service tax and inclusive of out-of-pocket expenses and technology surcharge) towards the following:

	31 March 2025	31 March 2024
Statutory audit fee	0.67	0.59
Tax audit fee	0.05	0.05
Certification fee	-	0.02
Limited review	0.36	0.36
Reimbursement of expenses	0.07	0.10
	1.15	1.12

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 34: Exceptional items

	31 March 2025	31 March 2024
Recovery from PF Trust*	-	(3.51)
	-	(3.51)

* 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 computations:

	31 March 2025	31 March 2024
Profit attributable to equity shareholders (₹ in crores)	96.10	105.80
Weighted average number of equity shares outstanding during the year	1,67,68,900	1,68,27,128
EPS - par value of ₹ 10 each basic and diluted (in ₹)	57.31	62.87

Note 36: Employee benefit obligation

a. Gratuity (associates with reimbursement right from customers)

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 salary) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement age. The gratuity plan of the Company is unfunded.

In case of associates with reimbursement right from customers, the Company recognises the net benefit expense net of reimbursement from its customers and recognises a right to reimbursement from customers in the balance sheet equivalent to the net defined benefit liability.

The following table summarise the components of net benefit expense recognised in the standalone statement of profit and loss and amounts recognised in the balance sheet for the gratuity benefit:

i. Net defined benefit liability/ (assets)

	31 March 2025	31 March 2024
Present value of defined benefit obligations	190.46	160.63
Fair value of plan assets	-	-
Net liability recognised in the balance sheet	190.46	160.63
Current	66.48	55.47
Non-current	123.98	105.16

ii. Net benefit cost recognised in the standalone statement of profit and loss

	31 March 2025	31 March 2024
Current service cost	55.25	53.69
Net actuarial loss/(gain) recognised in the year	0.50	(17.39)
Interest cost on defined benefit obligation	9.90	9.22
Net benefit expenses*	65.65	45.52

*The above employee benefits expenses towards gratuity benefit obligations for associate employees is netted off in the standalone statement of profit and loss as the same is reimbursable from the customers.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

- iii. Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

	31 March 2025	31 March 2024
Opening defined benefit obligation	160.63	145.57
Current service cost	55.25	53.69
Interest cost on defined benefit obligation	9.90	9.22
Benefits paid	(35.82)	(30.46)
Remeasurements		
Actuarial (gain)/ loss arising from changes in demographic assumptions	(1.58)	(0.12)
Actuarial (gain)/ loss arising from changes in financial assumptions	1.21	0.43
Actuarial (gain)/ loss arising from changes in experience adjustments	0.87	(17.70)
Closing defined benefit obligation	190.46	160.63

- iv. The following pay-outs are expected in future years

	31 March 2025	31 March 2024
within next 12 months	66.48	55.47
Between 1 and 2 years	46.67	39.92
Between 2 and 3 years	33.32	28.16
Between 3 and 4 years	24.63	20.57
Between 4 and 5 years	17.72	15.28
Between 5 and 10 years	25.98	23.20

The average duration of defined benefit obligation at the end of the reporting period is 2.31 years (31 March 2024: 2.36 years).

- v. The principal assumptions used in determining gratuity benefit obligations are shown below:

	31 March 2025	31 March 2024
Discount rate (in %)	6.87%	6.94%
Salary escalation rate (in %)	3.00%	3.00%
Attrition rate (in %)	43.00%	42.00%
Retirement age (in years)	58	58
Mortality tables	Indian Assured Lives Mortality (2012-14) Ult Table	Indian Assured Lives Mortality (2012-14) Ult Table

- vi. Sensitivity analysis

A quantitative sensitivity analysis for significant assumptions on defined benefit obligations is shown below:

Particulars	31 March 2025		31 March 2024	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	186.63	194.47	157.38	164.05
Salary escalation rate	193.66	187.34	163.38	157.97
Attrition rate	189.21	192.04	159.68	161.86

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

b. Gratuity (Core employees)

The following table summarise the components of net benefit expense recognised in the standalone statement of profit and loss and amounts recognised in the balance sheet for the gratuity plan:

i. Net defined benefit liability/ (assets)

	31 March 2025	31 March 2024
Defined benefit obligation	5.67	4.55
Fair value of plan assets	-	-
Net liability recognised in balance sheet	5.67	4.55
Current	1.77	1.30
Non-current	3.90	3.25

ii. Net benefit cost recognised in the standalone statement of profit and loss

	31 March 2025	31 March 2024
Current service cost	0.71	0.62
Interest cost on defined benefit obligation	0.31	0.28
Net benefit expense	1.02	0.90

iii. Remeasurement loss/(gains) in other comprehensive income ('OCI')

	31 March 2025	31 March 2024
Actuarial (gain)/ loss on obligations arising from changes in demographic assumptions	(0.03)	0.05
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	(0.12)	0.02
Actuarial (gain)/ loss on obligations arising from changes in experience adjustments	0.64	0.34
Actuarial (gain)/ loss recognised in other comprehensive income	0.49	0.41

iv. Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

	31 March 2025	31 March 2024
Opening defined benefit obligation	4.55	4.39
Current service cost	0.71	0.62
Interest cost on defined benefit obligation	0.31	0.28
Benefits paid	(0.55)	(0.88)
Remeasurements		
Actuarial (gain)/ loss arising from changes in demographic assumptions	(0.03)	0.05
Actuarial (gain)/ loss arising from changes in financial assumptions	(0.12)	0.02
Actuarial (gain)/ loss arising from changes in experience adjustments	0.64	0.34
Transfer in/out		
Transfer in	0.29	-
Transfer out	(0.13)	(0.27)
Closing defined benefit obligation	5.67	4.55

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

v. The following pay-outs are expected in future years

	31 March 2025	31 March 2024
within next 12 months	1.77	1.30
Between 1 and 2 years	1.36	1.09
Between 2 and 3 years	1.01	0.81
Between 3 and 4 years	0.76	0.62
Between 4 and 5 years	0.55	0.48
Between 5 and 10 years	1.01	0.97

The average duration of defined benefit obligation at the end of the reporting period is 2.75 years (31 March 2024: 2.84 years).

vi. The principal assumptions used in determining gratuity benefit obligation are shown below:

	31 March 2025	31 March 2024
Discount rate (in %)	6.64%	6.94%
Salary escalation rate (in %)	6.50%	8.00%
Attrition rate (in %)	36.00%	35.00%
Retirement age (in years)	60	60
Mortality tables	Indian Assured Lives Mortality (2012-14) Ult Table	Indian Assured Lives Mortality (2012-14) Ult Table

vii. Sensitivity analysis

A quantitative sensitivity analysis for significant assumptions on defined benefit obligations is shown below:

Particulars	31 March 2025		31 March 2024	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	5.54	5.80	4.44	4.67
Salary escalation rate	5.77	5.56	4.64	4.46
Attrition rate	5.64	5.69	4.53	4.58

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

Note:

- 1) 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.
- 2) Plan Characteristics and Associated Risks:

The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death or disability. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

- a) Discount rate risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

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- b) Salary inflation risk : Higher than expected increases in salary will increase the defined benefit obligation
- c) Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Note 37: Share based payments

Employee Share Option Scheme (ESOP)

The Company has granted stock options to employees of the Company and its subsidiaries 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 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 2025	31 March 2024
Outstanding at beginning	1,218	1,218
Granted	-	-
Forfeited	-	-
Expired	-	-
Exercised	-	-
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 2025 and 31 March 2024, valuation assumptions are not disclosed.

The weighted average remaining contractual life for the share options outstanding as at 31 March 2025 was Nil (31 March 2024: Nil).

The weighted average exercise price of the outstanding option is ₹ 10 (31 March 2024: ₹ 10).

Stock Option Compensation expense is ₹ Nil (31 March 2024: ₹ Nil) for the year.

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for the year ended 31 March 2025

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Note 38: Employee Stock options 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. The ESAR 2019 plan provides stock options appreciation rights to eligible employees of the Company and its subsidiaries in various tranches.

A. Details of ESAR 2019 plan

Particulars	Tranche-I	Tranche-II	Tranche-III	Tranche-IV	Tranche-V
Date of grant	9 June 2021 3 September 2021	1 July 2022	21 September 2022	8 November 2023 22 May 2024	1 July 2024
Number granted	49,000	32,750	12,000	75,500	19,300
Exercise price (₹)	3,620	3,300	3,224	2,503	2,999
Vesting period	5 years	5 years	5 years	2.64 years	3 years
Weighted average remaining contractual life	1.25 years	2.25 years	2.5 years	1.25 years	2.25 years

B. Movement in the stock options appreciation rights granted to employees - Tranche I and Tranche II

	Tranche I		Tranche II	
Particulars	Number of stock options appreciation rights			
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Outstanding at beginning of the year	24,000	24,000	13,500	26,000
Granted	-	-	-	-
Forfeited	1,500	-	-	12,500
Expired	-	-	-	-
Exercised	-	-	-	-
Outstanding at end of the year	22,500	24,000	13,500	13,500
Exercisable at end of the year	-	-	-	-

* Weighted average exercise price for Tranche I and Tranche II is ₹ 3,620 and ₹ 3,300 respectively.

C. All the Stock appreciation rights granted to employees under Tranche III were forfeited during the FY 22-23.

D. Movement in the stock options appreciation rights granted to employees - Tranche IV and V

Particulars	Tranche IV		Tranche V
	Number of stock options appreciation rights		
	31 March 2025	31 March 2024	31 March 2025
Outstanding at beginning of the year	73,500	-	-
Granted	-	75,500	19,300
Forfeited	9,000	2,000	18,000
Expired	-	-	-
Exercised	-	-	-
Outstanding at end of the year	64,500	73,500	1,300
Exercisable at end of the year	-	-	-

* Weighted average exercise price for Tranche IV and Tranche V is ₹ 2,503 and ₹ 2,999 respectively.

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E. Fair value of stock options appreciation rights granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	31 March 2025	31 March 2024
	Tranche V	Tranche IV
Weighted average share price on date of grant	2,999	2,503
Exercise price (₹)	2,999	2,503
Expected volatility	36.79%	38.38%
Life of rights granted in years	3 years	2.64 years
Risk free interest rate	7.14%	7.31%
Expected dividend yield (%)	-	-
Fair value of ESAR (₹)	1003	805
Weighted average remaining contractual life	2.25 years	1.25 years
Weighted average exercise price of stock options appreciation rights outstanding	2,999	2,503

Stock options appreciation rights expense/(reversal) (net) is ₹ 1.72 crores {31 March 2024: ₹ (0.35) crores} for the year.

For stock options appreciation rights given to employees of subsidiary companies, the expense/reversal is cross charged / paid to subsidiary companies.

Note 39: Financial instruments: Fair value measurements

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of material accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liabilities and equity instrument are disclosed in the financial statements.

(a) Fair value of financial assets and financial liabilities

The carrying amount of all financial assets and liabilities appearing in the financial statements is reasonable approximation of fair value. The following tables presents the carrying value and fair value / amortised cost of each category of financial assets and liabilities:

Particulars	31 March 2025	31 March 2024
Financial assets at amortised cost:		
Investments	365.35	337.25
Loans	11.90	11.45
Trade receivables	339.21	303.36
Unbilled revenue	148.95	157.19
Cash and cash equivalents	89.62	98.07
Bank balances other than cash and cash equivalents	83.48	151.24
Other financial assets	470.12	302.29
Total financial assets	1,508.63	1,360.85
Financial liabilities at amortised cost:		
Borrowings	6.25	13.83
Lease liabilities	66.81	68.52
Trade payables	24.40	21.43
Other financial liabilities	362.85	356.03
Total financial liabilities	460.31	459.81

There are no financials assets/liabilities outstanding as at 31 March 2025 and 31 March 2024 that are measured at fair value through profit/loss.

Notes to the Standalone Financial Statements

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(b) Fair value hierarchy

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

- (i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- (ii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- (iii) There have been no transfers between Level 1, Level 2 and Level 3 for the year ended 31 March 2025 and 31 March 2024.

Note 40: Financial risk management objectives and policies

The Company's principal financial liabilities, comprise loans and borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

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.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

(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.

(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 unbilled revenue) and loans receivables, investments and other financial assets.

i. Trade receivables (including unbilled revenue) and other financial assets

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 2025	31 March 2024
Opening balance	0.41	1.61
Amount provided during the year	0.79	0.35
Amount adjusted for bad debts	(1.20)	(1.55)
Closing provision	-	0.41

Management does not expect any significant loss from non-performance by counterparties on credit granted that has not been provided for.

ii. Credit risk from balances with the banks and financial institutions are managed by the Company's treasury department in accordance with the Company's policy. Investment of surplus fund is made only with approved counterparties within credit limits assigned to each counterparty.

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.

iii. The Company's investments and loans are primarily to its subsidiaries and joint venture, the performance of which are reviewed on a periodic basis.

(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 borrowings.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

31 March 2025	0-1 years	1 to 5 years	> 5 years	Total
Borrowings	6.25	-	-	6.25
Trade payables	24.40	-	-	24.40
Lease liabilities	29.43	45.89	0.15	75.47
Other financial liabilities	362.43	0.42	-	362.85
Total	422.51	46.31	0.15	468.97

31 March 2024	0-1 years	1 to 5 years	> 5 years	Total
Borrowings	13.83	-	-	13.83
Trade payables	21.43	-	-	21.43
Lease liabilities	24.61	53.68	0.21	78.50
Other financial liabilities	355.63	0.40	-	356.03
Total	415.50	54.08	0.21	469.79

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

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). As the Company is primarily engaged in rendering manpower staffing services, its business activities falls within a single business segment and accordingly there are no additional disclosures to be provided under Ind AS 108 'Segment Reporting'. The Company operates primarily in India and there is no other significant geographical segment.

Note 43: Related party disclosures

(i) Names of related parties and description of relationship (where transactions have taken place):

Description of relationship	Names of the related parties
a) Subsidiary companies	TeamLease Foundation ('TLF') TeamLease Digital Private Limited ('TDPL') TeamLease HRTech Private Limited ('HRTech') TeamLease Edtech Limited ('TLEL') TeamLease Regtech Private Limited ('TRPL') TSR Darashaw HR Services Private Limited (acquired on 20 December 2024) ('TSR') TeamLease Digital Singapore Pte. Ltd. (formerly known as Ikigai Enablers Pte. Ltd., acquired on 5 February 2025) ('TDSPL') TeamLease Edtech Foundation (incorporated on 6 February 2025) ('TEF')
b) Joint Venture	Crystal HR and Security Solutions Private Limited (w.e.f. 6 January 2025) ('CHSSPL')

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Description of relationship	Names of the related parties
c) Key management personnel and their relatives	Mr. Manish Sabharwal - Executive Vice Chairman and Whole-time Director Mr. Ashok Kumar Nedurumalli - Managing Director and Chief Executive officer Mrs. Ramani Dathi - Chief Financial Officer Mrs. Alaka Chanda - Company Secretary Mrs. Latika Prakash Pradhan - Independent Director Mr. Narayan Ramachandran - Independent Director and Non Executive Chairman Mr. Viswanathan Raghunathan- Independent Director Mr. Mekin Maheshwari - Independent Director Mr. Subramaniam Somasundaram- Independent Director Mrs. Meenakshi Nevatia - Independent Director Ms. Rituparna Chakraborty - Non Executive and Non independent Director (Till 21 May 2025) Mr. Rajnarayan Ramakrishnan - Independent Director (w.e.f. 8 November 2023) Mr. Zarir Batliwala - Independent Director (Till 28 March 2024)
d) Enterprises under significant influence (where transactions have taken place)	TeamLease Skills University ('TLSU') Innoviti Payment Solutions Pvt Ltd ('INNOVITI') (till 1 May 2023) NED Ventures LLP Pfizer Limited (w.e.f. 3 April 2023) Lifestyle International Private Limited (w.e.f 1 July 2024) Lithium Urban Technologies Private Limited (w.e.f 8 November 2023) Udhyan Financial Services Private Limited (w.e.f 10 January 2019)

(ii) Summary of transactions and outstanding balances with above related parties are as follows:

Transactions with related parties	31 March 2025	31 March 2024
Revenue from operations		
TeamLease Foundation	0.13	4.10
TeamLease Digital Private Limited	0.24	0.20
TeamLease Edtech Limited	0.41	0.23
TeamLease Regtech Private Limited	0.07	-
TeamLease Skills University	6.90	6.36
Pfizer Limited	7.26	7.27
NED Ventures LLP	0.22	0.24
Lithium Urban Technologies Private Limited (w.e.f 8 November 2023)	0.25	-
Udhyan Financial Services Private Limited	0.02	-
Lifestyle International Private Limited	0.13	-
Total	15.63	18.40
Interest on loans given to related parties/ Investment in CCD's		
TeamLease Foundation	0.43	0.15
TeamLease Digital Private Limited - on CCD's	17.09	18.59
TeamLease HRTech Private Limited	0.83	0.90
TSR Darashaw HR Services Private Limited (31 March 2025: ₹ 99)	0.00	-
TeamLease Regtech Private Limited ('TRPL')	0.07	-
Total	18.42	19.64
Other Income		
TeamLease Digital Private Limited	0.12	0.06
TeamLease Foundation	0.15	0.29
TeamLease Edtech Limited	0.30	0.10
TeamLease Skills University	0.05	0.02
TeamLease HRTech Private Limited (31 March 2025: ₹ 31,992)	0.00	-
TeamLease Regtech Private Limited	0.09	-
Total	0.71	0.47

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Transactions with related parties	31 March 2025	31 March 2024
Subcontracting expenses		
TeamLease Edtech Limited	3.91	2.66
Total	3.91	2.66
Legal and professional fees		
TeamLease Digital Private Limited	1.15	1.09
TeamLease Edtech Limited	-	1.12
TeamLease HRTech Private Limited	0.88	0.57
TeamLease Foundation	2.02	1.85
Crystal HR and Security Solutions Private Limited	0.01	-
TeamLease Regtech Private Limited	8.21	3.13
Total	12.27	7.76
Employee benefits expense		
TeamLease Foundation	0.01	0.10
TeamLease Skills University	0.28	0.14
TeamLease Digital Private Limited	0.04	-
Total	0.33	0.24
Corporate Social Responsibility expenditure		
TeamLease Skills University	0.57	-
Total	0.57	-
Expenses incurred by others on behalf of the Company- Cross charged		
TeamLease Digital Private Limited	1.74	5.30
TeamLease Regtech Private Limited	1.45	0.11
Total	3.19	5.41
Miscellaneous expenses		
TeamLease Digital Private Limited	0.13	0.10
TeamLease Skills University	2.00	-
Total	2.13	0.10
Share based payment expense cross charged/(payable)		
TeamLease Digital Private Limited	0.49	(0.87)
TeamLease HRTech Private Limited [31 March 2024: ₹ (34,570)]	(0.02)	(0.00)
TeamLease Foundation	0.13	(0.46)
Total	0.60	(1.33)
Purchase of Property, plant and equipment (including intangibles under development)		
TeamLease Digital Private Limited	0.81	0.21
Total	0.81	0.21
Expenses incurred by the Company on behalf of others - Cross charged		
TeamLease Digital Private Limited	7.95	6.54
TeamLease HRTech Private Limited	0.48	0.41
TeamLease Edtech Limited	2.21	1.60
TeamLease Foundation	0.99	0.78
TeamLease Regtech Private Limited	1.61	0.14
TeamLease Skills University	0.05	0.03
Total	13.29	9.50
Sale of Property, plant and equipment (net)		
TeamLease Regtech Private Limited	0.24	-
Total	0.24	-
Loans and advances given to		
TeamLease Foundation	13.10	6.00
TeamLease HRTech Private Limited	0.34	-
TSR Darashaw HR Services Private Limited (31 March 2025: ₹ 99)	0.04	-
TeamLease Regtech Private Limited	1.25	-
Alaka Chanda	0.13	-
Total	14.86	6.00

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for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Transactions with related parties	31 March 2025	31 March 2024
Loans and advances repaid by		
TeamLease Foundation	13.60	4.20
TeamLease HRTech Private Limited	-	0.74
TSR Darashaw HR Services Private Limited (31 March 2025: ₹ 99)	0.04	-
TeamLease Regtech Private Limited	0.45	-
Alaka Chanda	0.03	-
Total	14.12	4.94
Corporate guarantee given/(extinguished)		
TeamLease Edtech Limited	10.00	10.00
TeamLease Foundation	10.50	-
TeamLease Regtech Private Limited	9.00	-
TeamLease Skills University	-	(20.00)
Total	29.50	(10.00)
Managerial remuneration		
Ashok Kumar Nedurumalli	1.67	0.81
Manish Sabharwal	1.31	0.65
Ramani Dathi	2.07	1.24
Alaka Chanda	0.58	0.37
Rituparna Chakraborty	-	1.18
Total	5.63	4.25
Director Sitting fees		
Latika Prakash Pradhan	0.19	0.14
Narayan Ramachandran	0.20	0.09
Viswanathan Raghunathan	0.19	0.13
Zarir Batliwala	-	0.13
Mekin Maheshwari	0.14	0.12
Meenakshi Nevatia	0.16	0.11
Subramaniam Somasundaram	0.19	0.11
Rajnarayan Ramakrishnan	0.18	0.02
Rituparna Chakraborty	0.05	0.06
Total	1.30	0.91

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 2025	31 March 2024
Loans		
TeamLease Foundation	1.50	2.00
TeamLease HRTech Private Limited	9.60	9.26
TeamLease Regtech Private Limited	0.80	-
Total	11.90	11.26
Advances to Key management personnel		
Alaka Chanda	0.10	-
Total	0.10	-
Trade receivables		
TeamLease Foundation	0.01	4.65
TeamLease Digital Private Limited	0.02	0.09
TeamLease Edtech Limited	0.02	0.13
TeamLease Regtech Private Limited	0.03	-
TeamLease HRTech Private Limited	-	-
TeamLease Skills University	3.03	7.09

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for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

	31 March 2025	31 March 2024
Pfizer Limited	0.07	0.11
NED Ventures LLP	0.01	-
Lithium Urban Technologies Private Limited	0.02	-
Total	3.21	12.07
Other financial assets		
TeamLease Foundation	0.26	0.76
TeamLease Digital Private Limited	2.97	1.21
TeamLease HRTech Private Limited	0.26	0.28
TeamLease Edtech Limited	1.42	1.20
TeamLease Regtech Private Limited	1.51	0.08
TeamLease Skills University	0.02	0.03
Total	6.44	3.56
Unbilled revenue		
TeamLease Foundation	0.06	0.13
TeamLease Digital Private Limited	0.03	0.03
TeamLease Edtech Limited	0.01	0.01
TeamLease Skills University	0.83	0.40
Lifestyle International Private Limited	0.02	-
Total	0.95	0.57
Other financial liabilities		
TeamLease Regtech Private Limited	-	0.27
TeamLease Skills University	2.00	-
Total	2.00	0.27
Other liabilities		
Innoviti Payment Solutions Pvt Ltd (31 March 2024: ₹ 14,277)	-	0.00
Total	-	0.00
Investments in equity shares		
TeamLease Foundation	0.01	0.01
TeamLease Digital Private Limited	88.19	88.19
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
TSR Darashaw Service Private Limited	17.98	-
Crystal HR and Security Solutions Private Limited	10.12	-
Total	168.15	140.05
Investments in CCDs		
TeamLease Digital Private Limited	197.20	197.20
Total	197.20	197.20
Trade payables		
TeamLease Digital Private Limited	0.81	2.22
TeamLease HRTech Private Limited	0.08	0.08
TeamLease Edtech Limited	0.74	2.17
TeamLease Regtech Private Limited	1.54	0.09
Crystal HR and Security Solutions Private Limited	0.01	-
TeamLease Foundation	0.38	0.36
Total	3.56	4.92
Corporate guarantee given on behalf of		
TeamLease Digital Private Limited	12.00	12.00
TeamLease Edtech Limited	30.00	20.00
TeamLease Foundation	15.00	4.50
TeamLease Regtech Private Limited	9.00	-
TeamLease Skills University	4.50	4.50
Total	70.50	41.00

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Terms and conditions of transactions with related parties

- i) All transactions entered into with related parties defined under the Companies Act, 2013 were as per the contractual terms with the respective related parties on arm's-length pricing basis. The loans to subsidiaries are generally for periods upto 5 years and interest charged is prevalent to the market interest rate. Outstanding balances at the year-end are unsecured and settlement occurs in cash as per the credit terms with the respective related parties. This assessment of impairment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- ii) The non-interest bearing advance to key management personnel is for 1.5 years, repayable in monthly instalments.

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 2025	31 March 2024
Balance as at the year end		
TeamLease Foundation	1.50	2.00
TeamLease HRTech Private Limited	9.60	9.26
TeamLease Regtech Private Limited	0.80	-
Total	11.90	11.26
Maximum amount outstanding at any time during the year		
TeamLease Foundation	9.00	2.00
TeamLease HRTech Private Limited	9.60	10.00
TeamLease Regtech Private Limited	1.25	-
TSR Darashaw Service Private Limited	0.04	-
Total	19.89	12.00

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 2025	31 March 2024
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	2.38	2.03
- Interest due on above	0.17	0.08
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	0.06
The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.09	0.08
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.	0.17	0.08

The above disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/suppliers.

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Note 46: Contingent liabilities

	31 March 2025	31 March 2024
(a) Service tax matters ¹	4.63	4.63
(b) Disputed bonus liability ²	33.49	33.49
(c) Income tax matters ³	17.98	18.33
(d) Professional tax matters	0.67	0.67
(e) Minimum wages ²	0.19	-
(f) Goods and service tax (GST) matters ⁴	40.28	7.40
(g) Corporate guarantee given for credit facility taken by related parties	70.50	41.00

- 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 21).
- 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, both bonus liability and minimum wages 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 disallowed the 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 2016-17 (AY 2017-18) and 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 2017-18 and AY 2018-19, challenging the stand taken by tax authorities and has obtained a stay as of 31 March 2025.

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.

During the year, the Company has also received re-assessment notice u/s 148 of the Income Tax Act for AY 2019-20, AY 2020-21, AY 2021-22 and AY 2022-23 to reassess or recompute the loss or the depreciation allowance or any other allowance or deduction and submit a return in a prescribed form.

- 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.
- The aforementioned amounts under disputes are as per the demands from various authorities for the respective periods and has not been adjusted to include further interest and penalty leviable, if any, at the time of final outcome of the appeals.
- 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. Certain sections of the Code came into effect on 3 May 2024. However, 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 such final rules/interpretation will be issued.

Notes to the Standalone Financial Statements

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(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 47: Commitments

(a) Capital commitments

	31 March 2025	31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances):	3.64	0.55

(b) Leases

Company as a Lessee

The Company has lease contracts of building used in its operations. Leases of building have lease terms between 2 to 9 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. These lease agreements have escalation clauses primarily linked to inflation rates over the lease period and includes extension and termination option. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Company also has certain leases of building/laptops with lease terms of 12 months or less and with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The following are the amounts recognised in standalone statement of profit and loss for the year ended:

	31 March 2025	31 March 2024
Depreciation on right of use assets (Refer note 32)	24.92	21.38
Interest on lease liabilities (Refer note 31)	6.08	5.57
Expense relating to short-term leases and leases of low-value assets (included in other expenses) (Refer note 33)	1.55	2.94
Gain on modification of leases (net)	(0.56)	(0.52)
Total amount recognised in standalone statement of profit and loss	31.99	29.37

Note 48: Corporate social responsibility expenditure

As per the Section 135 of the Companies Act 2013 ('Act'), the Board shall ensure that the Company spends, in every financial year, at least two per cent of the average of the net profits of the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility ('CSR') Policy. Hence, the Company falls within the ambit of Section 135 of the Act and is required to contribute the amount stipulated under the aforesaid provisions of the Act.

	31 March 2025	31 March 2024
a) Gross amount required to be spent by the Company during the year	1.70	1.58
b) Amount approved by the Board to be spent during the year	1.70	1.58

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

c) Amount spent during the year ended on 31 March 2025:

	In cash	Yet to be paid in cash	Total
i) Construction/acquisition of any assets	0.57	-	0.57
ii) On purposes other than (i) above	1.13	-	1.13

d) Amount spent during the year ended on 31 March 2024:

	In cash	Yet to be paid in cash	Total
i) Construction/acquisition of any assets	-	-	-
ii) On purposes other than (i) above	1.58	-	1.58

e) Details related to spent/ unspent obligations:

	31 March 2025	31 March 2024
i) Contribution to Public Trust/ Charitable Trust	1.70	1.58
ii) Amount yet to be paid in cash in relation to:		
- Ongoing project	-	-
- Other than ongoing project	-	-
	1.70	1.58

* CSR expenditure has been incurred for promoting education, including special education and employment enhancing vocation skills.

f) Details of related party transactions

	31 March 2025	31 March 2024
Assets purchased from related party (TeamLease Skills University) and donated to charitable institutions	0.57	-

g) Details of other than ongoing project as per section 135(5) of the Act

Opening balance as at April 01, 2024		Amount required to be spent during the year	Amount spent during the year		Closing balance as at 31 March 2025	
With Company	In separate CSR unspent account		From Company's bank account	From separate CSR unspent account	With Company	In separate CSR unspent account
-	-	1.70	1.70	-	-	-

Opening balance as at April 01, 2023		Amount required to be spent during the year	Amount spent during the year		Closing balance as at 31 March 2024	
With Company	In separate CSR unspent account		From Company's bank account	From separate CSR unspent account	With Company	In separate CSR unspent account
-	-	1.58	1.58	-	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 49: Information of investments made in subsidiary, associate and joint venture

Following is the key information of investee entities.

Name of investee	Relationship with the Company	Principal place of business	31 March 2025	31 March 2024
TeamLease Foundation	Subsidiary	India	100%	100%
TeamLease Digital Private Limited	Subsidiary	India	100%	100%
TeamLease HRTech Private Limited	Subsidiary	India	100%	100%
TeamLease Edtech Limited	Subsidiary	India	77.67%	77.67%
TeamLease Regtech Private Limited	Subsidiary	India	61.50%	61.50%
TSR Darashaw HR Services Private Limited	Subsidiary	India	90%	-
Crystal HR and Security Solutions Private Limited	Joint venture	India	30%	-

The above disclosure made do not include step down subsidiaries and are with respect to above entities existing as at 31 March 2025 and 31 March 2024. The Company has accounted for investments in the above entities at cost less impairment loss, if any.

Note 50: Ratios (as applicable)

Ratio	Numerator	Denominator	31 March 2025	31 March 2024	% change	Reason for variance
Current Ratio	Current assets	Current liabilities	1.19	1.15	3.48%	-
Return on Equity Ratio	Profit for the year	Average shareholder's equity	11.84%	13.74%	-13.83%	-
Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable (including unbilled revenue)	21.58	20.86	3.45%	-
Trade Payable Turnover Ratio	Other expenses, subcontracting expenses and staff welfare expenses (excluding non cash expenses)	Average trade payables	10.54	8.65	21.85%	-
Net Capital Turnover Ratio	Revenue from operations	Working capital = Current assets – current liabilities	61.14	69.33	-11.81%	-
Net Profit Ratio	Profit for the year	Revenue from operations	0.94%	1.25%	-24.80%	-
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible net worth + total debt- deferred tax assets	13.40%	15.29%	-12.36%	-
Return on Investment	Interest (Finance Income) and Net gain on sale of current investments	Investment = Investment in debentures+ loans + deposits with banks	8.75%	7.93%	10.34%	-

Note: There are no long-term debts, hence Debt- Equity Ratio and Debt Service Coverage Ratio are not furnished. Further the Company's business does not require maintenance of inventories, accordingly Inventory turnover ratio is not furnished.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 51: Disclosure for struck off companies

The Company has transactions/balances with the below mentioned Companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

Name of struck off Company	Nature of transactions with struck-off Company	Transactions during the year ended 31 March 2025	Transactions during the year ended 31 March 2024	Receivables/ (payables) as at 31 March 2025 (net)	Receivables/ (payables) as at 31 March 2024 (net)	Relationship with the struck-off Company
Galaxe E Solutions India Private Limited	Income from regulatory and other HR services. Revenue: (31 March 2025: ₹ 12,000) Receivables: (31 March 2024: ₹ 31,202)	0.00	0.04	-	0.00	Customer
Perfekt Labs Private Limited	Legal and professional charges Payables: (31 March 2025: ₹ 11,520; 31 March 2024: ₹ 11,520)	-	-	(0.00)	(0.00)	Vendor
Protishruti Marketing Private Limited	Miscellaneous expenses	-	-	(0.03)	(0.03)	Vendor
A2R Skills Private Limited	Training expenses Transaction: (31 March 2025: ₹ 30,395)	0.00	0.05	(0.01)	(0.01)	Vendor
Excell Media Private Limited	Miscellaneous expenses Transaction: (31 March 2024: ₹ 20,444)	-	0.00	-	-	Vendor
Akarshan People Management Private Limited	Training expenses Payables: (31 March 2025: ₹ 15,300; 31 March 2024: ₹ 15,300)	-	-	(0.00)	(0.00)	Vendor

Note: The above transactions are in normal course of business.

Note 52: Other Statutory Information

- No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- Following are the details of the funds advanced by the Company to Intermediaries for further advancing to the Ultimate beneficiaries:

Name of the intermediary to which the funds are advanced	Date of Funds advanced	Amount of funds advanced	Date on which funds are further advanced invested by Intermediaries to other intermediaries or Ultimate Beneficiaries	Amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries	Ultimate Beneficiary
TeamLease Foundation	10 April 2024	4.00	10 April 2024	4.00	TeamLease Skills University

* Entire amount has been repaid by TeamLease Skills University during the year ended 31 March 2025

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Complete details of the intermediary and Ultimate Beneficiary:

Name of the entity	Registered Address	Government Identification Number	Relationship with the Company
TeamLease Foundation	315 Work Avenue Campus, Ascent Bldg., Koramangala Ind. Layout, Jyoti Nivas College Road, Koramangala, Bengaluru, Karnataka, India, 560095	AADCT8958N	Subsidiary Company
TeamLease Skills University	77, Ascent Building, Jyothi Nivas College Road Koramangala Industrial Layout, Koramangala, Bengaluru, Bengaluru Urban, Karnataka, 560095	AAAJT2549P	Enterprises under significant influence

The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act, 2013 for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003)

The Company has not advanced any fund to intermediaries for further advancing to other person on behalf of ultimate beneficiaries for the year ended 31 March 2024.

- (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 transaction which is 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 Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (viii) MCA has amended the Rule 3 of the Companies (Accounts) Rules, 2014 (the "Accounts Rules") vide notification dated 5 August 2022, relating to the mode of keeping books of account and other books and papers in electronic mode. Back-ups of the books of account and other books and papers of the Company maintained in electronic mode are now required to be retained on a server located in India on daily basis (instead of back-ups on a periodic basis as provided earlier) as prescribed under Rule 3(5) of the Accounts Rules. With respect to the above, the Company has complied with the requirement.
- (ix) The Company has used accounting softwares 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 softwares, except that, audit trail feature is not enabled for direct changes to data using privileged/ administrative access rights. Additionally for one of the accounting software edit log is enabled for master data changes w.e.f. 11 April 2024. 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 softwares where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded.

Notes to the Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in crores, except as stated otherwise)

Note 53: Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in these financial statements have been rounded off or truncated as deemed appropriate by the management of the Company. The figures of the previous year end have been regrouped or reclassified, wherever necessary.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

Place: Bengaluru

Date: 21 May 2025

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Kumar Nedurumalli

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Place: Bengaluru

Date: 21 May 2025

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

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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"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its joint venture comprising of the consolidated Balance sheet as at March 31 2025, the consolidated Statement of Profit and Loss, including other comprehensive income/(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 and its joint venture, 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 and its joint venture as at March 31, 2025, their consolidated profit including other comprehensive income/(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 and its joint venture 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, 2025. 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	How our audit addressed the key audit matter
Revenue recognition and recoverability of trade receivables The Group's consolidated revenues for the financial year 2024-25 amounts to Rs. 11,155.87 Crores, majority of which are from General staffing and allied services. The Group has various streams of revenue with multiple types of customer contracts characterised by a larger volume of transactions. Trade Receivables (including unbilled revenue) of ₹ 709.20 Crores represent significant portion of total assets as at March 31, 2025. The Group has adopted a provisioning policy in respect of trade receivables based on historical trends and available industry information.	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.

Key audit matters	How our audit addressed the key audit matter
Due to multiple types of revenue contracts with large volume of transactions and significant judgement required by the management to estimate provision for trade receivables, this matter is considered as a key audit matter. Refer note 29, note 17 and note 11 to the consolidated financial statements for the Group's disclosures on revenues and trade receivables respectively. Impairment of Goodwill Goodwill in consolidated financial statement is ₹ 185.57 Crores as at March 31, 2025. 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 testing 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.	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 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 including impairment assessment for goodwill. We assessed whether the Group's accounting policy with respect to impairment is in accordance with Ind AS 36 "Impairment of assets". 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. We involved valuation specialists to perform an evaluation of Group's valuation model and the underlying key assumptions, including long-term growth and discount rates. We discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate whether the inputs and assumptions used in the cash flow forecasts were appropriate. We also assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. We evaluated sensitivity of the valuation resulting from changes in key assumptions and compared the assumptions to corroborating information including industry reports and competitor's information, historic performance of the Group, economic developments and industry outlook. We assessed the disclosures in the consolidated financial statements for compliance with the disclosure requirements.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this report.

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. When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as applicable under the applicable laws and regulations.

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 income/(loss), consolidated cash flows and consolidated statement of changes in equity of the Group including its joint venture 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 and of its joint venture 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 and of its joint venture 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 and of its joint venture 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 and its joint venture 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 and its joint venture 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 and its joint venture 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, 2025 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 8 subsidiaries, whose financial statements include total assets of ₹ 107.20 Crores as at March 31, 2025, and total revenues of ₹158.07 Crores and net cash outflows of ₹ 11.27 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. The consolidated financial statements also include the Group's share of net profit of ₹ 0.17 Crores for the year ended March 31, 2025, as considered in the consolidated financial statements, in respect of 1 joint venture, whose financial statements, other financial information have been audited by other auditors and whose 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, joint venture 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 and its joint venture 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 and its joint venture incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph, we give in the **"Annexure 1"** a statement on the matters specified in paragraph 3(xxi) of the Order.

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 and its joint venture 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 Income/ (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, 2025 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 and joint venture, none of the directors of the Group's companies, its joint venture, incorporated in India, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);
 - (g) With respect to the adequacy of the internal financial controls with reference to consolidated financial

statements of the Holding Company, its subsidiary companies and joint venture incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in **"Annexure 2"** to this report;

- (h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and joint venture incorporated in India, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company, its subsidiaries and joint venture incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (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 and its joint venture 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 and its joint venture in its consolidated financial statements – refer note 46 to the consolidated financial statements;
 - ii. The Group and its joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and its joint venture incorporated in India during the year ended March 31, 2025;
 - iv. a) The respective managements of the Holding Company, its subsidiaries and its joint venture 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 and joint venture respectively that, to the best of its knowledge and belief, other than as disclosed in the note 51 (iv) to the consolidated financial statements, 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

or joint venture 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 or joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The respective managements of the Holding Company, its subsidiaries and its joint venture 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 and joint venture respectively that, to the best of its knowledge and belief and as disclosed in the note 51 (v) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries or joint venture 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 or joint venture 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 and joint venture 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, its subsidiaries and joint venture incorporated in India;

- vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and joint venture, which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, subsidiaries and joint venture, have used accounting softwares 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 softwares, except that, audit trail feature is not enabled for direct changes to data using privileged/ administrative access rights across entities and accounting softwares. Additionally for one of the accounting software edit log is enabled for master data changes w.e.f. April 11, 2024 as described in note 51 (ix). Further the accounting softwares used by three subsidiaries and a joint venture did not have a feature of recording audit trail (edit log) facility and same did not operate throughout the year for all relevant transactions recorded in the softwares. During the course of our audit, we and respective auditors of the above referred subsidiaries and joint venture did not come

across any instance of audit trail feature being tampered in respect of accounting softwares where the audit trail has been enabled. Additionally, audit trail has been preserved by the Group and its joint venture for prior year as per the statutory requirements for record retention only to the extent it was enabled and recorded.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI firm registration number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

UDIN: 25061207BMNTVY8445

Place of Signature: Bengaluru

Date: May 21, 2025

Annexure I

referred to in clause 1 of paragraph on the 'Report on Other Legal and Regulatory Requirements' of our report of even date

Re: TeamLease Services Limited ("the Holding Company")

In terms of the information and explanations sought by us and given by the Holding 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, and based on the consideration of reports of auditors in respect of subsidiaries, we state that the observations by the respective auditors in their reports on Companies (Auditor's Report) Order, 2020 of the companies included in the Consolidated Ind AS Financial Statements are:

Sl.No	Name	CIN	Holding Company/ subsidiary	Clause number of the CARO report which has observations
1	TeamLease Services Limited	L74140KA2000PLC118395	Holding Company	Clause 3 (ii)(b), 3(iii)(c) and (f) and 3(vii)
2	TeamLease Digital Private Limited	U74999MH2016PTC283227	Subsidiary Company	Clause 3 (ii)(b) and 3(vii)
3	TeamLease HRTech Private Limited	U72200KA2005PTC113117	Subsidiary Company	Clause 3 (xvii)
4	TeamLease Regtech Private Limited	U74999PN2018PTC179553	Subsidiary Company	Clause 3 (iv)

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI firm registration number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

UDIN: 25061207BMNTVY8445

Place of Signature: Bengaluru

Date: May 21, 2025

Annexure 2

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, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, 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 and its joint venture, 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, its subsidiaries and its joint venture 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, 2025, 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 five subsidiaries and a joint venture, which are companies incorporated in India to the extent applicable, is based on the corresponding reports of the auditors of such subsidiaries and joint venture incorporated in India.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI firm registration number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

UDIN: 25061207BMNTVY8445

Place of Signature: Bengaluru

Date: May 21, 2025

Consolidated Balance Sheet

as at March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4	10.22	11.09
Right of use assets	5	6715	6910
Goodwill on consolidation (net)	6	185.57	173.27
Other intangible assets	6	4763	39.31
Intangible assets under development	7	33.67	11.30
Financial assets			
(i) Investments	8	13.29	3.00
(ii) Other financial assets	12	138.43	116.42
Deferred tax assets (net)	13	6.29	8.01
Income tax assets (net)	15	285.58	264.78
Other assets	16	3.87	4.44
Total non-current assets		791.70	700.72
Current assets			
Financial assets			
(i) Investments	10	62.35	-
(ii) Loans	9	-	0.19
(iii) (a) Trade receivables	17	491.25	449.58
(iii) (b) Unbilled revenue	11	21795	216.26
(iv) Cash and cash equivalents	18	94.90	168.06
(v) Bank balances other than cash and cash equivalents	18	83.68	167.88
(vi) Other financial assets	12	357.63	197.40
Other assets	19	45.14	36.78
Total current assets		1,352.90	1,236.15
Total assets		2,144.60	1,936.87
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	20	16.77	16.77
Other equity	21(a)	890.13	781.25
Equity attributable to shareholders of the Company		906.90	798.02
Non-controlling interests	21(b)	16.05	13.23
Total equity		922.95	811.25
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	22	45.57	52.31
(ii) Other financial liabilities	23	1.07	0.41
Deferred tax liabilities (net)	14	0.10	1.89
Employee benefit obligations	24	136.01	115.01
Other liabilities	25	4.22	4.22
Total non-current liabilities		186.97	173.84
Current liabilities			
Financial liabilities			
(i) Borrowings	26	44.98	30.52
(ii) Lease liabilities	22	27.51	21.98
(iii) Trade payables	27	69.54	61.66
(iv) Other financial liabilities	23	406.08	406.96
Employee benefit obligations	24	114.07	100.71
Other liabilities	28	372.50	329.95
Total current liabilities		1,034.68	951.78
Total liabilities		1,221.65	1,125.62
Total equity and liabilities		2,144.60	1,936.87
Summary of material accounting policies	3		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Kumar Nedurumalli

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bengaluru

Date: 21 May 2025

Place: Bengaluru

Date: 21 May 2025

Consolidated Statement of Profit and Loss

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Revenue from operations	29	11,155.87	9,321.53
Other income	30	44.72	46.18
Total income		11,200.59	9,367.71
Expenses			
Employee benefits expense	31	10,622.63	8,905.93
Subcontracting expenses	32	256.27	159.25
Finance costs	33	14.80	10.23
Depreciation and amortisation expense	34	53.68	52.53
Other expenses	35	138.88	125.55
Total expenses		11,086.26	9,253.49
Profit before share of profit of joint venture, exceptional items and tax		114.33	114.22
Share of profit of joint venture (net of tax)		0.17	-
Profit before exceptional items and tax		114.50	114.22
Exceptional item	36	-	3.51
Profit before tax		114.50	117.73
Tax expense:			
- Current tax	15	6.86	7.44
- Adjustment of tax relating to earlier years	15	0.80	0.43
- Deferred tax credit	13, 14	(3.63)	(2.80)
Income tax expense		4.03	5.07
Profit for the year		110.47	112.66
Attributable to:			
(i) Owners of the parent company		108.76	112.15
(ii) Non-controlling interest		1.71	0.51
Other comprehensive income/ (loss)			
(a) Items to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translating the financial statements of a foreign operation		0.07	-
Income tax effect		-	-
(b) Items that will not be reclassified to profit or loss in subsequent periods:			
Re-measurement (losses)/ gains on defined benefit obligations	38	(0.48)	(1.45)
Income tax effect		0.11	0.36
Other comprehensive (loss)/ income, net of tax		(0.30)	(1.09)
Attributable to:			
(i) Owners of the parent company		(0.32)	(0.96)
(ii) Non-controlling interest		0.02	(0.13)
Total comprehensive income/ (loss) for the year, net of tax		110.17	111.57
Attributable to:			
(i) Owners of the parent company		108.44	111.19
(ii) Non-controlling interest		1.73	0.38
Earnings per equity share [nominal value of share ₹ 10 each (March 31, 2024: ₹ 10 each)]			
Basic and diluted (amount in ₹)	37	64.86	66.65
Summary of material accounting policies	3		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**
Partner
Membership Number: 061207

Place: Bengaluru
Date: 21 May 2025

For and on behalf of the Board of Directors of
TeamLease Services Limited

Ashok Kumar Nedurumalli
Managing Director
DIN: 00151814

Ramani Dathi
Chief Financial Officer

Place: Bengaluru
Date: 21 May 2025

Subramaniam Somasundaram
Independent Director
DIN: 01494407

Alaka Chanda
Company Secretary
F10911

Consolidated Statement of Cash Flows

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from operating activities			
Profit before tax		114.50	117.73
Adjustments to reconcile profit before tax to net cash flows from operating activities:			
Depreciation and amortisation expense		53.68	52.53
Finance costs		14.80	10.23
Interest income		(31.93)	(28.38)
(Profit)/loss on sale/disposal of property, plant and equipment (net)		(0.17)	0.03
Intangible assets under development written off		-	0.38
Liabilities/provisions no longer required written back		(4.83)	(10.88)
Impairment allowances for doubtful receivables/ bad debts/ advances written off		12.31	9.77
Share based payment expenses (net)		2.34	(1.79)
Gain on sale of current investments (net)		(5.19)	(4.51)
Fair value gains on current investments (net)		(2.20)	-
Share of profit of joint venture		(0.17)	-
Recovery from PF Trust		-	(3.51)
Unrealised foreign exchange loss		0.19	-
Working capital adjustments			
(Increase)/decrease in trade receivables (including unbilled revenue)		(48.31)	(132.97)
(Increase) / decrease in other assets		(8.37)	(4.02)
(Increase) / decrease in other financial assets		(36.30)	(21.60)
(Decrease)/ increase in trade payables and other financial liabilities		(6.43)	89.06
Increase/ (decrease) in other liabilities		45.16	70.62
Increase/ (decrease) in employee benefit obligations		33.25	23.97
		132.33	166.66
Income tax payments		(27.95)	(48.83)
Net cash flows from/ (used in) operating activities *		104.38	117.83
Cash flows from investing activities			
Purchase of property, plant and equipment, intangible assets and intangibles under development		(30.99)	(20.53)
Proceeds from sale of property, plant and equipment		0.47	0.06
Acquisition of business (net of cash)		(18.40)	-
(Purchase)/ sale of current investments (net)		(54.96)	195.39
Loans and advances repaid by/(given to) employee		0.19	(0.19)
Purchase of non-current investments		(10.12)	-
(Investments in)/maturity of fixed deposits (net)		(60.38)	(156.33)
Interest received		26.67	19.04
Recovery from PF Trust		-	3.51
Net cash flows (used in)/ from investing activities		(147.52)	40.95

Consolidated Statement of Cash Flows

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from financing activities			
Proceeds from / (repayment of) borrowings (net)		4.91	-
Repayment of principal portion of lease liabilities		(25.14)	(21.29)
Finance costs (including interest on lease liabilities)		(14.80)	(10.21)
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)
Net cash flows (used in)/from financing activities		(35.03)	(151.35)
Net (decrease)/ increase in cash and cash equivalents		(78.17)	7.43
Cash and cash equivalents at the beginning of the year		137.54	130.11
Effect of exchange differences on cash and cash equivalents held in foreign currency		0.05	-
Cash and cash equivalents at the end of the year	18	59.42	137.54

* Includes amount spent in cash towards corporate social responsibility of ₹1.99 crores (March 31, 2024: ₹1.87 crores)

Notes

- Cash flow statement is made using the indirect method.
- Refer note 22 for details pertaining to changes in liabilities arising from financing activities.
- Refer note 5 for details pertaining to acquisition of right of use assets.

Summary of material accounting policies 3

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Kumar Nedurumalli

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

F10911

Place: Bengaluru

Date: 21 May 2025

Place: Bengaluru

Date: 21 May 2025

Consolidated Statement of Changes in Equity

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

a. Equity share capital:

Issued, subscribed and fully paid share capital

	Numbers	Amount (in ₹ crores)
Equity shares of ₹ 10 each:		
As at April 01, 2023	1,70,96,769	1710
Buy back of equity shares during the year	(3,27,869)	(0.33)
As at 31 March 2024	1,67,68,900	16.77
Changes in equity share capital	-	-
As at 31 March 2025	1,67,68,900	16.77

b. Other equity

Particulars	Attributable to equity shareholders of the Parent							Non-controlling interests	Total other equity
	Reserves and surplus					Items of other comprehensive income	Total		
	Securities premium	Equity portion of non-controlling interests	Share based payment reserves	Capital redemption reserve	Retained earnings	Exchange differences on translating the financial statements of a foreign operation			
As at April 01, 2023	248.73	-	4.24	-	537.56	-	790.53	12.85	803.38
Profit for the year	-	-	-	-	112.15	-	112.15	0.51	112.66
Other comprehensive (loss)/	-	-	-	-	(0.96)	-	(0.96)	(0.13)	(1.09)
income for the year (net of tax)*									
Total	248.73	-	4.24	-	648.75	-	901.72	13.23	914.95
Share based payment expense	-	-	(1.79)	-	-	-	(1.79)	-	(1.79)
(net) (refer note 31)									
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	-	-	-	0.33	(0.33)	-	-	-	-
buy back [refer note 20 (v)]									
As at March 31, 2024	149.06	-	2.45	0.33	629.41	-	781.25	13.23	794.48
As at April 01, 2024	149.06	-	2.45	0.33	629.41	-	781.25	13.23	794.48
Profit for the year	-	-	-	-	108.76	-	108.76	1.71	110.47
Other comprehensive (loss)/	-	-	-	-	(0.38)	0.06	(0.32)	0.02	(0.30)
income for the year (net of tax)*									
Total	149.06	-	2.45	0.33	737.79	0.06	889.69	14.96	904.65
Share based payment expense	-		2.34	-	-	-	2.34	-	2.34
(net) (refer note 31)									
Acquisition of non-controlling	-	(1.90)	-	-	-	-	(1.90)	1.09	(0.81)
interests (refer note 48)									
At March 31, 2025	149.06	(1.90)	4.79	0.33	737.79	0.06	890.13	16.05	906.18

* As required under Ind AS compliant Schedule III, the Company has recognised remeasurement gains/ (losses) of defined benefit plans as part of retained earnings.

Summary of material accounting policies 3

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**
Partner
Membership Number: 061207

For and on behalf of the Board of Directors of
TeamLease Services Limited

Ashok Kumar Nedurumalli
Managing Director
DIN: 00151814

Ramani Dathi
Chief Financial Officer

Subramaniam Somasundaram
Independent Director
DIN: 01494407

Alaka Chanda
Company Secretary
F10911

Place: Bengaluru
Date: 21 May 2025

Place: Bengaluru
Date: 21 May 2025

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

1 Corporate information

TeamLease Services Limited (the "Company"), its subsidiaries, joint venture and trust are collectively referred herein as the "Group". The Group is primarily engaged in providing a gamut of Human Resources ("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 May 15, 2015. The equity shares of the Company got listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") w.e.f. February 12, 2016.

The consolidated financial statements are approved for issue in accordance with a resolution passed by the Board of Directors of the Company on May 21, 2025. The consolidated financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the Company.

2 Statement of compliance and basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under 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 (as amended from time to time), (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 the historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) 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 provide comparative information in respect of the previous period. The consolidated financial statements are presented in Indian Rupees crores which is the currency

of the primary economic environment in which the Company operated, rounded off to two decimal places, except where otherwise indicated.

2.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company, its subsidiaries, joint venture and ESOP trust as at March 31, 2025. 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 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

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

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 consolidated financial statements to ensure conformity with the group's accounting policies.

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 March 31, 2025.

Consolidated financial statements present assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries as those of a single economic entity. In preparing these consolidated financial statements, below key consolidation procedures are followed:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, assets, liabilities, equity, income, expenses and cash flows of subsidiaries are

based on the amounts of the assets and liabilities determined as per the Business Combination policy and recognised in the consolidated financial statements at the acquisition date.

- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- (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 in assets, such as inventory and fixed assets, 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:

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	
			March 31, 2025	March 31, 2024
TeamLease Foundation (TLF)	Manpower staffing and CSR activities	India	100	100
TeamLease Digital Private Limited (TDPL)	IT Staffing business	India	100	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 automation	India	61.50	61.50
TeamLease Employee Stock Plan Trust (TESPL)	ESOP Trust	India	100	100
Teamlease Regtech Employee Welfare Trust (TREWT) (w.e.f. January 21, 2025)	ESOP Trust	India	61.50	61.50
TSR Darashaw HR Services Private Limited (TDHSPL) (w.e.f. December 20, 2024)	Payroll services	India	90	-
TeamLease Digital Singapore PTE Limited (TDSPL) (formerly known as Ikigai Enablers Pte. Ltd.) (w.e.f. February 04, 2025)	Manpower staffing	Singapore	80	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Name of the subsidiary	Principal activities	Country of incorporation	% equity interest	
			March 31, 2025	March 31, 2024
Saburi Consulting – FZE (SCF) (w.e.f. February 04, 2025)	Manpower staffing	Dubai	80	-
HR Tech SG Pte. Ltd. (HTSPL) (w.e.f. February 04, 2025)	Manpower staffing	Singapore	80	-
TeamLease Edtech Foundation (TEF) (w.e.f. February 06, 2025)	CSR Activity	Indian	77.67	-

Entity with significant influence over the Group

HR Offshoring Ventures Pte Limited owns 23.80% of the equity shares in TeamLease Services Limited (March 31, 2024: 23.80%).

Joint arrangement in which the Group is a joint venturer

Name of the Joint venture	Principal activities	Country of incorporation	% equity interest	
			March 31, 2025	March 31, 2024
Crystal HR and Security Solutions Private Limited (CHSSPL) (w.e.f. January 06, 2025)	Payroll services	India	30	-

For more details, refer note 49.

3 Summary of material accounting policies

The material accounting policies applied by the Group in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these consolidated financial statements, unless otherwise stated.

3.1 Current versus non-current classification

The Group segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current and advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified period up to twelve months as its operating cycle.

3.2 Foreign currency translation

i) Functional and presentation currency

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity,

the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

ii) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

- (i) Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are

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recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI and accumulated in equity in a separate reserve, viz., Foreign Currency Translation Reserve. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

- (ii) Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These differences are recognised in OCI and accumulated in equity in a separate reserve, viz., Hedge Reserve until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- (iii) Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

iii) Group companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

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.

Income from general/ specialised staffing services

Income from general/ specialised staffing services is accounted on accrual basis on performance of the services agreed as per contracts with customers.

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Income from regulatory and other HR 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.

Income from contributions/donations/grants

Income from contributions/ donations/ grants in the nature of donation from third parties are recognised on accrual basis as per contracts with customers for performance of CSR activities.

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.

Dividend income

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.

Contract balances

Unbilled revenue

Unbilled revenue is initially recognised for revenue earned from services because the receipt of consideration is conditional on successful completion of the services. Upon completion of the services and acceptance by the customer, the amount recognised as Unbilled revenue is reclassified to trade receivables.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Note 3.9- Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services.

Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related services to the customer).

3.4 Taxes

Income tax

Tax expense comprises current tax expense and deferred tax.

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 in the countries where the Group operates and generates taxable income.

Income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly 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 considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base 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:

- (i) 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;
- (ii) In respect of taxable temporary differences associated with investments in subsidiaries and joint venture, 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.

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Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- (i) 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;
- (ii) In respect of deductible temporary differences associated with investments in subsidiaries 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.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports.

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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change.

Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current/ non-current assets/ liabilities in the balance sheet.

Goods and Services Tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included;

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current/ non-current assets/ liabilities in the balance sheet.

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.

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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 (including in substance 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 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

Property, 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

The Group, based on technical assessment made by technical expert and management estimate, depreciates certain items of building, plant and equipment and furniture and fixtures over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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	3-8
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.

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3.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs (refer below policy for R&D costs), are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

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.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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 or 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 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.

Amortisation methods, estimated useful lives

Amortisation 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

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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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations are recognised in the standalone statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. 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.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods. The Group assesses whether climate risks, including physical risks and transition risks could have a significant impact. If so, these risks are included in the cash-flow forecasts in assessing value-in-use amounts.

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 are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

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The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

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 fixed number of equity shares. Investment in preference shares/debentures not meeting the aforesaid conditions are classified as debt instruments at amortised cost.

Subsequent measurement

(i) Financial assets

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments).
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments).
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets.' Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit and loss.

Financial assets at fair value through other comprehensive income (FVOCI)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent solely payments of principal and interest (SPPI).

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation for the issuer and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity investment which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit and loss (FVTPL)

Financial assets in this category are those that are held for trading and have been either designated by management upon initial recognition or are

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mandatorily required to be measured at fair value under Ind AS 109 i.e. they do not meet the criteria for classification as measured at amortised cost or FVOCI. Management only designates an instrument at FVTPL upon initial recognition, if the designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis. Such designation is determined on an instrument-by-instrument basis. For the Group, this category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. The Group has not designated any financial assets at FVTPL.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Interest earned on instruments designated at FVTPL is accrued in interest income, using the EIR, taking into account any discount/ premium and qualifying transaction costs being an integral part of instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using the contractual interest rate. Dividend income on listed equity investments are recognised in the statement of profit and loss as other income when the right of payment has been established.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets. The Group applies a simplified approach in calculating ECL. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group 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 Group'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 standalone statement of profit and loss.

Derecognition of financial assets

A financial asset is primarily derecognised (i.e. removed from the Company's Consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

(ii) Financial Liabilities

Initial recognition, measurement and presentation

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss

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- Financial liabilities at amortised cost (loans and borrowings)

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 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 recognized 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 changes in fair value of such liability are recognised in the statement of profit and loss.

Financial liabilities at amortised cost (Borrowings)

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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.

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 and 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

The Group measures financial instruments, such as, investments, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. 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.

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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. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value includes discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result from general approximation of value and the same may differ from the actual realised value.

External valuers are involved for valuation of significant assets, such as investments. Involvement of external valuers is decided upon annually by the management of the Company after discussion with and approval by the Company's Board of Directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. On an interim basis, the management and the Group's external valuers present the valuation results to the Audit Committee and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

3.10 Borrowing costs

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 (qualifying asset) are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

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, that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. For the purpose of presentation in the consolidated 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 and cash credits as they are considered an integral part of the Group's cash management.

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3.13 Retirement and other employee benefits

(a) 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.

(b) 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.

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

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefits. The Group measures the

expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Group presents the entire accumulated leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at each balance sheet date.

(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.

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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) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity, or
- (b) a present obligation that arises from past events but is not recognized because
 - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
 - the amount of the obligation cannot be measured with sufficient reliability.

The Group does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote.

Provisions and contingent liabilities are reviewed at each reporting date.

3.15 Dividend

The Group recognises a liability to pay dividend to owners of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Group. A corresponding amount is recognised directly in equity. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders.

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. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the parent company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential 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 and 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. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities

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representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- (i) Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- (ii) Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- (iii) Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- (iv) Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

When additional payments contingent on future events are negotiated and agreed as part of the business combination agreement, the entity analyses the nature as well as economic substance of these payments, particularly, payments made to those who remain as employees of the business after it is acquired, to determine whether these whether they are in the nature of payment for future employee services or they represent contingent consideration for business combination. In the former case, depending on the exact terms of the arrangement, the payments to be made are accounted for as remuneration for services to be received subsequent

to the acquisition, rather than as part of the consideration paid for the business. Any contingent consideration to be transferred by the acquirer, i.e., contingent payment to be treated as such, is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

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, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

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. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

3.19 Investment in joint venture

The group holds an interest in a joint venture, CHSSPL. The financial statements of CHSSPL is prepared for the same reporting period as the Group. The accounting policies of the joint venture are aligned with those of the Group. Therefore, no adjustments are made when measuring and recognising the Group's share of the profit or loss of the investees after the date of acquisition.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining whether joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its joint venture is accounted for using the equity method. Under the equity method, the investment in joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually. Thus, reversals of impairments may effectively include reversal of goodwill impairments. Impairments and reversals are presented within 'Share of profit of a joint venture' in the statement of profit or loss.

The statement of profit and loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

If an entity's share of losses of a joint venture equals or exceeds its interest in the joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of a joint venture is shown separately on the face of the statement of profit and loss and represents profit or loss after tax and non-controlling interests in the subsidiaries of the joint venture.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of a joint venture' in the statement of profit and loss.

Upon loss of significant influence over the joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

3.20 Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects

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the amounts that it recognises in its consolidated financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its consolidated financial statements, but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

3.21 New and amended standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3.22 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 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 calculation is most sensitive to changes in 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. Further details about gratuity obligations are given in Note 38.

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.

Impairment of goodwill and non-current assets

Determining whether goodwill and other non-current investments are impaired requires an estimation of the value in use of the individual investments in subsidiaries 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.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 41 and 42 for further disclosures.

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Provision for expected credit losses of trade receivables and contract assets

The Group has framed the policy to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Group creates allowance for all unsecured receivables based on lifetime expected credit loss. The provision is initially based on the Group's historical collections trend and available industry information. The Group will calibrate the provision to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the industry, the historical collections trend is adjusted. At every reporting date, the historical collections trend is updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical collections trend, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive

to changes in circumstances and of forecast economic conditions. The Group's historical collections trend and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 42.

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 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.

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Note 4: Property, plant and equipment

	Office equipment	Computers	Furniture and fixtures	Vehicles	Plant and machinery	Leasehold Improvements	Total
Gross carrying value							
As at April 01, 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 March 31, 2024	5.16	14.60	2.25	0.33	-	7.06	29.40
Additions on acquisitions	-	0.01	-	-	-	-	0.01
Additions	0.62	3.20	0.41	0.58	-	0.49	5.30
Disposals	(0.12)	(1.49)	(0.01)	-	-	(1.66)	(3.28)
As at March 31, 2025	5.66	16.32	2.65	0.91	-	5.89	31.43
Accumulated depreciation							
As at April 01, 2023	4.47	7.25	1.38	0.16	0.24	4.05	17.55
Depreciation 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 March 31, 2024	3.59	8.15	1.39	0.09	-	5.09	18.31
Depreciation charge during the year	0.66	3.95	0.24	0.11	-	0.92	5.88
Disposals	(0.08)	(1.25)	-	-	-	(1.65)	(2.98)
As at March 31, 2025	4.17	10.85	1.63	0.20	-	4.36	21.21
Net carrying value							
As at March 31, 2024	1.57	6.45	0.86	0.24	-	1.97	11.09
As at March 31, 2025	1.49	5.47	1.02	0.71	-	1.53	10.22

* The Group has not revalued the property, plant and equipment during the year ended March 31, 2025 and March 31, 2024.

Note 5: Right of use assets

	Buildings	Vehicles	Total
Gross carrying value			
As at April 01, 2023	133.75	-	133.75
Additions	21.87	1.40	23.27
Disposals	(18.75)	-	(18.75)
As at March 31, 2024	136.87	1.40	138.27
Additions on acquisitions	0.20	-	0.20
Additions	31.45	0.17	31.62
Disposals	(47.64)	(0.67)	(48.31)
As at March 31, 2025	120.88	0.90	121.78
Accumulated depreciation			
As at April 01, 2023	56.73	-	56.73
Depreciation charge during the year	23.74	0.26	24.00
Disposals	(11.56)	-	(11.56)
As at March 31, 2024	68.91	0.26	69.17
Depreciation charge during the year	27.20	0.44	27.64
Disposals	(41.90)	(0.28)	(42.18)
As at March 31, 2025	54.21	0.42	54.63
Net carrying value			
As at March 31, 2024	67.96	1.14	69.10
As at March 31, 2025	66.67	0.48	67.15

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Note 6: Other Intangible assets

	Customer relationships	Brands	Non-compete	Databases	Software	Total	Goodwill*
Gross carrying value							
As at April 01, 2023	75.98	2.44	13.23	0.37	39.83	131.85	186.20
Additions/adjustments	-	-	-	-	18.85	18.85	-
Disposals	-	-	-	-	-	-	-
As at March 31, 2024	75.98	2.44	13.23	0.37	58.68	150.70	186.20
Additions on acquisitions	16.21	-	0.66	-	0.01	16.88	12.30
Additions	-	-	-	-	11.60	11.60	-
Disposals	-	-	-	-	-	-	-
As at March 31, 2025	92.19	2.44	13.89	0.37	70.29	179.18	198.50
Accumulated amortisation and impairment							
As at April 01, 2023	52.34	2.44	11.46	0.37	22.98	89.59	12.93
Amortisation charge during the year	11.55	-	1.54	-	8.71	21.80	-
Disposals	-	-	-	-	-	-	-
As at March 31, 2024	63.89	2.44	13.00	0.37	31.69	111.39	12.93
Amortisation charge during the year	8.75	-	0.28	-	11.13	20.16	-
Disposals	-	-	-	-	-	-	-
As at March 31, 2025	72.64	2.44	13.28	0.37	42.82	131.55	12.93
Net carrying value							
As at March 31, 2024	12.09	-	0.23	-	26.99	39.31	173.27
As at March 31, 2025	19.55	-	0.61	-	27.47	47.63	185.57

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	March 31, 2025		March 31, 2024	
	Specialised Staffing Services	Other HR Services	Specialised Staffing Services	Other HR Services
Growth rate (average)	19%	25%	18%	39%
Operating margins (average)	8%	15%	8%	25%
Discount rate (post-tax)	19%	19%	19%	19%
Terminal growth rate (average)	4%	4%	4%	4%

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.
- During the year ended March 31, 2025, the Group assessed and concluded, including valuation assessment carried out by an external expert, that the carrying value of goodwill and Intangible assets on consolidation of ₹ 185.57 crores and ₹ 20.16 crores respectively to be appropriate considering future projections and business plan.
- Based on impairment analysis, the Holding Group had provided for impairment of ₹ 12.93 crores in respect of goodwill in TeamLease HRTech Private Limited in earlier years.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 7: Intangible assets under development

	IAUD
Gross carrying value	
As at April 01, 2023	16.91
Additions	13.57
Capitalised for the year	(19.18)
As at March 31, 2024	11.30
Additions	33.40
Capitalised for the year	(11.03)
As at March 31, 2025	33.67

As at March 31, 2025

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	30.58	3.09	-	-	33.67
Total	30.58	3.09	-	-	33.67

As at March 31, 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	9.45	1.58	0.17	0.10	11.30
Total	9.45	1.58	0.17	0.10	11.30

The Group does not have any assets whose completion is overdue or has exceeded its cost compared to its approved budgets.

Note 8: Investments

	31 March 2025	31 March 2024
Non current, unquoted (at cost, less impairment)		
(A) Investment in Equity Shares		
Joint venture (Refer note 49)		
Crystal HR and Security Solutions Private Limited (CHSSPL)	10.29	-
3,000 (March 31, 2024: Nil) equity shares of ₹ 10 each, fully paid (Refer note 1 below)		
(B) Others		
Investment in Endowment fund (Refer note 2 below)	3.00	3.00
Aggregate value of unquoted investments	13.29	3.00
Aggregate amount of provision for diminution	-	-

Notes:

- On January 06, 2025, the Company entered into a Share Purchase Agreement with Crystal HR & Security Solutions Private Limited ('CHSSPL') and its promoters to acquire 30% stake by way of allotment of equity shares on fully diluted basis with an intention to acquire the balance stake of 70% in multiple tranches, subject to approval of the Board of Directors of the Company and on completion of the various terms and conditions set out in the Share Purchase Agreement.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

- 2) TLF, one of the subsidiary company, entered into a definitive agreement with TeamLease Skills University (TLSU) and has funded ₹ 3 crores to set up corpus towards Endowment fund.
- 3) One of the subsidiary, TeamLease Edtech Limited, has investment of ₹ 28,142 (March 31, 2024: ₹ 28,142) in Systematix Commodities Services Pvt. Ltd which has been fully written off, hence not disclosed above.

Note 9: Loans

	31 March 2025	31 March 2024
Current		
(Unsecured, considered good, unless otherwise stated)		
Loans to employees	-	0.19
	-	0.19

Note 10: Current investments

Investments at fair value through statement of profit and loss	March 31, 2025		March 31, 2024	
	Units (in numbers)	Amount (in crores)	Units (in numbers)	Amount (in crores)
Investment in debt mutual funds				
Quoted				
Aditya Birla Sun Life Money Manager Fund - growth - regular	3,75,561.75	13.64	-	-
DSP savings fund - growth - regular	19,94,345.25	10.31	-	-
HDFC Money Market Fund - growth - regular	24,866.96	13.95	-	-
Mirae Asset Money Market Fund - growth - regular	83,986.90	10.38	-	-
Nippon India Money Market Fund - growth - regular	34,601.12	14.07	-	-
		62.35		-

Note 11: Unbilled revenue

	31 March 2025	31 March 2024
Current		
(Unsecured, considered good, unless otherwise stated)		
Unbilled revenue from related parties (Refer note 45)	0.85	0.40
Unbilled revenue- others	217.10	215.86
	217.95	216.26

Notes:

- a) Refer note 42 for details pertaining to credit risk.
- b) Refer note 29 for details pertaining to contract balances.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 12: Other financial assets

	31 March 2025	31 March 2024
Non-current		
(Unsecured, considered good, unless otherwise stated)		
Reimbursement right for gratuity (Refer note 38)	125.38	106.23
Deposits with banks (original maturity more than 12 months, remaining maturity of more than 12 months) (Refer note 18)	1.99	1.50
Security/other deposits	11.06	8.69
	138.43	116.42
(Credit impaired)		
Deposits	0.68	0.81
Less: Impairment allowances on deposits	(0.68)	(0.81)
	-	-
	138.43	116.42
Current		
(Unsecured, considered good, unless otherwise stated)		
Deposits with banks (original maturity more than 12 months, remaining maturity of less than 12 months) (Refer Note 18)	244.17	95.70
Reimbursement right for gratuity (Refer note 38)	67.19	56.42
Reimbursement right for compensated absences	38.65	33.03
Security/other deposits	2.35	3.24
Cross charges receivables from related parties (Refer note 45)	0.02	0.31
Other receivables	4.93	8.58
Other assets	0.32	0.12
	357.63	197.40
(Credit impaired)		
Deposits	0.46	0.34
Other receivables	6.68	3.87
Less: Impairment allowances on deposits and other receivables	(7.14)	(4.21)
	-	-
	357.63	197.40

Note 13: Deferred tax assets (net)

	March 31, 2025	March 31, 2024
Deferred tax assets (net)	6.29	8.01
	6.29	8.01

Particulars	Provision for expected credit loss	Depreciation on property, plant and equipment and intangible assets	Provision for leave encashment and gratuity	Unabsorbed depreciation and business losses	Others	MAT credit	Total
As at April 01, 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 March 31, 2024	2.60	(0.62)	3.41	1.16	1.46	-	8.01

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Particulars	Provision for expected credit loss	Depreciation on property, plant and equipment and intangible assets	Provision for leave encashment and gratuity	Unabsorbed depreciation and business losses	Others	MAT credit	Total
Credit/ (charge):							
On account of acquisition (₹ 10,000)	0.00	(3.88)	0.16	-	0.05	-	(3.67)
Profit and loss	0.46	2.33	(0.70)	(1.48)	1.23	-	1.84
Other comprehensive income	-	-	0.11	-	-	-	0.11
As at March 31, 2025	3.06	(2.17)	2.98	(0.32)	2.74	-	6.29

Note 14: Deferred tax liabilities (net)

	March 31, 2025	March 31, 2024
Deferred tax liabilities (net)	0.10	1.89
	0.10	1.89

Particulars	Provision for expected credit loss	Depreciation on property, plant and equipment and intangible assets	Provision for leave encashment and gratuity	Unabsorbed depreciation and business losses	Others	Total
As at April 01, 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 March 31, 2024	0.33	(3.43)	1.10	-	0.11	(1.89)
Credit/ charge:						
Profit and loss	(0.12)	1.85	0.16	-	(0.10)	1.79
Other comprehensive income (₹ 47,423)	-	-	(0.00)	-	-	(0.00)
As at March 31, 2025	0.21	(1.58)	1.26	-	0.01	(0.10)

Note 15: Income tax assets (net)

	31 March 2025	31 March 2024
Non-current		
Advance income tax (net of provision for taxation)*	285.58	264.78
	285.58	264.78

* includes ₹ 0.13 crores (March 31, 2024: ₹ 0.13 crores) paid under protest.

Income tax expense/ (credit) in the statement of profit and loss consists of:

	31 March 2025	31 March 2024
- Current tax	6.86	7.44
- Adjustment of tax relating to earlier years	0.80	0.43
- Deferred tax credit	(3.63)	(2.80)
Income tax expenses reported in the statement of profit and loss	4.03	5.07

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Other comprehensive income (OCI)

	31 March 2025	31 March 2024
Deferred tax credit related to items recognised in OCI during the year:	(0.11)	(0.36)
Income tax credit to OCI	(0.11)	(0.36)

Reconciliation of estimated income tax to income tax expense is as below:

	31 March 2025	31 March 2024
Accounting profit before income tax	114.33	114.22
Income tax expense at applicable tax rates applicable to individual profitable entities	28.77	28.75
Adjustments in respect of current income tax:		
Non-deductible tax expenses for tax purposes	4.34	4.89
Recovery from PF trust	-	0.88
Adjustment of tax relating to earlier years	0.80	0.43
80JJAA deduction	(27.01)	(30.11)
Others	(2.87)	0.23
Income tax expense	4.03	5.07

Note 1

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 Group has started availing such deduction from financial year 2016-17 onwards. Also refer note 46 in respect of certain tax litigations.

Note 16: Other non-current assets

	31 March 2025	31 March 2024
(Unsecured, considered good, unless otherwise stated)		
Prepaid expenses	0.14	0.28
Capital advances	0.02	0.66
Balances with statutory/ government authorities*	3.71	3.50
	3.87	4.44
(Credit impaired)		
Balances with statutory/ government authorities	0.30	0.30
Less: Impairment allowances on balances with statutory/ government authorities	(0.30)	(0.30)
	-	-
	3.87	4.44

* Includes amount paid under protest towards Professional tax ₹ 0.23 crores (March 31, 2024: ₹ 0.23 crores), Goods and Service tax ₹ 3.43 crores (March 31, 2024: 3.27 crores) and Minimum wages ₹ 0.05 crores (March 31, 2024: Nil), refer note 46.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 17: Trade receivables

	31 March 2025	31 March 2024
(Unsecured, considered good, unless otherwise stated)		
Trade receivables from related parties (refer note 45)	6.37	16.78
Trade receivables - others	484.88	432.80
Total Trade receivables	491.25	449.58

Break-up for security details:

	31 March 2025	31 March 2024
Trade receivables		
Unsecured, considered good	491.25	449.58
Unsecured, credit impaired	8.76	7.00
	500.01	456.58
Impairment allowances (allowances for bad and doubtful debts)		
Trade receivables- credit impaired	(8.76)	(7.00)
	491.25	449.58

Trade receivables ageing schedule

As at 31 March 2025

	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	250.87	232.32	8.06	-	-	-	491.25
Undisputed trade receivables – credit impaired	-	0.07	3.79	1.87	0.04	-	5.77
Disputed trade receivables – credit impaired	-	-	-	-	-	2.99	2.99
	250.87	232.39	11.85	1.87	0.04	2.99	500.01
Less: Impairment allowance							(8.76)
Total trade receivables							491.25

As at 31 March 2024

	Outstanding for following periods from due date of payment						Total
	Current but not due	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
Undisputed trade receivables – credit impaired	-	0.03	2.26	0.83	0.89	-	4.01
Disputed trade receivables – credit impaired	-	-	-	-	-	2.99	2.99
	228.35	208.26	15.26	0.83	0.89	2.99	456.58
Less: Impairment allowance							(7.00)
Total trade receivables							449.58

- a) No trade receivables are 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 45.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

- b) Trade receivables are non-interest bearing and with credit period upto 120 days.
- c) Refer note 41 for details pertaining to credit risk.
- d) Refer note 29 for details pertaining to contract balances.

Note 18: Cash and cash equivalents and bank balances

	31 March 2025	31 March 2024
Balances with banks:		
- On current accounts	42.89	141.90
- On Foreign Currency Regulation Act (FCRA) savings accounts	1.68	-
- On Foreign Currency Regulation Act (FCRA) current accounts	0.31	-
- Deposits with original maturity of less than 3 months	50.02	26.16
Cash on hand (March 31, 2025: ₹ 200, March 31, 2024: ₹ 200)	0.00	0.00
Total cash and cash equivalents	94.90	168.06
Bank balances other than cash and cash equivalents**		
Deposits with original maturity more than three months but less than twelve months	83.68	167.88
Deposits with original maturity more than twelve months, remaining maturity of less than twelve months	244.17	95.70
Deposits with banks (original maturity more than twelve months, remaining maturity of more than twelve months)	1.99	1.50
	329.84	265.08
Less: Amounts disclosed under other current financial assets (Refer note 12)	(244.17)	(95.70)
Less: Amounts disclosed under other financial assets (Refer note 12)	(1.99)	(1.50)
	83.68	167.88

* Balance with banks earns interest at floating rates based on daily bank deposit rates.

**Deposits with banks of ₹ 113.54 crores as at March 31, 2024 (March 31, 2024: ₹ 61.51 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:

	31 March 2025	31 March 2024
Balances with banks		
- On current accounts	42.89	141.90
- On FCRA savings accounts	1.68	-
- On FCRA current accounts	0.31	-
- Deposits with remaining maturity of less than three months	50.02	26.16
- Cash on hand (March 31, 2025: ₹ 200; March 31, 2024: ₹ 200)	0.00	0.00
	94.90	168.06
Less: bank overdraft/ cash credit (refer note 26)	(35.48)	(30.52)
	59.42	137.54

Note 19: Other current assets

	31 March 2025	31 March 2024
(Unsecured, considered good, unless otherwise stated)		
Prepaid expenses	14.96	14.21
Advances to suppliers/ others	29.23	20.63
Other assets	0.95	1.94
(A)	45.14	36.78
Advances to suppliers/others which have significant increase in credit risk	0.27	0.27
Less: impairment allowance on advances to suppliers/others which have significant increase in credit risk	(0.27)	(0.27)
(B)	-	-
(A+B)	45.14	36.78

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 20: Equity share capital

(i) Authorised equity share capital

	Equity shares	
	Number of shares	Amount
At April 01, 2023	2,33,00,000	23.30
Changes during the year	-	-
At March 31, 2024	2,33,00,000	23.30
Changes during the year	-	-
At March 31, 2025	2,33,00,000	23.30

(ii) Authorised 12% Cumulative Convertible Redeemable Preference Shares (CCPS) of ₹ 100 each

	Preference shares	
	Number of shares	Amount
At April 01, 2023	1,70,000	1.70
Changes during the year	-	-
At March 31, 2024	1,70,000	1.70
Changes during the year	-	-
At March 31, 2025	1,70,000	1.70

(iii) Issued, subscribed and fully paid-up shares

	Equity shares	
	Number of shares	Amount
At April 01, 2023	1,70,96,769	1710
Buy back of equity shares during the year	(3,27,869)	(0.33)
At March 31, 2024	1,67,68,900	16.77
Changes during the year	-	-
At March 31, 2025	1,67,68,900	16.77

(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 entitled for one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The Company declares and pays dividends in Indian rupees. 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 March 16, 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 May 12, 2023 and was completed on May 25, 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' (CRR) of ₹ 0.33 crores equal to the nominal value of the shares bought back as an appropriation from retained earnings.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

(vi) Details of shareholders holding more than 5% shares in the Company:

Name of the shareholders	March 31, 2025		March 31, 2024	
	Numbers	% holding	Numbers	% holding
Equity shares of Rs.10 each fully paid				
HR Offshoring Ventures Pte Limited	39,91,586	23.80%	39,91,586	23.80%
NED Consultants LLP	11,77,153	7.02%	11,77,153	7.02%
Franklin India Balanced Advantage fund	11,77,107	7.02%	15,40,851	9.19%
ICICI Prudential Technology fund	11,63,532	6.94%	1,96,475	1.17%
Nippon Life India Trustee Ltd	10,78,436	6.43%	3,46,738	2.07%
Mirae Asset ELSS Tax Saver fund	-	-	10,14,383	6.05%

(vii) There are no shares reserved for issue under options, except held by TeamLease Employee Stock Option Plan Trust. Also refer note 39.

(viii) Details of shares held by promoters

As at March 31, 2025

Name of the promoters	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	39,91,586	-	39,91,586	23.80%	-
NED Consultants LLP	11,77,153	-	11,77,153	7.02%	-
Hansini Management Consultants Private Limited	1,31,442	-	1,31,442	0.78%	-
MKS Management Consultancy Services LLP	300	-	300	0.00%	-
Total	53,00,481	-	53,00,481	31.60%	-

As at 31 March 2024

Name of the promoters	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	-	-
Total	53,87,615	(87,134)	53,00,481	31.60%	(1.62%)

Note 21(a): Other equity

	31 March 2025	31 March 2024
Securities premium		
Opening balance	149.06	248.73
Buyback of equity shares	-	(99.67)
Closing balance	149.06	149.06
Retained earnings		
Opening balance	629.41	537.56
Changes during the year:		
Profit for the year	108.76	112.15
Total other comprehensive loss for the year (net of tax)	(0.38)	(0.96)
Tax on buy back of equity shares	-	(19.01)
Amount transferred to CRR on buy back [Refer note 20 (v)]	-	(0.33)
Closing balance	737.79	629.41

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

	31 March 2025	31 March 2024
Share based payment reserves		
Opening balance	2.45	4.24
Changes during the year:		
Share based payment expense (net) (refer note 31)	2.34	(1.79)
Closing balance	4.79	2.45
Capital redemption reserve		
Opening balance	0.33	-
Amount transferred to CRR on buy back [Refer note 20 (v)]	-	0.33
Closing balance	0.33	0.33
Equity portion of non-controlling interests		
Opening balance	-	-
Acquisition of non-controlling interests (refer note 48)	(1.90)	-
Closing balance	(1.90)	-
Foreign currency translation reserve		
Opening balance	-	-
Other comprehensive (loss)/ income for the year (net of tax)	0.06	-
Closing balance	0.06	-
Total other equity	890.13	781.25

Nature and purpose of other reserves

(i) Securities premium

Securities premium 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) Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss.

(iii) Share based payment reserves

This reserve relates to stock options and stock appreciation rights granted by the Group to employees under TeamLease Employee Stock Option Plan and Employee Stock Appreciation Rights Plan 2019 respectively.

(iv) 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.

(v) Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. INR) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve

Note 21(b) : Non-controlling interest

	31 March 2025	31 March 2024
Non-controlling interest	16.05	13.23
	16.05	13.23

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 22: Lease Liabilities

	31 March 2025	31 March 2024
Non-Current		
Lease liabilities	45.57	52.31
	45.57	52.31
Current		
Lease liabilities	27.51	21.98
	27.51	21.98

(a) Movement of Lease Liability

Particulars	31 March 2025	31 March 2024
Balances as at beginning of the year	74.29	80.78
Additions on acquisitions	0.24	-
Additions during the year	30.50	22.51
Deletions during the year	(6.81)	(7.71)
Finance cost incurred during the year	6.52	6.10
Payments of lease liabilities (including finance cost)	(31.66)	(27.39)
Balance as at year end	73.08	74.29

(b) Changes in liabilities arising from financing activities.

Particulars	31 March 2025	31 March 2024
Lease payment-principal	25.14	21.29
Lease payment-interest	6.52	6.10
Total cash outflow for lease	31.66	27.39

(c) Other notes

- The weighted average discount rate used for recognition of lease liabilities is 7.95% - 10.00% p.a. (March 31, 2024: 7.20% - 9.90% p.a.)
- The maturity analysis of lease liabilities are disclosed in note 42(c).
- The Group had total cash outflows for leases of ₹ 40.62 crores in March 31, 2025 (March 31, 2024: ₹ 37.17 crores)
- Also refer note 47(b) for details of leases and amounts debited to consolidated statement of profit and loss.

Note 23: Other financial liabilities

	31 March 2025	31 March 2024
Non-Current		
Long-term incentive payable	1.07	0.41
	1.07	0.41

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

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	31 March 2025	31 March 2024
Current		
Accrued salaries and benefits	393.58	405.44
Creditors for capital goods	8.39	0.74
Security deposits	0.21	0.78
Deferred consideration payable	1.90	-
Other liabilities (refer note 45)	2.00	-
	406.08	406.96

Note 24: Employee benefit obligations

	31 March 2025	31 March 2024
Non-current		
Employee benefits - Gratuity (Refer note 38)	136.01	115.01
	136.01	115.01
Current		
Employee benefits - Gratuity (Refer note 38)	71.08	59.10
Employee benefits - Compensated absences	42.99	41.61
	114.07	100.71

Note 25: Other non-current liabilities

	31 March 2025	31 March 2024
Disputed tax liabilities (Refer note 46)	4.22	4.22
	4.22	4.22

Note 26: Borrowings

	31 March 2025	31 March 2024
Current		
Secured		
Bank overdraft/ cash credit*	35.48	30.52
Working capital demand loan (WCDL)*	7.00	-
Unsecured		
Loan from others**	2.50	-
	44.98	30.52

* Bank overdraft/ cash credit/ WCDL facilities from banks are secured by lien on fixed deposits, pari passu charge of trade receivables, current assets and property, plant and equipment and corporate guarantee provided by Holding Company and carries interest ranging between 8.16% to 10.23% (March 31, 2024: 8.15% to 9.90%) per annum and is payable on monthly basis.

** Pertains to loan from relative of director of TDSPL, one of the subsidiary company, repayable at the earliest possible opportunity. The loan carries interest at 9% p.a., which is payable on monthly basis.

Note 27: Trade payables

	31 March 2025	31 March 2024
Non-Current		
Current		
Trade payables	69.54	61.66
	69.54	61.66

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for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Trade payables ageing schedule

As at March 31, 2025

	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) Total outstanding dues of trade payables	49.78	7.59	10.84	0.29	0.30	0.74	69.54
(ii) Disputed dues of trade payables	-	-	-	-	-	-	-
	49.78	7.59	10.84	0.29	0.30	0.74	69.54

As at March 31, 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) Total outstanding dues of trade payables	41.53	5.32	12.95	0.34	0.92	0.59	61.65
(ii) Disputed dues of trade payables	-	-	0.01	-	-	-	0.01
	41.53	5.32	12.96	0.34	0.92	0.59	61.66

Note:

- Trade payables are non-interest bearing and are normally settled within 30 days terms.
- There are no disputed trade payables as at March 31, 2025.
- Refer note 45 for trade payables to related parties.
- Refer note 41 for details pertaining to liquidity risk.

Note 28: Other current liabilities

	31 March 2025	31 March 2024
Goods and services tax payable	195.46	167.74
Other statutory dues payable*	126.60	108.48
Advance from customers**	8.99	8.39
Deferred revenue**	3.65	1.89
Other liabilities	37.80	43.45
	372.50	329.95

*Other statutory dues payable mainly includes contribution to provident fund, employee state insurance, professional tax, withholding taxes, labour welfare fund etc.

** Refer note 29 for details pertaining to contract balances.

Note 29: Revenue from operations

	31 March 2025	31 March 2024
Income from staffing services		
- General staffing	10,366.94	8,590.60
- Specialized staffing	592.41	588.64
Income from regulatory and other HR services	133.40	132.79
Income from contributions/donations/grants	63.12	9.50
	11,155.87	9,321.53

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

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 44:

Revenue by offerings/ timings

	31 March 2025	31 March 2024
Period over time		
Income from staffing services		
- General staffing	10,366.94	8,590.60
- Specialized staffing	592.41	588.64
Income from regulatory and other HR services	133.40	132.79
Income from contributions/donations/grants	63.12	9.50
	11,155.87	9,321.53

Contract balances

	31 March 2025	31 March 2024
Contract assets - trade receivables (refer note 17)	491.25	449.58
Contract assets - unbilled revenue (refer note 11)	217.95	216.26
Contract liabilities - advance from customers (refer note 28)	8.99	8.39
Contract liabilities - unearned revenue (refer note 28)	3.65	1.89

Set out below is the amount of revenue recognised from:

	31 March 2025	31 March 2024
Amounts included in contract liabilities at the beginning of the year	8.50	4.95

Also, refer note 45 for revenue from related parties.

Note 30: Other income

	31 March 2025	31 March 2024
Interest income on:		
Loans to related parties (refer note 45)	0.16	-
Deposits with banks	23.42	14.23
Income tax refunds	7.61	13.46
Others	0.74	0.69
Liabilities/ provisions no longer required written back	4.83	10.88
Net gain on sale of current investments	5.19	4.51
Net fair value gains on current investments	2.20	-
Income from skills business and development	-	1.82
Profit on sale or disposal of property, plant and equipment (net)	0.17	-
Miscellaneous income	0.40	0.59
	44.72	46.18

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 31: Employee benefits expense

	31 March 2025	31 March 2024
Salaries, wages and bonus (Refer note 45)	9,866.84	8,257.84
Share based payment expense (net) (Refer note 39 and 40)	2.34	(1.79)
Gratuity expense (Refer note 38)	3.36	2.61
Contribution to provident and other funds*	695.05	591.31
Staff welfare expenses	55.04	55.96
	10,622.63	8,905.93

* Includes contribution to employee state insurance.

Note 32: Subcontracting expense

	31 March 2025	31 March 2024
Subcontracting cost	250.10	134.64
Training expenses	6.17	24.61
	256.27	159.25

Note 33: Finance Cost

	31 March 2025	31 March 2024
Interest on borrowings	7.12	2.81
Interest on lease liabilities (refer note 22)	6.52	6.10
Interest on financial liabilities and others	1.16	1.32
	14.80	10.23

Note 34: Depreciation and amortisation expense

	31 March 2025	31 March 2024
Depreciation of property, plant and equipment (refer note 4)	5.88	6.73
Amortization of other intangible assets (refer note 6)	20.16	21.80
Depreciation of right-of-use assets (refer note 5)	27.64	24.00
	53.68	52.53

Note 35: Other expenses*

	31 March 2025	31 March 2024
Rent and equipment hire charges (refer note 47)	8.96	9.78
Rates and taxes	4.49	3.91
Electricity charges	2.74	2.63
Travelling and conveyance	13.92	10.84
Repairs and maintenance:	23.91	20.33
Printing and stationery	4.82	5.46
Legal and professional fees	21.60	24.65
Audit fees	2.04	1.92
Insurance	0.49	0.62
Impairment allowances for doubtful receivables/ bad debts/ advances written off	12.31	9.77
Loss on disposal of property, plant and equipment (net)	-	0.03
Intangible assets under development written off	-	0.38
Corporate Social Responsibility expenditure	1.99	1.87
Exchange differences (net)	0.36	0.38
Director sitting fees	1.33	0.91
Miscellaneous expenses	39.92	32.07
	138.88	125.55

* Refer note 45 for details pertaining to related party transactions

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 36: Exceptional item (net)

	31 March 2025	31 March 2024
Recovery from PF Trust *	-	3.51
	-	3.51

* for certain investments written off in earlier years.

Note 37: Earnings per share

The following reflects the income and share data used in the basic and diluted EPS computations:

	31 March 2025	31 March 2024
Profit attributable to equity shareholders	108.76	112.15
Weighted average number of equity shares outstanding during the year	1,67,68,900	1,68,27,128
EPS - par value of ₹ 10 each basic and diluted (in ₹)	64.86	66.65

Note 38: Employee benefit obligation

(A) Gratuity (associates with reimbursement right from customers)

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 five years of service are eligible for gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement.

In case of associates with reimbursement right from customers, the Group recognises the net benefit expense net of reimbursement from its customers and recognises a right to reimbursement from customers in the balance sheet equivalent to the net defined benefit liability.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for the gratuity benefit:

Net defined benefit liability/ (assets)

	31 March 2025	31 March 2024
Present value of defined benefit obligations	192.57	162.65
Fair value of plan assets	-	-
Net liability recognised in the balance sheet	192.57	162.65
Current	67.19	56.42
Non-current	125.38	106.23

Net benefit cost recognised in the statement of profit and loss

	31 March 2025	31 March 2024
Current service cost	55.62	54.03
Interest cost on defined benefit obligation	10.00	9.28
Net actuarial loss/ (gain) recognised in the year	1.16	(16.31)
Net benefit expenses*	66.78	47.00

* The above employee benefits expenses towards gratuity benefit obligations for associate employees is netted off in the statement of profit and loss as the same is reimbursable from the customers.

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for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

	31 March 2025	31 March 2024
Defined benefit obligation at beginning of the year	162.65	146.92
Current service cost	55.62	54.03
Interest cost on defined benefit obligation	10.00	9.28
Benefits paid	(36.86)	(31.27)
Remeasurements		
Actuarial (gain) / loss arising from changes in demographic assumptions	(1.44)	(0.29)
Actuarial loss/ (gain) arising from changes in financial assumptions	1.20	0.48
Actuarial loss/ (gain) arising from changes in experience adjustments	1.40	(16.50)
Defined benefit obligation at end of the year	192.57	162.65

The principal assumptions used in determining gratuity benefit obligations are shown below:

	31 March 2025	31 March 2024
Discount rate (in %)	6.54% - 6.87%	6.92% - 6.94%
Salary escalation rate (in %)	3.0% - 5.00%	3.0% - 6.00%
Attrition rate (in %)	40.00% - 43.00%	42.00% - 53.00%
Retirement age (in years)	58 - 60 years	58 - 60 years
Mortality tables	Indian Assured Lives Mortality (2012-14) Ult Table	Indian Assured Lives Mortality (2012-14) Ult Table

A quantitative sensitivity analysis for significant assumptions on defined benefit obligations is shown below:

Particulars	31 March 2025		31 March 2024	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	188.70	196.63	159.37	166.10
Salary escalation rate	195.82	189.42	165.42	159.97
Attrition rate	191.31	194.17	161.70	163.89

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

The following pay-outs are expected contributions to the defined benefit plan in future years

	31 March 2025	31 March 2024
Within next 12 months	67.19	56.42
Between 1 and 2 years	47.16	40.48
Between 2 and 3 years	33.67	28.46
Between 3 and 4 years	24.94	20.73
Between 4 and 5 years	17.93	15.38
Between 5 and 10 years	26.31	23.30

The weighted average duration of defined benefit obligation at the end of the reporting period is 2.40 years (March 31, 2024: 2.12 years)

Notes to the Consolidated Financial Statements

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All amount in Indian Rupees in crores, except as stated otherwise

(B) Gratuity (Core employees and associates with no reimbursement right from customers)

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 five years or more of service are eligible for gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement age.

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 2025	31 March 2024
Present value of defined benefit obligations	14.66	11.59
Fair value of plan assets	(0.14)	(0.13)
Net liability recognised in the balance sheet	14.52	11.46
Current	3.89	2.68
Non-current	10.63	8.78

Net benefit cost recognised in statement of profit and loss

	31 March 2025	31 March 2024
Current service cost	2.60	2.02
Interest cost on defined benefit obligation	0.77	0.60
Expected return on plan assets	(0.01)	(0.01)
Net benefit expense	3.36	2.61

Remeasurement loss/(gains) in other comprehensive income (OCI)

	31 March 2025	31 March 2024
Actuarial (gain)/ loss on obligations arising from changes in demographic assumptions	(0.10)	0.17
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	(0.15)	0.34
Actuarial loss/ (gain) on obligations arising from changes in experience adjustments	0.73	0.94
Remeasurement actuarial loss/ (gain) [March 31, 2025: ₹ 47,817; March 31, 2024: ₹ (26,775)]	0.00	(0.00)
Actuarial loss recognised in OCI	0.48	1.45

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

	31 March 2025	31 March 2024
Defined benefit obligation at beginning of the year	11.59	9.45
Added on account of acquisition	0.46	-
Current service cost	2.60	2.02
Interest cost on defined benefit obligation	0.77	0.60
Benefits paid	(1.24)	(1.93)
Remeasurements:		
Actuarial (gain)/ loss on obligations arising from changes in demographic assumptions	(0.10)	0.17
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	(0.15)	0.34
Actuarial loss/ (gain) on obligations arising from changes in experience adjustments	0.73	0.94
Defined benefit obligation at end of the year	14.66	11.59

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for the year ended March 31, 2025

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Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

	31 March 2025	31 March 2024
Opening fair value of plan assets	0.13	0.12
Expected return on plan assets	0.01	0.01
Contributions by the employer	0.21	0.32
Benefits paid	(0.21)	(0.32)
Remeasurement actuarial loss/ (gain) [March 31, 2025: ₹ 47,817; March 31, 2024: ₹ (26,775)]	(0.00)	0.00
Closing fair value of plan assets	0.14	0.13

The major categories of plan asset as a percentage of the fair value of total plan asset as follows:

	31 March 2025	31 March 2024
Investment with insurer	100%	100%

The principal assumptions used in determining gratuity benefit obligation for group entities are shown below:

	31 March 2025	31 March 2024
Discount rate (in %)	6.54 % to 6.80%	6.94 % to 7.20%
Salary escalation rate (in %)	5.00% to 21.00%	6.00% to 17.00%
Attrition rate (in %)	6.00% to 61.00%	20.00% to 47.00%
Retirement age (in years)	58 - 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

A quantitative sensitivity analysis for significant assumptions on defined benefit obligation are as shown below:

Particulars	31 March 2025		31 March 2024	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Discount rate	14.62	15.54	11.24	11.96
Salary escalation rate	15.44	14.71	11.89	11.29
Attrition rate	14.94	15.22	11.46	11.72

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

The following pay-outs are expected contributions to the defined benefit plan in future years

	31 March 2025	31 March 2024
Within next 12 months	3.89	2.68
Between 1 and 2 years	2.88	2.40
Between 2 and 3 years	2.42	1.89
Between 3 and 4 years	2.09	1.72
Between 4 and 5 years	1.71	1.57
Between 5 and 10 years	4.18	4.28

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All amount in Indian Rupees in crores, except as stated otherwise

The weighted average duration of defined benefit obligation at the end of the reporting period is around 4.19 years (March 31, 2024: 3.74 years).

Note:

- 1) 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.
- 2) Plan Characteristics and Associated Risks:

The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death or disability. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

- a) Discount rate risk : The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
- b) Salary inflation risk : Higher than expected increases in salary will increase the defined benefit obligation.
- c) Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Note 39: Share based payments

A. Employee Share Option Plan (ESOP)

The Company has granted stock options to employees of the Company and its subsidiaries 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 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	July 01, 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.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

b. Movement in options granted to employees

	Number of Options	
	31 March 2025	31 March 2024
Outstanding at beginning	1,218	1,218
Granted	-	-
Forfeited	-	-
Expired	-	-
Exercised	-	-
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 March 31, 2025 and March 31, 2024, valuation assumptions are not disclosed.

The weighted average remaining contractual life for the share options outstanding as at March 31, 2025 was Nil (March 31, 2024: Nil).

The weighted average exercise price of the outstanding option is ₹ 10 (March 31, 2024: ₹ 10).

Stock Option Compensation expense is ₹ Nil (March 31, 2024: ₹ 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 November 30, 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	July 01, 2022	November 01, 2022	November 21, 2022
Number granted	2,52,330	5,000	5,000
Exercise price (₹)	1.00	1.00	1.00
Vesting period	3 years	3 years	3 years
Vesting conditions	Options granted would vest after 3 years from the grant date of such options.		
Weighted average remaining useful life	0.25 years	0.50 years	0.50 years

Movement in the options granted to employees (ESOS)

Particulars	Number of Options	
	31 March 2025	31 March 2024
Number of options outstanding	2,17,230	2,43,430
Granted	-	-
Forfeited	1,61,530	26,200
Expired	-	-
Exercised	-	-
Outstanding at end of the year	55,700	2,17,230
Exercisable at end of the year	55,700	2,17,230

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Fair value of employee stock 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 March 31, 2025 and March 31, 2024, valuation assumptions are not disclosed.

Stock Option Compensation expense is ₹ (0.00) crores [(March 31, 2024: ₹ (0.12) crore)] for the year.

C. Employee Stock Option Plan - 2023 (ESOP 2023)

TeamLease Regtech Private Limited ('TRPL') had instituted TL Regtech Employee Stock Option Plan 2023 (ESOP) duly approved by the shareholders in the extra-ordinary general meeting of TRPL held on August 18, 2023. This ESOP scheme will be settled in equity. This scheme was formulated to provide incentives to key employees who are in the employment of TRPL. The exercise period is 3 years from the date of vesting. Vesting is dependent on achievement of specified performance goals and cumulative weighted average rating of performance for three years will decide the number of ESOP that can be vested on the employee.

Details of Employee Stock Option Plan - 2023 (ESOP 2023)

Particulars	ESOP Plan 2023
Date of grant	August 18, 2023
Number granted	690
Exercise price (₹)	1.00
Vesting period	3 years

Movement in the options granted to employees (ESOP 2023)

Particulars	Number of Options	
	31 March 2025	31 March 2024
Number of options outstanding	690	-
Granted	-	690
Forfeited	125	-
Expired	-	-
Exercised	-	-
Outstanding at end of the year	565	690
Exercisable at end of the year	565	690

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:

Particulars	ESOP Plan 2023	
	31 March 2025	31 March 2024
Weighted average share price on date of grant	-	1,923.16
Exercise price (₹)	-	1.00
Expected volatility	-	41.05%
Life of ESOP granted in years	-	4.04 years
Risk free interest rate	-	7.05%
Expected dividend yield (%)	-	-
Fair value of ESOP (₹)	-	1,923.16
Weighted average remaining contractual life	-	4.04 years
Weighted average exercise price of stock options appreciation rights outstanding	-	1.00

Stock Option Compensation expense is ₹ 0.04 crores (March 31, 2024: ₹ Nil) for the year.

As no stock options were granted for the year ended March 31, 2025, valuation assumptions are not disclosed for the year ended March 31, 2025.

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for the year ended March 31, 2025

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Note 40: Employee Stock options 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. The ESAR 2019 plan provides stock options appreciation rights to eligible employees of the Company and its subsidiaries in various tranches.

A. Details of ESAR 2019 plan

Particulars	Tranche-I	Tranche-II	Tranche-IV	Tranche-V
Date of grant	June 09, 2021 September 03, 2021	July 01, 2022	November 08, 2023 May 22, 2024	July 01, 2024
Number granted	89,150	49,050	1,01,000	34,900
Exercise price (₹)	3,620	3,300	2,503	2,999
Vesting period	5 years	5 years	2.64 years	3 years
Weighted average remaining contractual life	1.25 years	2.25 years	1.25 years	2.25 years

B. Movement in the stock options appreciation rights granted to employees - Tranche I and Tranche II

	Tranche I		Tranche II	
Particulars	Number of stock options appreciation rights			
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Outstanding at beginning of the year	40,600	58,100	20,000	40,300
Granted	-	-	-	-
Forfeited	1,500	17,500	1,300	20,300
Vested	-	-	-	-
Exercised	-	-	-	-
Outstanding at end of the year	39,100	40,600	18,700	20,000
Exercisable at end of the year	-	-	-	-

* Weighted average exercise price for Tranche I and Tranche II is ₹ 3,620 and ₹ 3,300 respectively.

C. All the Stock appreciation rights granted to employees under Tranche III were forfeited during the financial year ended March 31, 2023.

D. Movement in the stock options appreciation rights granted to employees - Tranche IV and V

	Tranche IV		Tranche V	
Particulars	Number of stock options appreciation rights			
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Outstanding at beginning of the year	85,000	-	-	-
Granted	-	1,01,000	34,900	-
Forfeited	12,500	16,000	18,000	-
Expired	-	-	-	-
Exercised	-	-	-	-
Outstanding at end of the year	72,500	85,000	16,900	-
Exercisable at end of the year	-	-	-	-

* Weighted average exercise price for Tranche IV and Tranche V is ₹ 2,503 and ₹ 2,999 respectively.

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E. Fair value of stock options appreciation rights granted

The Black-Scholes valuation model has been used for computing the weighted average fair value considering following inputs:

Particulars	31 March 2025	31 March 2024
	Tranche V	Tranche IV
Weighted average share price on date of grant	2,999	2,503
Exercise price (₹)	2,999	2,503
Expected volatility	36.79%	38.38%
Life of rights granted in years	3 years	2.64 years
Risk free interest rate	7.14%	7.31%
Expected dividend yield (%)	-	-
Fair value of ESAR (₹)	1003	805
Weighted average remaining contractual life	2.25 years	2.25 years
Weighted average exercise price of stock options appreciation rights outstanding	2,999	2,503

Stock options appreciation rights expense/ (reversal) (net) is ₹ 2.30 crores [March 31, 2024: ₹ (1.67 crores)] for the year.

Note 41: Financial instruments: Fair value measurements

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of material accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liabilities and equity instrument are disclosed in the financial statements.

(a) Fair value of financial assets and financial liabilities

The carrying amount of all financial assets and liabilities appearing in the financial statements is reasonable approximation of fair value. The following tables presents the carrying value and fair value / amortised cost of each category of financial assets and liabilities:

Particulars	31 March 2025	31 March 2024
Financial assets at amortised cost:		
Investments	13.29	3.00
Loans	-	0.19
Trade receivables	491.25	449.58
Unbilled revenue	217.95	216.26
Cash and cash equivalents	94.90	168.06
Bank balances other than cash and cash equivalents	83.68	167.88
Other financial assets	496.06	313.82
Financial assets at fair value through profit and loss:		
Investments	62.35	-
Total financial assets	1,459.48	1,318.79
Financial liabilities at amortised cost:		
Borrowings	44.98	30.52
Lease liabilities	73.08	74.29
Trade payables	69.54	61.66
Other financial liabilities	407.15	407.37
Total financial liabilities	594.75	573.84

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(b) Fair value hierarchy

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3
March 31, 2025				
Financial assets				
Current investments (refer note 10)	62.35	62.35	-	-
March 31, 2024				
Financial assets				
Current investments (refer note 10)	-	-	-	-

- (i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- (ii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- (ii) There have been no transfers between Level 1, Level 2 and Level 3 for the year ended March 31, 2025 and March 31, 2024.

Note 42: Financial risk management objectives and policies

The Group's principal financial liabilities, comprise loans and borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to support its operations. The Group's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

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.

Notes to the Consolidated Financial Statements

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The Company'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.

(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.

(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 unbilled revenue) and loans receivables, investments and other financial assets.

Trade receivables (including unbilled revenue) and other financial assets

With respect to trade receivables/unbilled revenue and other assets, the Company has framed the policy to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Company creates allowance for all unsecured receivables based on lifetime expected credit loss.

The following table summarises the changes in the loss allowance measured using ECL:

Particulars	31 March 2025	31 March 2024
Opening balance	12.02	12.49
Additions on acquisitions	0.37	-
Amount provided/ (reversed) during the year	12.26	6.51
Amount adjusted for bad debts	(8.07)	(6.98)
Closing provision	16.58	12.02

Management does not expect any significant loss from non-performance by counterparties on credit granted that has not been provided for.

- Credit risk from balances with the banks and financial institutions and in respect to investments in mutual funds and loans is managed by the Group's treasury department in accordance with the Group's policy. Investment of surplus fund is made only with approved counterparties and within credit limits assigned to each counterparty. 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.
- The Group's investments are primarily to its joint venture and enterprises under significant influence, the performance of which are reviewed on a periodic basis.

(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 borrowings.

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The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

31 March 2025	0-1 years	1 to 5 years	> 5 years	Total
Borrowings	44.98			44.98
Trade payables	69.54			69.54
Lease liabilities	32.32	49.26	0.15	81.73
Other financial liabilities	406.08	1.07		407.15
Total	552.92	50.33	0.15	603.40

31 March 2024	0-1 years	1 to 5 years	> 5 years	Total
Borrowings	30.52			30.52
Trade payables	61.66			61.66
Lease liabilities	26.99	57.43	0.21	84.63
Other financial liabilities	406.96	0.41		407.37
Total	526.13	57.84	0.21	584.18

Note 43: 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 44: 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.

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(ii) Segment results:

Particulars	General Staffing and Allied Services		Specialised Staffing Services		Other HR Services		Unallocated		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Revenue:										
Revenue from operations	10,366.94	8,590.60	592.41	588.64	196.52	142.29	-	-	11,155.87	9,321.53
Total Segment revenue	10,366.94	8,590.60	592.41	588.64	196.52	142.29	-	-	11,155.87	9,321.53
Segment results	98.96	100.91	41.35	37.42	2.62	2.64	(13.63)	(16.52)	129.30	124.45
Exceptional items (net)							-	3.51	-	3.51
Finance cost							(14.80)	(10.23)	(14.80)	(10.23)
Profit before tax	98.96	100.91	41.35	37.42	2.62	2.64	(28.43)	(23.24)	114.50	117.73
Tax expense	-	-	-	-	-	-	4.03	5.07	4.03	5.07
Profit after tax	98.96	100.91	41.35	37.42	2.62	2.64	(32.46)	(28.31)	110.47	112.66
Other disclosures										
Capital expenditure	-	-	-	-	-	-	38.64	21.27	38.64	21.27
Investment in joint venture and others	-	-	-	-	-	-	13.29	3.00	13.29	3.00
Total assets	877.64	835.13	321.92	348.71	143.17	148.22	801.87	604.81	2,144.60	1,936.87
Total liabilities	807.88	762.86	98.11	88.05	37.37	43.92	278.29	230.79	1,221.65	1,125.62

Reconciliation to amounts reflected in the financial statements

Reconciliation of assets

Particulars	31 March 2025	31 March 2024
Segment assets	1,342.73	1,332.06
Investments	75.64	3.00
Deferred tax assets (net)	6.29	8.01
Income tax assets (net)	285.58	264.78
Cash and cash equivalents	60.04	37.85
Bank balances other than cash and cash equivalents	83.68	167.88
Other financial assets	260.84	110.87
Right of use assets	8.08	11.02
Intangible assets under development	19.56	-
Other assets	2.16	1.40
Total assets	2,144.60	1,936.87

Reconciliation of liabilities

Particulars	31 March 2025	31 March 2024
Segment liabilities	943.36	894.83
Employee benefit obligations	2.44	2.55
Borrowings	44.98	30.52
Lease liabilities	9.14	11.61
Trade payables	10.76	14.56
Deferred tax liabilities (net)	0.10	1.89
Other financial liabilities	16.46	6.68
Other liabilities	194.41	162.98
Total liabilities	1,221.65	1,125.62

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Reconciliation of Segment Profit

Particulars	31 March 2025	31 March 2024
Segment Profit	142.93	140.97
Other income	39.59	34.68
Exceptional items (net)	-	3.51
Finance cost	(14.80)	(10.23)
Expenses	(53.22)	(51.20)
Profit before tax	114.50	117.73

Note 45: Related party disclosures

(i) Names of related parties and description of relationships (where transactions have taken place):

Description of relationship	Names of the related parties
a) Joint venture	Crystal HR and Security Solutions Private Limited (w.e.f. January 06, 2025) ('CHSSPL')
b) Key management personnel and their relatives	Mr. Manish Sabharwal - Executive Vice Chairman and Whole-time Director Mr. Ashok Kumar Nedurumalli - Managing Director and Chief Executive officer Mrs. Ramani Dathi - Chief Financial Officer Mrs. Alaka Chanda - Company Secretary Mrs. Latika Prakash Pradhan - Independent Director Mr. Narayan Ramachandran - Independent Director and Non Executive Chairman Mr. Viswanathan Raghunathan - Independent Director Mr. Mekin Maheshwari - Independent Director Mr. Subramaniam Somasundaram - Independent Director Mrs. Meenakshi Nevatia - Independent Director Ms. Rituparna Chakraborty - Non Executive and Non Independent Director (till May 21, 2025) Mr. Rajnarayan Ramakrishnan - Independent Director (w.e.f. November 08, 2023) Mr. Zarir Batliwala - Independent Director (till March 28, 2024)
c) Enterprises under significant influence (where transactions have taken place)	TeamLease Skills University ('TLSU') Innoviti Payment Solutions Pvt Ltd ('INNOVITI') (till May 01, 2023) NED Ventures LLP Pfizer Limited (w.e.f. April 03, 2023) Lifestyle International Private Limited (w.e.f. July 01, 2024) Lithium Urban Technologies Private Limited (w.e.f. November 08, 2023) Udhyam Financial Services Private Limited (w.e.f. January 10, 2019)

(ii) Summary of transactions with above related parties are as follows:

Particulars	31 March 2025	31 March 2024
Revenue from operations		
TeamLease Skills University	14.87	21.43
Pfizer Limited	7.26	7.27
NED Ventures LLP	0.22	0.24
Lithium Urban Technologies Private Limited	0.25	-
Udhyam Financial Services Private Limited	0.02	-
Lifestyle International Private Limited	0.13	-
	22.75	28.94
Interest Income		
TeamLease Skills University	0.16	-
	0.16	-

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Particulars	31 March 2025	31 March 2024
Other Income		
TeamLease Skills University	0.05	0.02
	0.05	0.02
Expenses incurred by the Company on behalf of others - Cross charged		
TeamLease Skills University	0.05	0.36
	0.05	0.36
Legal and professional fees		
Crystal HR and Security Solutions Private Limited	0.01	-
TeamLease Skills University	0.59	0.52
	0.60	0.52
Employee benefits expense		
TeamLease Skills University	1.88	1.20
	1.88	1.20
Impairment allowances for doubtful receivables/ bad debts/ advances written off		
TeamLease Skills University	0.09	-
	0.09	-
Corporate Social Responsibility expenditure		
TeamLease Skills University	0.57	-
	0.57	-
Miscellaneous expenses		
TeamLease Skills University	2.02	0.08
	2.02	0.08
Loans and advances given to		
TeamLease Skills University	4.00	-
Mrs. Alaka Chanda	0.13	-
	4.13	-
Loans and advances repaid by		
TeamLease Skills University	4.00	-
Mrs. Alaka Chanda	0.03	-
	4.03	-
Corporate guarantee extinguished		
TeamLease Skills University	-	20.00
	-	20.00
Salaries, wages and bonus		
Ashok Kumar Nedurumalli	1.67	0.81
Manish Sabharwal	1.31	0.65
Ramani Dathi	2.07	1.24
Alaka Chanda	0.58	0.37
Rituparna Chakraborty	-	1.18
	5.63	4.25
Director Sitting fees		
Latika Prakash Pradhan	0.19	0.14
Narayan Ramachandran	0.23	0.09
Viswanathan Raghunathan	0.19	0.13
Zarir Batliwala	-	0.13
Mekin Maheshwari	0.14	0.12
Meenakshi Nevatia	0.16	0.11
Subramaniam Somasundaram	0.19	0.11
Rajnarayan Ramakrishnan	0.18	0.02
Rituparna Chakraborty	0.05	0.06
	1.33	0.91

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.

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(iii) Outstanding balances as at year ended

Particulars	31 March 2025	31 March 2024
Trade receivables		
TeamLease Skills University	6.27	16.67
Pfizer Limited	0.07	0.11
NED Ventures LLP	0.01	-
Lithium Urban Technologies Private Limited	0.02	-
	6.37	16.78
Other financial assets		
TeamLease Skills University	0.02	0.31
	0.02	0.31
Unbilled revenue		
TeamLease Skills University	0.83	0.40
Lifestyle International Private Limited	0.02	-
	0.85	0.40
Advances to Key management personnel		
Alaka Chanda	0.10	-
	0.10	-
Trade payables		
TeamLease Skills University	0.24	0.16
Crystal HR and Security Solutions Private Limited (CHSSPL)	0.01	-
	0.25	0.16
Other financial liabilities		
TeamLease Skills University	2.00	-
	2.00	-
Other liabilities		
Innoviti Payment Solutions Pvt Ltd (March 31, 2024: ₹ 14,277)	-	0.00
	-	0.00
Investments in endowment Fund		
TeamLease Skills University	3.00	3.00
	3.00	3.00
Investment in Equity Shares		
Joint Venture		
Crystal HR and Security Solutions Private Limited (CHSSPL)	10.29	-
	10.29	-
Corporate guarantee given		
TeamLease Skills University	4.50	4.50
	4.50	4.50

Terms and conditions of transactions with related parties

- All transactions entered into with related parties defined under the Companies Act, 2013 were as per the contractual terms with the respective related parties on arm's-length pricing basis. Outstanding balances at the year-end are unsecured and settlement occurs in cash as per the credit terms with the respective related parties. This assessment of impairment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- The non-interest bearing advance to key management personnel is for 1.5 years, repayable in monthly instalments.

Note: There are no outstanding dues from directors of the Company.

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Note 46: Contingent liabilities

	31 March 2025	31 March 2024
(a) Service tax matters ¹	4.63	4.63
(b) Disputed bonus liability ²	33.49	33.49
(c) Income tax matters ³	28.75	27.78
(d) Goods and service tax matters ⁴	45.14	12.38
(e) Professional tax matters	0.91	0.91
(f) Minimum wages	0.19	-
(g) Corporate guarantee given for credit facility taken by related parties	70.50	41.00

- In addition to aforesaid service tax matters in dispute, the Group 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 Group 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 disallowed the 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 2016-17 (AY 2017-18) and 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 2017-18 and AY 2018-19, challenging the stand taken by tax authorities and has obtained a stay as of March 31, 2025.

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.

During the year, the Company has also received re-assessment notice u/s 148 of the Income Tax Act for AY 2019-20, AY 2020-21, AY 2021-22 and AY 2022-23 to reassess or recompute the loss or the depreciation allowance or any other allowance or deduction.

- In addition to aforesaid GST matters:
 - There are certain demands where the probability assessment is remote and hence not disclosed above.
 - The Group has received various show cause notices from GST authorities for various years on account of mismatches/ pending reconciliations, etc. that are pending final assessment.
- The Group is contesting certain tax and other demands/ rejection of refunds from regulatory authorities along with certain legal disputes with customers. The management believes that its position will likely be upheld in the various appellate authorities/ courts. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Group's financial position. The aforementioned amounts under disputes are as per the demands from various authorities for the respective periods and has not been adjusted to include further interest and penalty leviable, if any, at the time of final outcome of the appeals.
- 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. Certain sections of the Code came into effect on May 03, 2024. However, 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 such final rules/ interpretation will be issued.

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All amount in Indian Rupees in crores, except as stated otherwise

7. TeamLease Foundation (a subsidiary of the Company) is a sponsoring body of TLSU. TLSU has negative working capital of ₹ 5.51 crores as on March 31, 2025. However, TLSU is currently making profits and is confident of meeting its obligations as and when due.

TLSU is registered under All India Council for Technical Education [(National Employability Enhancement Mission (NEEM) Regulations, 2013)] and provides trainees to its customers under NEEM regulation and pays them stipend. As per the NEEM regulation, stipend shall be paid as a single consolidated amount, and such payment will not attract any statutory deductions or payments. Recently, Regional Provident Fund (PF) Department of Vadodara, verified the records of NEEM trainees supplied by TLSU to its customers and are of the view that social security benefits in form of Provident Fund, Pension and Insurance, etc. shall be extended to the trainees registered under NEEM regulation. Accordingly, Regional PF commissioner, Vadodara PF Department summoned TLSU under Para 26-B of the Employee Provident Funds Scheme, 1952 for the said matter and has issued a notice towards the aforesaid dues amounting to ₹ 395 crores for the period July 2014 to June 2022. TLSU has submitted the necessary clarifications to the regional PF commissioner during the ongoing hearings and the matter is pending final resolution.

Based on the notified guidelines of NEEM regulation, management is of the view that PF and other statutory deductions are not applicable on the stipend paid to the trainees and for a similar PF notice in the past for one of its customer, TLSU had received a stay order from honourable High Court of Madras.

Note 47: Commitments

(a) Capital commitments

	31 March 2025	31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	3.64	0.55

(b) Leases

Group as a Lessee

The Group has lease contracts of building used in its operations. Leases of building have lease terms between 1 to 9 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Some of the lease agreements have escalation clause ranging from 0% to 15% (31 March 2024: 0% to 15%). There are lease contracts that include extension and termination option. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group also has certain leases of building/laptops with lease terms of 12 months or less and with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The following are the amounts recognised in consolidated statement of profit and loss for the year ended:

	31 March 2025	31 March 2024
Depreciation on right of use assets (Refer note 34)	27.64	24.00
Interest on lease liabilities (Refer note 33)	6.52	6.10
Expense relating to short-term leases and leases of low-value assets (included in other expenses) (Refer note 35)	8.96	9.78
Gain on modification of leases (net)	(0.68)	(0.52)
Total amount recognised in consolidated statement of profit and loss	42.44	39.36

Note:

- (a) The maturity analysis of lease liabilities are disclosed in note 42(c).

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 48: Business Acquisitions

(A) Acquisition of TSR Darashaw HR Service Private Limited ('TSR')

On December 20, 2024, the Company entered into a Share Sale and Purchase Agreement with TSR Darashaw Private Limited ('Seller') and its promoters and acquired 90% stake in TSR Darashaw HR Service Private Limited ('TSR') by way of allotment of equity shares on fully diluted basis at an agreed consideration of ₹ 16.08 crores with an undertaking to acquire the balance 10% stake in TSR for a fixed consideration of ₹ 1.60 crores and an additional consideration of an amount equivalent to 10% of the profits earned by TSR for the period commencing December 21, 2024 until September 30, 2025.

The fair values of the identifiable assets and liabilities of TSR as at the date of acquisition were:

	Fair value recognised on acquisition
Assets	
Property, plant and equipment	0.01
Right of use assets	0.20
Intangible assets	12.02
Deferred tax assets (net)	0.21
Income tax assets (net)	0.51
Trade receivables	0.92
Unbilled revenue	0.55
Cash and cash equivalents	0.64
Other financial assets (₹ 10,000)	0.00
Other current assets	0.04
Total assets (A)	15.10
Liabilities	
Lease liabilities	0.24
Employee benefit obligations	0.63
Deferred tax liability	3.05
Borrowings	0.83
Trade payables	0.32
Other financial liabilities	0.64
Other current liabilities	0.55
Total liabilities (B)	6.26
Total identifiable net assets at fair value [(A) - (B)]	8.84
Non-controlling interests	(0.88)
Equity portion of non-controlling interests	1.90
Goodwill	8.12
Purchase consideration	17.98
Purchase consideration	
Consideration paid in cash	16.08
Deferred consideration payable	1.90
Total Purchase consideration	17.98

- The Group measured the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition. The right-of-use assets were measured at an amount equal to the lease liabilities and adjusted to reflect the favourable terms of the lease relative to market terms.
- The Goodwill of ₹ 8.12 crores comprises the value of expected synergies arising from the acquisition. None of the goodwill recognised is expected to be deductible for income tax purposes.
- No contingent liabilities have been recognised.
- Non-controlling interests have been valued at proportionate fair value of identifiable net assets of the Company on the date of acquisition.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

(B) Acquisition of Teamlease Digital Singapore Pte Ltd ('TDSPL') (formerly known as Ikigai Enablers Pte. Ltd.)

On January 29, 2025, the Company, through its subsidiary, TeamLease Digital Private Limited entered into a Share Purchase Agreement with Teamlease Digital Singapore Pte Ltd ('TDSPL') (formerly known as Ikigai Enablers Pte. Ltd.) and Sriram Iyer Krishnamurthi ('Seller') and acquired 80% stake in TDSPL by way of allotment of equity shares on fully diluted basis at an agreed consideration of ₹ 5 crores. Further, on February 10, 2025, subscribed to 770,000 9% Optionally Convertible Debentures ('OCD') face value of SGD 1 each, aggregating to ₹ 5 Crores.

The fair values of the identifiable assets and liabilities of TDSPL as at the date of acquisition were:

	Fair value recognised on acquisition
Assets	
Intangible assets	4.86
Trade receivables	3.12
Cash and cash equivalents	2.03
Other financial assets (₹ 26,040)	0.00
Other current assets	0.11
Total assets (A)	10.12
Liabilities	
Deferred tax liability	0.83
Borrowings	3.73
Trade payables	3.92
Other current liabilities	0.61
Total liabilities (B)	9.09
Total identifiable net assets at fair value [(A) - (B)]	1.03
Non-controlling interests	(0.21)
Goodwill	4.18
Purchase consideration	5.00
Purchase consideration	
Consideration paid in cash	5.00
Total Purchase consideration	5.00

- (i) The Goodwill of ₹ 4.18 crores comprises the value of expected synergies arising from the acquisition. None of the goodwill recognised is expected to be deductible for income tax purposes.
- (ii) No contingent liabilities have been recognised.
- (iii) Non-controlling interests have been valued at proportionate fair value of identifiable net assets of the Company on the date of acquisition.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 49: Interest in joint venture

On January 06, 2025, the Company entered into a Share Purchase Agreement with Crystal HR & Security Solutions Private Limited ('CHSSPL') and its promoters to acquire 30% stake by way of allotment of equity shares on fully diluted basis with an intention to acquire the balance stake of 70% in multiple tranches, subject to approval of the Board of Directors of the Company and on completion of the various terms and conditions set out in the Share Purchase Agreement. The Group's interest in CHSSPL Limited is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summarised balance sheet as at March 31, 2025:

	31 March 2025
Current assets, including cash and cash equivalents and bank balances ₹ 6.98 crores and investment in mutual funds ₹ 3.68 crores	11.88
Non-current assets, including deferred tax assets ₹ 0.25 crores and income tax assets ₹ 0.25 crores	0.94
Current liabilities, including trade payables ₹ 0.19 crores, employee benefits payable ₹ 0.22 crores and contract liabilities ₹ 0.57 crores	(1.53)
Non-current liabilities pertains to employee benefit obligation ₹ 0.73 crores	(0.73)
Equity	10.56
Group's share in equity- 30%	3.17
Goodwill	7.12
Group's carrying amount of the investment	10.29

Summarised statement of profit and loss of CHSSPL:

	For the period January 07, 2025 to March 31, 2025
Income	
Revenue from operations	2.57
Other income [March 31, 2025: (₹ 49,000)]	(0.00)
Total income	2.57
Expenses	
Purchases of traded goods	0.08
Employee benefits expense	1.26
Finance costs	0.01
Depreciation and amortisation expense	0.08
Other expenses	0.44
Total expenses	1.87
Profit before tax	0.70
Income tax expense	0.21
Profit for the year	0.49
Other comprehensive income	
(b) Items that will not be reclassified to profit or loss in subsequent periods:	
Re-measurement gains/ (losses) on defined benefit plans	0.11
Income tax effect	(0.03)
Other comprehensive income/ (loss), net of tax	0.08
Total comprehensive income for the year, net of tax	0.57
Group's share of profit for the year	0.17

Note: CHSSPL had no contingent liabilities and capital commitments as at March 31, 2025.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 50: Disclosure for struck off companies

The Company has transactions/balances with the below mentioned Companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

Name of struck off Company	Nature of transactions with struck-off Company	Transactions during the year ended 31 March 2025	Transactions during the year ended 31 March 2024	Receivables/ (payables) as at 31 March 2025 (net)	Receivables/ (payables) as at 31 March 2024 (net)	Relationship with the struck-off Company
Galaxe E Solutions India Private Limited	Income from regulatory and other HR services. Revenue: (March 31, 2025: ₹ 12,000) Receivables: (March 31, 2024: ₹ 31,202)	0.00	0.04	-	0.00	Customer
Knorr-Bremse India Private Limited	Sale of services/ Trade receivables	0.31	1.83	-	0.15	Customer
Perfekt Labs Private Limited	Legal and professional charges Payables: (March 31, 2025: ₹ 11,520; March 31, 2024: ₹ 11,520)	-	-	(0.00)	(0.00)	Vendor
Protishruti Marketing Private Limited	Miscellaneous expenses	-	-	(0.03)	(0.03)	Vendor
A2R Skills Private Limited	Training expenses Transaction: (March 31, 2025: ₹ 30,395)	0.00	0.05	(0.01)	(0.01)	Vendor
Excell Media Private Limited	Miscellaneous expenses Transaction: (March 31, 2024: ₹ 20,444)	-	0.00	-	-	Vendor
Akarshan People Management Private Limited	Training expenses Payables: (March 31, 2025: ₹ 15,300; March 31, 2024: ₹ 15,300)	-	-	(0.00)	(0.00)	Vendor

Note: The above transactions are in normal course of business.

Note 51: Other Statutory Information

- 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.
- There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory year.
- The Group have not traded or invested in Crypto currency or Virtual currency during the financial year.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

- (iv) Following are the details of the funds advanced by the Holding Company to Intermediaries for further advancing to the Ultimate beneficiaries:

Name of the intermediary to which the funds are advanced	Date of Funds advanced	Amount of funds advanced	Date on which funds are further advanced invested by Intermediaries to other intermediaries or Ultimate Beneficiaries	Amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries	Ultimate Beneficiary
TeamLease Foundation	10 April 2024	4.00	10 April 2024	4.00	TeamLease Skills University

** Entire amount has been repaid by TeamLease Skills University during the year ended March 31, 2025*

Complete details of the intermediary and ultimate beneficiary:

Name of the entity	Registered Address	Government Identification Number	Relationship with the Company
TeamLease Foundation	315 Work Avenue Campus, Ascent Bldg., Koramangala Ind. Layout, Jyoti Nivas College Road, Koramangala, Bengaluru, Karnataka, India, 560095	AADCT8958N	Subsidiary Company
TeamLease Skills University	77, Ascent Building, Jyothi Nivas College Road Koramangala Industrial Layout, Koramangala, Bengaluru, Bengaluru Urban, Karnataka, 560095	AAAJT2549P	Enterprises under significant influence

The Holding Company and subsidiary company have complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

The Holding Company has not advanced any fund to intermediaries for further advancing to other person on behalf of ultimate beneficiaries for the year ended March 31, 2024.

- (v) The Group 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:
- 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.
- (vi) The Group does not 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 institution or other lender.
- (viii) MCA has amended the Rule 3 of the Companies (Accounts) Rules, 2014 (the "Accounts Rules") vide notification dated August 05, 2022, relating to the mode of keeping books of account and other books and papers in electronic mode. Back-ups of the books of account and other books and papers of the Group maintained in electronic mode are now required to be retained on a server located in India on daily basis (instead of back-ups on a periodic basis as provided earlier) as prescribed under Rule 3(5) of the Accounts Rules. With respect to the above, the Group has complied with the requirement.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

- (ix) The Holding Company, subsidiaries and joint venture, which are companies incorporated in India and whose financial statements have been audited under the Act, have used accounting softwares 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 softwares, except that, audit trail feature is not enabled for direct changes to data using privileged/ administrative access rights across entities and accounting softwares. Additionally for one of the accounting software edit log is enabled for master data changes w.e.f. April 11, 2024. Further the accounting softwares used by three subsidiaries and a joint venture did not have a feature of recording audit trail (edit log) facility and the same did not operate throughout the year for all relevant transactions recorded in the softwares. No instances of audit trail feature being tampered with were noted in respect of accounting softwares where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Group and its joint venture as per the statutory requirements for record retention only to the extent it was enabled and recorded.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 52: 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			
		March 31, 2025		March 31, 2024		March 31, 2025		March 31, 2024		March 31, 2025		March 31, 2024		March 31, 2025		March 31, 2024	
		Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount
Parent	TeamLease Services Limited	95.74%	860.33	96.36%	762.28	88.63%	96.10	93.66%	105.80	132.19%	(0.37)	88.51%	95.73	94.30%	105.49		
	TeamLease Digital Private Limited	2.80%	25.12	1.44%	11.35	12.69%	13.76	5.51%	6.22	(3.57%)	0.01	12.73%	13.77	5.19%	5.81		
	1	TeamLease Foundation	(1.24%)	(11.14)	(0.73%)	(5.74)	(4.95%)	(5.37)	(3.14%)	(3.54)	10.72%	(0.03)	(4.99%)	(5.40)	(3.17%)	(3.55)	
	2	TeamLease HRTech Private Limited	(100%)	(900)	(0.82%)	(6.50)	(2.31%)	(2.50)	1.53%	1.73	(0.04%)	0.00	0.84%	(0.01)	15.4%	1.72	
3																	
4	TeamLease Edtech Limited	3.03%	27.20	2.96%	23.44	3.38%	3.66	3.03%	3.42	(35.73%)	0.10	5.63%	3.76	3.00%	3.36		
5	TeamLease Regtech Private Limited	0.95%	8.52	0.79%	6.29	2.06%	2.23	(0.59%)	(0.67)	14.29%	(0.04)	26.81%	2.19	(0.86%)	(0.96)		
6	TSR Darashaw HR Services Private Limited	0.04%	0.36	-	-	0.49%	0.53	-	-	7.15%	(0.02)	-	0.51	-	-		
7	TeamLease Edtech Foundation (March 31, 2025: ₹ 22.654)	0.00%	(0.00)	-	-	(0.01%)	(0.01)	-	-	0.00%	-	(0.01%)	(0.01)	-	-		
Foreign subsidiary																	
1	TeamLease Digital Singapore PTE Limited (consolidated)	(0.34%)	(3.08)	-	-	(0.14%)	(0.15)	-	-	(25.01%)	0.07	(0.07%)	(0.08)	-	-		
Indian joint venture																	
1	Crystal HR and Security Solutions Private Limited	0.02%	0.17	-	-	0.16%	0.17	-	-	0.00%	-	0.16%	0.17	-	-		
Sub Total		100.00%	898.48	100.00%	791.12	100.00%	108.42	100.00%	112.96	100.00%	(0.28)	100.00%	108.14	100.00%	111.87		
Consolidation adjustments/eliminations			8.42		6.90		0.34		(0.81)		(0.04)		0.30		(0.68)		
Non-controlling interest in subsidiaries			16.05		13.23		1.71		0.51		0.02		1.73		0.38		
Total			922.95		811.25		110.47		112.66		(0.30)		110.17		111.57		

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

All amount in Indian Rupees in crores, except as stated otherwise

Note 53: Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in these financial statements have been rounded off or truncated as deemed appropriate by the management of the Company. The figures of the previous year end have been regrouped or reclassified, wherever necessary.

As per our report of even date attached

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Sandeep Karnani**

Partner

Membership Number: 061207

Place: Bengaluru

Date: 21 May 2025

For and on behalf of the Board of Directors of

TeamLease Services Limited

Ashok Kumar Nedurumalli

Managing Director

DIN: 00151814

Ramani Dathi

Chief Financial Officer

Place: Bengaluru

Date: 21 May 2025

Subramaniam Somasundaram

Independent Director

DIN: 01494407

Alaka Chanda

Company Secretary

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This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



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