

To The Listing Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001  Scrip Code: 539658	To The 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
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Dear Sir/Madam

**Sub:** Annual Secretarial Compliance Report for the financial year ended March 31, 2019

**Ref:** Regulation 24A of SEBI Listing Obligations and Disclosure (LODR) (Amendment) Regulations, 2018, read with SEBI Circular dated February 08, 2019

Dear Sir/Madam,

With reference to the above mentioned subject and in compliance with the provisions of Regulation 24A of SEBI LODR Amendment Regulations, 2018, read with SEBI Circular dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2019.

The above said report dated May 11, 2019 has been signed by Mr. Gaurav Shenoy, GDS and Associates, Practicing Company Secretaries.

Kindly take the above information on record.

Thanking You.  
Yours faithfully,

For **TeamLease Services Limited**

*Alaka Chanda*

**Alaka Chanda**  
**Company Secretary and Compliance Officer**  
**Encl: As Above**



# **GDS & ASSOCIATES**

*Company Secretaries*

## **SECRETARIAL COMPLIANCE REPORT OF TEAMLEASE SERVICES LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

*(Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019)*

We have examined:

- a) all the documents and records made available to us and explanation provided by **Teamlease Services Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of :
  - a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there-under; and
  - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued there-under, have been examined, include:-**

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the review period.**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable during the review period.**
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the review period.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the review period.**

**Bangalore Office:** First Floor, A/4, 32<sup>nd</sup> Cross, 3<sup>rd</sup> Main Road, Jayanagar, 7<sup>th</sup> Block, Bangalore-70

**Belgaum Office:** 12, Samarth Colony, Laxmi Nagar, Hindalga, Belgaum – Karnataka 591108

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## GDS & ASSOCIATES

Company Secretaries

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the review period.**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there-under;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<b>Regulation 6(1)</b> of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Appointment of qualified Company Secretary as the Compliance Officer of the Company	Company did not have a qualified Company Secretary as its Compliance Officer during the period from June 01, 2018 to October 29, 2018	As explained to us by the Management, Company did not appoint a Compliance Officer during the period from June 01, 2018 to October 29, 2018 as it was unable to find a suitable candidate for the post. However, Company has appointed a qualified Company Secretary and Compliance Officer w.e.f 30.10.2018

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there-under insofar as it appears from our examination of those records.



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## **GDS & ASSOCIATES**

*Company Secretaries*

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there-under:

Sr. No	Action taken by	Details of Violation	Details of action taken	Observations/ remarks of the Practicing Company Secretary
1	Stock Exchange(s) - BSE & NSE	Delay in Submitting of Voting Results pertaining to Postal Ballot held on October 06, 2018	Penalty of Rupees Eleven Thousand has been levied on the Company by each of the Stock Exchange(s)	Company has remitted the said penalty with the Stock Exchange(s) and the same is also noted in the Meeting of the Board of Directors.

- (d) Actions taken by the Company to comply with the observations made in previous reports: Not applicable as this being the first year of reporting under the relevant circular.

*For G D S & Associates,  
Company Secretaries*



**CS Gaurav Shenoy**  
**Practicing Company Secretary**  
**CP No.10623**



Place: Bangalore, Karnataka  
Date: 11.05.2019

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