

July 26, 2019

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
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Dear Sir/Madam,

Sub: Amended Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, adopted by the Company vide the Board approval dated July 26, 2019.

Ref: Regulation 8 (2) of the SEBI Prevention of Insider Trading (PIT) Regulations, 2015 read with its Amendments

With reference to the captioned subject and pursuant to 8 (2) of the SEBI PIT Regulations, 2015, read with its Amendments, please find enclosed the Amended Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, adopted by the Company vide the Board approval dated July 26, 2019.

Kindly take the above said information on record as per the requirement of SEBI PIT Regulations, 2015 read with its Amendments, and oblige.

Thanking You.
Yours faithfully,

For **TeamLease Services Limited**

Alaka Chanda
Alaka Chanda



Company Secretary and Compliance Officer

Encl: As above

TEAMLEASE SERVICES LIMITED

**CODE OF CONDUCT
FOR
PREVENTION OF INSIDER TRADING**

AND

**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**

Securities and Exchange Board of India (hereinafter referred to as 'SEBI' has promulgated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and SEBI Prohibition of Insider Trading Amendment Regulations, 2018 and SEBI Prohibition of Insider Trading Amendment Regulations, 2019.

The objective of the Regulations is to prevent insider Trading by prohibiting trading, communicating, counseling or procuring Unpublished Price Sensitive Information. Insider Trading is an unethical practice resorted by those in power and privy to certain unpublished price sensitive information relating to a company to profit at the expense of the general investors who do not have access to such information.

TeamLease Services Limited (hereinafter referred to as the "Company") has framed "THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING" (hereinafter referred to as Code) which is binding on the Designated Persons and their immediate relatives during the course of performance of their duties. This Code is in line with the policy of the Company to implement and practice the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability, consistently being followed by the Company in all its business practices and dealings. The Company recognizes that strict observance of the Code is a basic pre-requisite for ensuring full confidentiality of all 'Unpublished Price Sensitive Information' and to build general investor confidence and stakeholder credibility. Unless otherwise stated, this policy applies to the employees/designated persons of all the subsidiaries, joint ventures and associates (whether in or outside of India) of the Company (collectively or individually hereinafter referred to as the "Group").

Further, the Company has adopted the "CODE FOR CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING" to ensure timely and adequate disclosure of Price Sensitive Information with special reference to analysts, institutional investors etc.

"THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING" and the "CODE FOR CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING are hereinafter referred to as the code of Conduct.

The Code of Conduct will be effective July 26, 2015, the date of approval by the Board of Directors.

The Code of Conduct shall also be uploaded on the website of the Company at www.teamleasegroup.com

The following terms and phrases as used anywhere in this Code of Conduct shall be interpreted to convey the meaning ascribed to them hereunder:

1. **Applicability:**

The Code is applicable to the designated persons and immediate relatives of designated persons of the group as defined in the code from time to time.

2. **Audit Committee**

Audit Committee means Audit Committee of the Board constituted under the Companies Act, 2013.

3. **Board of Directors:**

"Board" or "Board of Directors" means the Board of Directors of the Company including any committee of the Board

4. **Company:**

"Company" means TeamLease Services Limited

5. **Compliance Officer**

"Compliance Officer" means the Company Secretary of TeamLease Services Limited.

6. **Connected Person**

"Connected Person," includes –

- i. A Director of the Company;
- ii. A Key Managerial Personnel (s) of the Company;
- iii. An Officer of the Company;
- iv. A promoter of the Company;
- v. Any person who is or has been in a contractual or fiduciary or employment relationship at any time in the six month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, (x) allowed access to Unpublished Price Sensitive Information (UPSI) or (y) reasonably expected to be allowed access to Unpublished Price Sensitive Information (UPSI)
- vi. Any person who is or has been in frequent communication with an Office of the Company at any time in the six month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, (x) allowed access to Unpublished Price

Sensitive Information (UPSI) or (y) reasonably expected to be allowed access to Unpublished Price Sensitive Information (UPSI);

vii. An employee of the Company and /or material subsidiary of the Company who have access to Unpublished Price Sensitive Information (UPSI) or is reasonably expected to have access to UPSI

viii. Any person who has a professional or business relationship and that relationship, directly or indirectly, (x) allows access to UPSI or (y) is reasonably expected to allow access to UPSI;

ix. Any person classified as a "Designated Person" defined as below:

- a. Promoters and members of Promoter group of TeamLease Services Limited;
- b. Directors/ Observers of TeamLease Services Limited and its subsidiaries and associates;
- c. Head of the Legal Department, All employees of the Compliance Team of the Company and /or material subsidiary of the Company
- d. All employees in the Corporate Finance of the Company and /or material subsidiary of the Company
- e. All employees in the Corporate Communications function of the Company and /or material subsidiary of the Company;
- f. the executive/personal secretarial staff of the Chairman, CEO & Managing Director
- g. persons (including representatives of the auditors, accountancy firms, analysts, consultants etc..) as identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code.
- h. Chief Executive Officer and employees upto two levels below Chief Executive Officer of the company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- i. Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information."
- j. Immediate relatives of 'a' to 'i' above.

The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI

- a. Immediate relative of Connected Persons;
- b. A holding company or associate company or subsidiary company;
- c. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof
- d. An investment company, Trustee Company, asset Management Company or an employee or director thereof;
- e. An official of a stock exchange or of clearing house or corporation;
- f. A member of board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof;

g. A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;

h. An official or an employee of a self-regulatory organization recognized or authorized by the SEBI;

h. A banker of the Company;

i. A concern, firm, trust, Hindu undivided family, company or association of persons where in a director of the Company or his Immediate Relative or banker of the Company, has more than 10% percent of the holding or interest.

7. Contra Trade

"Contra Trade" means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction."

8. Director

"Director" means a director appointed to the Board of a Company.

9. Group means TeamLease Services Limited, its subsidiaries, joint ventures and associates Companies.

10. Immediate Relative

"Immediate Relative" of a person means a spouse, and includes parent, sibling and child of that person or his or her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating to Trading in securities.

11. Insider

An insider means any person who is:

(i) a Connected Person or

(ii) In possession of or having access to Unpublished Price Sensitive Information.

12. Key Managerial Personnel

"Key Managerial Personnel" in relation to a company, means-

i. the Chief Executive Officer or the Managing Director or the Manager;

ii. the whole time director;

iii. the Chief Financial Officer;

iv. the Company Secretary and

v. such other officer as may be prescribed by the Companies Act 2013.

13. "Material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions

14. Officer includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act;

15. Securities

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund, which has follows

"Securities" include—

- (i) shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body Corporate
 - a) Derivatives;
 - b) Security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
 - c) Units or any other such instrument issued to the investors under any mutual fund scheme
- (ii) Government securities; such other instruments as may be declared by the Central Government to be securities; and
- (iii) Rights or interest in securities;

16. Trading

"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

Words and expressions used and not defined in the Code of Conduct but defined in the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Prohibition of Insider Trading) Amendment Regulations 2018 & 2019, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

17. Unpublished Price Sensitive Information ("UPSI")

Unpublished Price Sensitive Information ("UPSI") means any information, which relates directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company.

"Generally available" information means information that is accessible to the public on a non-discriminatory basis.

UPSI includes, without limitation, information relating to the following:

- i. Consolidated or stand alone quarterly/half yearly/ annual audited or unaudited financial results, financial condition, projections or forecasts of the Group;
- ii. Dividends (both interim and final);
- iii. Change in capital structure not limited to following;



- a) Issue of any class of securities.
- b) Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or setting divisions of the company, etc.
- c) Change in market lot of the company's shares, sub-division of equity shares of the company.
- d) Voluntary delisting by the company from the stock exchange(s).
- e) Forfeiture of shares
- f) Any action which will result in alteration in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the company.
- g) Information regarding opening, closing of status of ADR, GDR or any other class of securities to be issued abroad.
- h) Cancellation of dividend/rights/bonus, etc.

iv. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;

v. Changes in the Key Managerial Personnel; and

vi. The following Material events

- a) Receipt of any regulatory approval from developed market regulators (US, Europe, Japan, Australia, New Zealand, Canada etc.)
- b) Developments with respect to pricing/realisation arising out of change in the regulatory framework
- c) Any regulatory development/ action (positive or negative) that can have material impact on future operations and financials of the Company or the Group including its ability to continue to perform its normal business operations
- d) Revision in credit ratings
- e) Any other information having bearing on the financials/operation/performance of the Company or the Group.
- f) Commencement of commercial production/commercial operations with expected annual turnover of Rs 50 crore or more.

vii. The following financial transactions having financial impact of Rs 25 crore in revenue or Rs 10 crore in profits:

- a) Changes in the general character or nature of business including entering into new lines of business/development of new products

- b) Disruption of operations due to natural calamity
- c) Business transactions including manufacturing expansion (both Greenfield and brownfield), entering into or terminating licensing or contract manufacturing agreements.
- d) Litigation/dispute with a material impact.

DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officers shall be responsible for:

- Setting forth policies in relation to the implementation of the Code of Conduct and the Regulations in consultation with the Board/Audit Committee.
- Prescribing procedures for various activities referred to in the Code of Conduct and the Regulations.
- Compliance with the policies and procedures referred herein above.
- Monitoring adherence to the Regulations for the preservation of UPSI.
- Grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them/ their Immediate Relatives and monitoring of such trading.
- Implementation of Code of Conduct under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
- The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code of Conduct.
- The Compliance Officer shall close the trading window for such periods as he/she may deem fit in compliance with the provisions of this code.

The Compliance officer shall maintain a record of designated persons such as Directors, such employees and connected persons including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc., as identified by the Board and their immediate relatives and changes thereto from time to time. He will also assist the designated persons in addressing any clarifications regarding the Regulations and this Policy/Code.

Every quarter the Compliance Officer will present to the Audit Committee Chairman the material facts relating to the trading of securities by the designated persons along with the documents that such person has executed in accordance with the pre-trading procedure prescribed under this Policy/ Code.

PROHIBITION ON COMMUNICATING OR PROCURING UPSI

- i. An INSIDER shall not – Communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other insiders, except to the extent hereinafter mentioned in the Code of Conduct or
- ii. No person shall procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities; or
- iii. An INSIDER shall not- Discuss UPSI in public places, or

- iv. An INSIDER shall not- Disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
- v. An INSIDER shall not- Recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI, or
- vi. An INSIDER shall not- Be seen or perceived to be Trading in Securities of the Company while in possession of UPSI.

The Specified persons who are privy to UPSI, shall handle the same strictly on a "need to know" basis. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

LIMITED ACCESS TO CONFIDENTIAL INFORMATION

Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards.

File containing confidential information shall be kept secure

Computer files must have adequate security through a password

Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance officer from time to time in consultation with the person in charge of information technology function.

To prevent the misuse of UPSI, the Company has will have the policy which separates those departments which routinely have access to UPSI, considered "inside areas" from those departments which deal with sale/marketing or other departments providing support services, considered "public areas".

As per this policy, the employees in the inside areas are not allowed to communicate any UPSI or anyone in the public areas, the employees in inside area may be physically separated from the employee in public area and the demarcation of various departments as inside area shall be determined by the Compliance Officer in consultation with the Board.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- 1) in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- 2) in the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- 3) within a group of persons if such persons have been identified and secluded within a "Chinese wall" or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the "Chinese wall."



PROHIBITION ON INSIDER TRADING

All Insiders shall not, directly or indirectly, –

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

TRADING WINDOW

- 1) The Compliance Officer shall notify a 'trading window' during which the Designated Persons may trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with this Code of Conduct.
- 2) Designated Persons shall not trade in the Company's securities when the trading window is closed.
- 3) The trading window shall be closed for all Insiders from the 1st day immediately following the relevant calendar quarter end till the conclusion of 48 hours after disclosure of such quarterly/ annual financial results of the company to stock exchanges.
- 4) Additionally, the trading window shall be closed 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.
- 5) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.
- 6) Unless otherwise specified by the Compliance Officer, the trading window for Trading in Securities of the Company shall be closed for the Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have Unpublished Price Sensitive Information (UPSI), including for the following purposes:
 1. Declaration of financial results,
 2. Declaration of Dividends,
 3. Change in capital structure,
 4. Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions,
 5. Change in Key Managerial Personnel and

For the Item no. 2 to 5 the Managing Director / CEO of the company shall well before initiation of such activity form core team of Employees who would work on such assignment. He will also designate senior employee who will be in-charge of such activity and all these employees will execute the undertaking not to deal in Securities of the Company till the UPSI regarding the activity is made generally available or the activity is abandoned and the Trading Window would be regarded as closed for them. The core team may share information related to the activity with any connected person only on need to know basis for any advice or guidance required from such connected person, provided that such person are bound by confidentiality and undertake not to breach the Regulations.

The trading window shall be opened 48 hours after the information referred to above become generally available. All the designated persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated person or their immediate relative shall trade in securities of the company during the period the trading window is closed or during any other similar period as may be specified by the Compliance Officer from time to time.

Provided that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

PRE-APPROVALS OF DEALS IN SECURITIES

Every designated person shall obtain a pre trading approval as per the procedure before doing any trading of the company securities either by himself or by any of his Immediate Relatives. The said pre approval is necessary only in the circumstances where the cumulative trading of the company securities in any financial year exceeds Rs. 10.00 Lakhs. The designated person should approach the compliance officer to execute and submit the relevant prescribed forms and declarations. In case of compliance officer, he has to make application and declaration to Managing Director of the Company. The application can be made by electronic forms followed by hard copy.

The Compliance officer will consider the application preferably on the same trading day but not later than next trading day provided that such approval will not result in breach of any provisions of this policy. The approval shall be issued in the specified format and shall be valid for period seven working days from the date of approval.

In the absence of Compliance officer, any other authorized person not below the rank of senior manager from finance team or compliance team shall issue the approval.

As mentioned in the above para the period of validity for such approval will be for 7 days and the designated person should submit within two trading days of the execution of deal, the details of deal with Compliance Officer in a prescribed format. In case if the transaction is not undertaken a report to that effect shall be filed in the prescribed format.

In case of lapse of period (7 days) for execution of trading deal pursuant to the approval granted by the Compliance officer the designated person or Immediate relative of the designated person may apply once again to the compliance officer for pre clearance of the transaction covered under the said approval.

The designated persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e, sell or buy, as the case may be, any number of securities of the company. The Compliance officer can grant relaxation from strict application of the above restriction after recording the reasons in this regards provided at such relaxation does not violate the regulations. It may however, be noted that in terms of the Regulations no such purchase/sale will be permitted when the Trading window is closed.

Notwithstanding the above, should the designated persons execute an opposite transaction, inadvertently or otherwise in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

In case of doubt, the designated person shall approach the Compliance Officer or the officer designated by him/her from time to time whether the provisions relating to pre clearance are applicable to any proposed transaction in the Company's Securities. All the designated persons should give the declaration in the specified format addressed to the compliance officer stating the shares held by them and by their Immediate Relatives and giving the undertaking that they will not involve in any violation of insider trading regulations.

*Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.