

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS (RHP)****BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM**

**(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORIZATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST APPLICANT WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT APPLICANTS. THE FIRST APPLICANT SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)**

On the basis of the RHP dated January 22, 2016 and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for allotment to me/us of the Equity Shares in the Offer up to my/our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through Book Building Process. I/We hereby confirm that I am/we are eligible persons to invest in this Offer in accordance with applicable laws. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be allotted to me/us subject to the terms of the RHP, the Bid cum Application Form, the Abridged Prospectus, GID and other applicable laws. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be allotted and to register my/our address as given in the depository records.

I/We further note that in case of Eligible Employees bidding in the Employee Reservation Portion, Bids will be rejected on technical grounds and/or as specified in the RHP, GID and the Abridged Prospectus. I/We authorize the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of Prospectus with the Registrar of Companies without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Offer.

FOR ELIGIBLE EMPLOYEES: (Only for Sole/First Bidder): I CONFIRM THAT: EITHER: (i) (a) I am a permanent and full time employee of the Company or its Subsidiary as of the date of filing of the RHP with the RoC; or (b) I am a director of the Company or its Subsidiary, whether a whole time director or otherwise, as of the date of filing of the RHP with the RoC; (ii) I am working in India as on the date of submission of the Bid cum Application Form and shall be present in India as on the date of Allotment; and (iii) I shall continue to be (a) in the employment of the Company or its Subsidiary or (b) a director of the Company or its Subsidiary, as applicable, until the date of Allotment. I am/we are not the Promoter or immediate relative of the individual promoter or person(s) not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines.

**Further:** 1) In accordance with ASBA process provided in SEBI Regulations and as disclosed in the RHP, I/We authorize (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centers) or the SCSBs or the RTAs or the CDPs to do all acts as are necessary to make the Application in the Offer, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid cum Application Form, transfer of funds to the Public Issue Account on receipt of instruction from Registrar to the Offer, after finalization of Basis of Allotment; and (b) the Registrar to the Offer to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the Application. 3) I/we hereby authorize the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or the RTAs or the CDPs, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

**INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM**

1. Name of Sole/ First Bidder should be exactly the same as it appears in the depository records. In case of joint Bids, only the name of the first Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form.
2. The Bid means an 'Indication to make an Offer' and not as 'an Offer'.
3. Except for Bids by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of Bid in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected.
4. Bidder should not that based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar will obtain demographic details registered with Depositories which may be used for allotment, technical rejections or unblocking of funds. Hence, Bidders are advised to immediately update any change in their details as appearing on the records of the Depository Participant. Please note that failure to do so could result in failure in allotment of Equity Shares, at the Bidders sole risk and neither the members of syndicate or the Registrar or the RTAs or the CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
5. **Bid Lot and Price Band:** The Price Band, and the Minimum Bid Lot will be decided by the Company and the Selling Shareholders in consultation with the BRLMs and will be advertised at least five working days prior to the Bid/Offer Opening Date, in the Financial Express, English national daily, Jansatta, Hindi national daily and Navshakti, regional language newspaper, each with wide circulation. In case of revision of the Price Band, the Bid/ Offer Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Offer Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to the SCSBs, RTAs, CDPs and the Registered Brokers. Maximum and Minimum Bid Size: In case of Eligible Employees applying in the Employee Reservation Portion, such number of shares such that the Bid Amount does not exceed ₹ 2,00,000. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, as determined at the completion of the Book Building Process. The maximum Bid by any bidder should not exceed the investment limits prescribed for them under applicable laws.
6. Please tick Category as applicable to ensure proper upload of Bid in the Stock Exchange system.
7. Please tick investor status as applicable. Please ensure investor status is updated in your depository records.
8. Total Amount payable must be calculated for the highest of three options, at Bid Price, at the time of the submission of the Bid cum Application Form. Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted. Bidders please ensure that your Bank is an SCSB and has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
9. Only the first Bidder is required to sign the Bid cum Application Form / Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of bank account holder is mandatory.
10. **Other Instructions:** (a) Bids must be made only in the prescribed Bid cum Application Form. (b) Bid cum Application Form must be completed in full, in BLOCK LETTERS in ENGLISH. (c) Bidders should note that the Member of the Syndicate, Registered Brokers and/or SCSB's will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. (d) Ensure that all applicable documents in support of the Bid are attached with the Bid cum Application Form. (e) Eligible Employees bidding in the Employee Reservation Portion can participate in the Offer, and submit their Bids either through submitting a Bid cum Application Form to the Member of the Syndicate or Registered Broker or through the ASBA process by submitting Bid cum Application Forms to the Member of the Syndicate (in specified Cities only) or Registered Broker or the SCSB with whom the ASBA Account is maintained.
11. The applicants may note that in case the DPID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid Cum Application Form is liable to be rejected..
12. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be qualified institutional investors (as defined in Rule 144A under the U.S. Securities Act) pursuant to Rule 144A under the U.S. Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur.

**Note :** Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is available on the websites of the BRLM's and Stock Exchanges.

TEAR HERE

	COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS
<ul style="list-style-type: none"><li>• In case of queries related to allotment/ credit of allotted equity shares, the Bidders should contact Registrar to the Offer.</li><li>• In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB.</li><li>• In case of queries related to upload of bids submitted to the Syndicate Members/RTAs/Registered Brokers/CDPs, as applicable the Bidders should contact the relevant Designated Intermediary.</li></ul>	<b>TEAMLEASE SERVICES LIMITED</b> <b>Registered Office:</b> Office No. 6, 3 <sup>rd</sup> Floor, C Wing, Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India; <b>Tel:</b> + 91 22 6641 9500; <b>Fax:</b> + 91 22 2656 6548 <b>Contact Person and Compliance Officer:</b> Mruthunjaya Murthy C. <b>Company Secretary and Compliance Officer:</b> <b>Tel:</b> + 91 80 3324 3406; <b>Fax:</b> + 91 80 3324 3001 <b>E-mail:</b> corporateaffairs@teamlease.com <b>Website:</b> www.teamlease.com <b>Corporate Identity Number:</b> U74140MH2000PLC124003	<b>KARVY COMPUTERSHARE PRIVATE LIMITED</b> Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad 500 032, Telangana, India <b>Tel:</b> +91 40 6716 2222, <b>Fax:</b> +91 40 2300 1153 <b>Email:</b> einward.ris@karvy.com <b>Investor grievance email:</b> teamlease.ipo@karvy.com <b>Website:</b> www.karisma.karvy.com <b>Contact Person:</b> M Murali Krishna <b>SEBI Registration No.:</b> INR000000221