
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

Commission file number 001-32945

WNS (Holdings) Limited

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Jersey, Channel Islands

(Jurisdiction of incorporation or organization)

Gate 4, Godrej & Boyce Complex
Pirojshanagar, Vikhroli (W)
Mumbai 400 079, India

Malta House, 36-38 Piccadilly,
London W1J 0DP, United Kingdom

515 Madison Avenue, 8th Floor,
New York, NY 10022, United States

(Addresses of principal executive offices)

Gopi Krishnan

General Counsel

Gate 4, Godrej & Boyce Complex
Pirojshanagar, Vikhroli (W)
Mumbai 400 079, India

(91-22) 4095-2100

gopi.krishnan@wns.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class
Ordinary share, par value 10 pence per share

Trading Symbol(s)
WNS

Name of each exchange on which registered
The New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As at March 31, 2024, 45,684,145 ordinary shares, par value 10 pence per share, were issued and outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company," in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued
by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17 Item 18

If this report is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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CONVENTIONS USED IN THIS ANNUAL REPORT

In this annual report, references to “US” are to the United States of America, its territories and its possessions. References to “UK” are to the United Kingdom. References to “EU” are to the European Union. References to “India” are to the Republic of India. References to “China” are to the People’s Republic of China. References to “South Africa” are to the Republic of South Africa. References to “\$” or “dollars” or “US dollars” are to the legal currency of the US, references to “₹” or “Indian rupees” are to the legal currency of India, references to “pound sterling” or “£” are to the legal currency of the UK, references to “pence” are to the legal currency of Jersey, Channel Islands, references to “Euro” are to the legal currency of the European Monetary Union, references to “South African rand” or “R” or “ZAR” are to the legal currency of South Africa, references to “A\$” or “AUD” or “Australian dollars” are to the legal currency of Australia, references to “CHF” or “Swiss Franc” are to the legal currency of Switzerland, references to “RMB” are to the legal currency of China, references to “LKR” or “Sri Lankan rupees” are to the legal currency of Sri Lanka, references to “PHP” or “Philippine Peso” are to the legal currency of the Philippines and references to “NZD” or “New Zealand Dollar” are to the legal currency of New Zealand. Our consolidated financial statements are presented in US dollars. Our consolidated financial statements included in this annual report are prepared in accordance with the International Financial Reporting Standards and its interpretations (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). Unless otherwise indicated, references to “GAAP” in this annual report are to IFRS, as issued by the IASB.

References to a particular “fiscal” year are to our fiscal year ended March 31 of that calendar year. Any discrepancies in any table between totals and sums of the amount listed are due to rounding. Any amount stated to be \$0.0 million represents an amount less than \$5,000.

In this annual report, unless otherwise specified or the context requires, the term “WNS” refers to WNS (Holdings) Limited, a public company incorporated under the laws of Jersey, Channel Islands, and the terms “our company,” “we,” “our” and “us” refer to WNS (Holdings) Limited and its subsidiaries.

In this annual report, references to “SEC” or “Commission” are to the United States Securities and Exchange Commission.

We also refer in various places within this annual report to “revenue less repair payments,” which is a non-GAAP financial measure that is calculated as (a) revenue less (b) in our auto claims business, payments to repair centers for “fault” repair cases where we act as the principal in our dealings with the third party repair centers and our clients. This non-GAAP financial information is not meant to be considered in isolation or as a substitute for our financial results prepared in accordance with GAAP.

We refer to information regarding the business process management (“BPM”) industry, our company and our competitors from market research reports, analyst reports and other publicly available sources. Although we believe that this information is reliable, we have not independently verified the accuracy and completeness of the information. We caution you not to place undue reliance on this data. BPM services are also sometimes referred to as business process outsourcing (“BPO”) services.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains “forward-looking statements” that are based on our current expectations, assumptions, estimates and projections about our company and our industry. The forward-looking statements are subject to various risks and uncertainties. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will,” “project,” “seek,” “should” and similar expressions. Those statements include, among other things, the discussions of our business strategy and expectations concerning our market position, future operations, margins, profitability, liquidity and capital resources, tax assessment orders and future capital expenditures. We caution you that reliance on any forward-looking statement inherently involves risks and uncertainties, and that although we believe that the assumptions on which our forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and, as a result, the forward-looking statements based on those assumptions could be materially incorrect. These risks and uncertainties include but are not limited to:

- worldwide economic and business conditions;
- our dependence on a limited number of clients in a limited number of industries;
- currency fluctuations among the Indian rupee, the pound sterling, the US dollar, the Australian dollar, the Euro, the South African rand and the Philippine peso;
- political or economic instability in the jurisdictions where we have operations;
- regulatory, legislative and judicial developments;
- increasing competition in the BPM industry;
- technological innovation;
- our liability arising from cybersecurity attacks, fraud or unauthorized disclosure of sensitive or confidential client and customer data;
- telecommunications or technology disruptions;
- our ability to attract and retain clients;
- negative public reaction in the US or the UK to offshore outsourcing;
- our ability to collect our receivables from, or bill our unbilled services to, our clients;
- our ability to expand our business or effectively manage growth;
- our ability to hire and retain enough sufficiently trained employees to support our operations;
- the effects of our different pricing strategies or those of our competitors;
- our ability to successfully consummate, integrate and achieve accretive benefits from our strategic acquisitions, and to successfully grow our revenue and expand our service offerings and market share;
- future regulatory actions and conditions in our operating areas;
- our ability to manage the impact of climate change on our business;
- volatility of our share price;
- the possibility of a resurgence of coronavirus disease 2019 (“COVID-19”) pandemic and related impact on our and our clients’ business, financial condition, results of operations and cash flows; and
- our ability to transition to reporting on US domestic issuer forms and filing financial statements under US GAAP.

These and other factors are more fully discussed in “Part I — Item 3. Key Information — D. Risk Factors,” “Part I — Item 5. Operating and Financial Review and Prospects” and elsewhere in this annual report. In light of these and other uncertainties, you should not conclude that we will necessarily achieve any plans, objectives or projected financial results referred to in any of the forward-looking statements. Except as required by law, we do not undertake to release revisions of any of these forward-looking statements to reflect future events or circumstances.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. [Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reason for the Offer and the Use of Proceeds

Not applicable.

D. Risk Factors

This annual report contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those described in the following risk factors and elsewhere in this annual report. If any of the following risks actually occur, our business, financial condition, results of operations and cash flows could suffer and the trading price of our ordinary shares could decline.

Risks Related to Our Business

The global economic and geo-political conditions have been and continue to be challenging and have had, and may continue to have, an adverse effect on the financial markets and the economy in general, which has had, and may continue to have, a material adverse effect on our business, clients, employees, financial performance, results of operations and cash flows and the prices of our ordinary shares.

As we have operations in 13 countries and service clients across multiple geographic regions, our business, financial performance and results of operations depend significantly on worldwide macroeconomic and geo-political conditions. Recent economic conditions and geo-political developments have been and continue to be challenging for global economies and could materially and adversely affect our business and financial performance.

Economic factors, such as recessionary economic cycles, inflation, rising interest rates, fluctuations in foreign exchange rates, monetary tightening and volatility in the financial markets, have impacted, and may continue to impact, our business, financial condition and results of operations. The current global economic slowdown and the possibility of continued turbulence or uncertainty in the European, US, Asian and international financial markets and economies have adversely affected, and may continue to adversely affect, our and our clients' liquidity and financial condition. Relatively high levels of inflation in the various geographies where we operate have resulted in increased supply costs, which in turn have impacted pricing and consumer demand. Although key policy rates across most of the sovereign Central Banks (CBs) have peaked, the gradual decline in inflation level but still relatively higher than the CB's targeted level has derailed the cut in policy rate. The higher interest rates, coupled with tighter credit markets and relatively wider credit spreads, may increase our cost of borrowing and cause credit to become more limited, which could have a material adverse effect on not only on our financial condition, liquidity and cash flows, but also on our clients' ability to use credit to purchase our services or to make timely payments to us. In addition, as a result of high debt levels, a number of countries have required and may continue to require additional financial support, sovereign credit ratings have declined and may continue to decline, and there may be default on the sovereign debt obligations of certain countries. Uncertainties remain regarding future central bank and other economic policies in the US and EU. Such uncertain macroeconomic conditions may further lead to increased volatility in the currency and financial markets globally. For example, the recent appreciation of the US dollar may have an unpredictable impact on our company in a number of ways, including the conversion of our operating results into our reporting currency, the US dollar. For further information, see "Currency fluctuations among the Indian rupee, the pound sterling, the US dollar, the Australian dollar, the Euro, the South African rand and the Philippine peso could have a material adverse effect on our results of operations." In addition, volatility in the financial markets could have a material impact on the price of our ordinary shares. We cannot predict the trajectory of the recent economic slowdown or any subsequent economic recovery. If adverse macroeconomic conditions continue for a prolonged period of time or even worsen, our business, financial condition and results of operations will be adversely affected.

Government policies or objectives pursued by countries in which we do business could potentially impact the demand for our services in certain countries. Changes in trade policies, increases in tariffs, the imposition of retaliatory tariffs, including those implemented by the United States, China and Europe and legislation requiring greater oversight of supply chains, may have a material adverse effect on global economic conditions and the stability of global financial markets and may reduce international trade.

Geopolitical crises, such as war, political instability and terrorist attacks, could disrupt our operations. The prolonged conflict between Russia and Ukraine and the recent conflict between Israel and Hamas have led and could lead to significant market and other disruptions, including significant volatility in commodity prices, supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage. We have operations in Poland and Romania, which border Ukraine and have been materially and adversely affected by inflation, particularly increases in energy and food prices, resulting from disrupted supplies from Russia and Ukraine. In addition, as a result of the ongoing military conflict, there has been a growing number of migrants in Poland and Romania. Such an influx of migrants could further exacerbate inflation in these two countries, thereby resulting in an upward pressure on wages, which could have a material adverse effect on our operations in these two countries. The length, impact and outcome of the ongoing military conflict in Ukraine are highly unpredictable. If the conflict continues or extends beyond Ukraine, it would continue to have a significant impact on the global economy and our operations in Poland and Romania.

Additionally, major political events, including the UK's withdrawal from the EU in January 2020, commonly referred to as "Brexit," has also created uncertainty for businesses such as ours that operate in these markets. While the UK and the EU have ratified a trade and cooperation agreement to govern their relationship after Brexit, the agreement merely sets forth a framework in many respects and requires additional bilateral negotiations between the UK and the EU as both parties continue to work on the rules for implementation. Significant political and economic uncertainty remains about how the precise terms of the relationship between the parties will differ from the terms before withdrawal. Such terms could adversely affect the economic conditions in affected markets as well as the stability of the global financial markets, which in turn have had and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. 24.2% of our revenues and 21.9% of our revenue less repair payments (non-GAAP) in fiscal 2024 and 25.4% of our revenues and 21.4% of our revenue less repair payments (non-GAAP) in fiscal 2023 were denominated in pound sterling. The extent and duration of the decline in the value of the pound sterling to the US dollar and other currencies is unknown at this time. A long-term reduction in the value of the pound sterling as a result of Brexit or otherwise could adversely impact our earnings growth rate and profitability. Although we believe that our hedging program is effective, there is no assurance that it will protect us against fluctuations in foreign currency exchange rates.

A few major clients account for a significant portion of our revenue and any loss of business from these clients could reduce our revenue and significantly harm our business.

We have derived and believe that we will continue to derive in the near term a significant portion of our revenue from a limited number of large clients. In fiscal 2024 and 2023, our five largest clients accounted for 20.9% and 23.8% of our revenue and 21.6% and 25.0% of our revenue less repair payments (non-GAAP), respectively. In fiscal 2024 and 2023, our three largest clients accounted for 13.4% and 15.7% of our revenue and 13.8% and 16.6% of our revenue less repair payments (non-GAAP), respectively. In fiscal 2024, our largest client individually accounted for 4.9% and 5.1% of our revenue and revenue less repair payments (non-GAAP), respectively, as compared to 6.5% and 6.8% in fiscal 2023, respectively. Any loss of business from any major client could reduce our revenue and significantly harm our business.

For example, one of our top five customers by revenue contribution in fiscal 2024, which is in the HCLS SBU, served a termination notice on January 31, 2024. The customer accounted for 4.1%, 6.5% and 7.3% of our revenue and 4.2%, 6.8% and 7.9% of our revenue less repair payments (non-GAAP) in fiscal 2024, fiscal 2023 and fiscal 2022, respectively. This termination is effective July 1, 2024. Although the termination did not impact our revenue in fiscal 2024, we were required to perform an impairment assessment for the intangible asset recognized in relation to this client. Based on our assessment, we recorded an impairment charge of \$30.9 million to our results of operations in fiscal 2024 on the aforementioned intangible asset.

In addition, the volume of work performed for specific clients is likely to vary from year to year, particularly since we may not be the exclusive outside service provider for our clients. Thus, a major client in one year may not provide the same level of revenue in any subsequent year. For example, until fiscal 2018, Aviva Global Services (Management Services) Private Limited (“Aviva MS”) was our largest client and revenue from Aviva MS decreased from \$54.5 million in fiscal 2017 to \$51.9 million in fiscal 2018 to \$50.1 million in fiscal 2019 and increased to \$53.3 million in fiscal 2020. This decline in revenue of fiscal 2018 and 2019 was partially attributable in part to revised pricing terms and in part to a reduction of services due to automation performed by Aviva MS and the automation of certain services by WNS. We have derived, and we expect to continue to derive for the foreseeable future, a significant portion of our revenue from Aviva MS. Under our master services agreement with Aviva MS, Aviva MS is permitted to terminate the agreement without cause with 180 days’ notice upon payment of a termination fee. The loss of some or all of the business of any large client could have a material adverse effect on our business, results of operations, financial condition and cash flows. A number of factors other than our performance could cause the loss of or reduction in business or revenue from a client, and these factors are not predictable. For example, a client may demand price reductions, change its outsourcing strategy or move work in-house. A client may also be acquired by a company with a different outsourcing strategy that favors switching to another BPM service provider or returning work in-house.

Our revenue is highly dependent on clients concentrated in a few industries, as well as clients located primarily in the US, the UK, Europe and Australia. Economic slowdowns or factors that affect these industries or the economic environment in the US, the UK, Europe or Australia could reduce our revenue and seriously harm our business.

A substantial portion of our clients are concentrated in the insurance industry, healthcare industry and the travel and leisure industry. In fiscal 2024 and 2023, 27.3% and 26.8% of our revenue, respectively, and 25.1% and 22.9% of our revenue less repair payments (non-GAAP), respectively, was derived from clients in the insurance industry. During the same periods, clients in the travel and leisure industry contributed 16.1% and 16.9% of our revenue, respectively, and 16.6% and 17.9% of our revenue less repair payments (non-GAAP), respectively and clients in the healthcare industry contributed 13.4% and 15.7% of our revenue, respectively, and 13.8% and 16.6% of our revenue less repair payments (non-GAAP), respectively. Our business and growth largely depend on continued demand for our services from clients in these industries and other industries that we may target in the future, as well as on trends in these industries to outsource business processes.

The current global macroeconomic and geo-political conditions have affected, and may continue to affect, both the industries in which our clients are concentrated and the geographies in which we do business. For more information, see “— The global economic and geo-political conditions have been and continue to be challenging and have had, and may continue to have, an adverse effect on the financial markets and the economy in general, which has had, and may continue to have, a material adverse effect on our business, clients, employees, financial performance, results of operations and cash flows and the prices of our ordinary shares.” Certain of our targeted industries are especially vulnerable to crises in the financial and credit markets and potential economic downturns. Our results of operations depend on, among other things, our ability to maintain and increase our sales volume with existing clients and to attract new clients. Any future global economic uncertainty, as a result of any global pandemic / epidemic, rising inflation, high interest rates or otherwise, may affect, the demand for our services across industries from our clients, depending on the ability of each client to cope with the effects of these developments, as well as the nature of each client’s industries, products and services. A downturn in any of our targeted industries, a slowdown or reversal of the trend to offshore business process outsourcing in any of these industries or the introduction of regulation which restricts or discourages companies from outsourcing could result in a decrease in the demand for our services and adversely affect our results of operations. For instance, the ongoing military conflict between Russia and Ukraine, especially in the event of further escalation beyond the borders of Ukraine and potential cascading effects of the sanctions on Russia, and the conflict between Israel and Hamas could have a material adverse effect on global trade and travel. Our business has been, and we expect it will continue to be, impacted across industry verticals due to the Russia-Ukraine conflict.

In addition, any further weakening of or continuing uncertainty in worldwide economic and business conditions could result in a few of our clients reducing or postponing their outsourced business requirements. Additionally, our revenue is highly dependent on the economic environments in the US, the UK, Europe and Australia. In fiscal 2024 and 2023, 47.1% and 49.2% of our revenue, respectively, and 48.5% and 51.8% of our revenue less repair payments (non-GAAP), respectively, were derived from clients located in the US. During the same periods, 28.3% and 28.7% of our revenue, respectively, and 26.2% and 24.9% of our revenue less repair payments (non-GAAP), respectively, were derived from clients located in the UK, 8.3% and 7.1% of our revenue, respectively, and 8.5% and 7.4% of our revenue less repair payments (non-GAAP), respectively, were derived from clients located in Europe (excluding the UK), and 6.5% and 6.1% of our revenue, respectively, and 6.7% and 6.4% of our revenue less repair payments (non-GAAP), respectively, were derived from clients located in Australia. Any further weakening of or continuing uncertainty in the US, UK, European or Australian economy will likely have a further adverse impact on our revenue.

Other developments may also lead to a decline in the demand for our services in our targeted industries. Significant changes in the financial services industry or any of the other industries on which we focus, or a consolidation in any of these industries or acquisitions, particularly involving our clients, may decrease the potential number of buyers of our services and have an adverse impact on our profitability. Any significant reduction in or the elimination of the use of the services we provide within any of these industries would result in reduced revenue and harm our business. Our clients may experience rapid changes in their prospects, substantial price competition and pressure on their profitability. Although such pressures can encourage outsourcing as a cost reduction measure, they may also result in increasing pressure on us from clients in these key industries to lower our prices which could negatively affect our business, results of operations, financial condition and cash flows.

Currency fluctuations among the Indian rupee, the pound sterling, the US dollar, the Australian dollar, the Euro, the South African rand and the Philippine peso could have a material adverse effect on our results of operations.

Although substantially all of our revenue is denominated in US dollars, pound sterling, and to a lesser extent, Euro, Australian dollars, and South African rand, a significant portion of our expenses (other than payments to repair centers, which are primarily denominated in pound sterling) are incurred and paid in Indian rupees and, to a lesser extent, in South African rand and Philippine peso. Therefore, a weakening of the rate of exchange for the pound sterling, the US dollar, the Australian dollar or Euro against the Indian rupee or, to a lesser extent, a weakening of the pound sterling against the South African rand or the Philippine peso would adversely affect our results. Furthermore, we report our financial results in US dollars and our results of operations would be adversely affected if the pound sterling, Euro or the Australian dollar depreciates against the US dollar, or if the Indian rupee or, to a lesser extent, the South African rand or the Philippine peso appreciates against the US dollar.

Fluctuations between the Indian rupee, the pound sterling, the Australian dollar, the Euro, the South African rand or the Philippine peso, on the one hand, and the US dollar, on the other hand, expose us to translation risk when transactions denominated in such currencies are translated to US dollars, our reporting currency. The exchange rates between each of the Indian rupee, the pound sterling, the Australian dollar, the Euro, the South African rand or the Philippine peso, on the one hand, and the US dollar, on the other hand, have changed substantially in recent years and may fluctuate substantially in the future.

In addition, the military conflict between Russia and Ukraine may have substantial impact on the global economy and may result in unpredictable fluctuations in foreign currency exchange rates, and in particular, may negatively impact the pound sterling, the Euro and other currencies in which our revenue is denominated. The withdrawal of the UK from the EU in January 2020 has created significant political and economic uncertainty regarding the trading relationship between the UK and the EU.

The average Indian rupee to US dollar exchange rate was approximately ₹82.77 per \$1.00 in fiscal 2024, which represented a depreciation of the Indian rupee by an average of 3.0% as compared with the average exchange rate of approximately ₹80.33 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the Indian rupee by an average of 7.3% as compared with the average exchange rate of approximately ₹74.49 per \$1.00 in fiscal 2022.

The average pound sterling to US dollar exchange rate was approximately £0.80 per \$1.00 in fiscal 2024, which represented a appreciation of the pound sterling by an average of 4.2% as compared with the average exchange rate of approximately £0.83 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the pound sterling by an average of 11.8% as compared with the average exchange rate of approximately £0.73 per \$1.00 in fiscal 2022.

The average Australian dollar to US dollar exchange rate was approximately A\$1.52 per \$1.00 in fiscal 2024, which represented a depreciation of the Australian dollar by an average of 4.0% as compared with the average exchange rate of approximately A\$1.46 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the Australian dollar by an average of 7.3% as compared with the average exchange rate of approximately A\$1.35 per \$1.00 in fiscal 2022.

The average Euro to US dollar exchange rate was approximately €0.92 per \$1.00 in fiscal 2024, which represented a appreciation of the Euro by an average of 4.1% as compared with the average exchange rate of approximately €0.96 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the Euro by an average of 10.4% as compared with the average exchange rate of approximately €0.86 per \$1.00 in fiscal 2022.

The average South African rand to US dollar exchange rate was approximately R18.73 per \$1.00 in fiscal 2024, which represented a depreciation of the South African rand by an average of 10.3% as compared with the average exchange rate of approximately R16.98 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the South African rand by an average of 14.4% as compared with the average exchange rate of approximately R14.85 per \$1.00 in fiscal 2022.

The average Philippine peso to US dollar exchange rate was approximately PHP 55.90 per \$1.00 in fiscal 2024, which represented a depreciation of the Philippine peso by an average of 1.0% as compared with the average exchange rate of approximately PHP 55.32 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the Philippine peso by an average of 10.5% as compared with the average exchange rate of approximately PHP50.07 per \$1.00 in fiscal 2022.

Our results of operations would be adversely affected if the Indian rupee appreciates significantly against the US dollar or if the pound sterling or the Australian dollar depreciates against the US dollar or, to a lesser extent, if the South African rand or the Philippine peso appreciates significantly against the US dollar.

For example, the depreciation of the Indian rupee, the Philippine peso and the South African rand and the appreciation of the pound sterling and the Euro against the US dollar in fiscal 2024 positively impacted our results of operations whereas the depreciation of the Australian dollar against the US dollar negatively impacted our results of operations.

The depreciation of the Indian rupee, the Philippine peso and the South African rand against the US dollar in fiscal 2023 positively impacted our results of operations whereas the depreciation of the pound sterling and the Australian dollar against the US dollar negatively impacted our results of operations during that year.

We hedge a portion of our foreign currency exposures using options and forward contracts. We cannot assure you that our hedging strategy will be successful or will mitigate our exposure to currency risk.

The international nature of our business exposes us to several risks, such as unexpected changes in the regulatory requirements and governmental policy changes of multiple jurisdictions.

We have operations in Canada, China, Costa Rica, India, Malaysia, the Philippines, Poland, Romania, South Africa, Sri Lanka, Turkey, the UK and the US, and we service clients across Asia, Europe, South Africa, Australia and North America. Our corporate structure also spans multiple jurisdictions, with our parent holding company incorporated in Jersey, Channel Islands, and intermediate and operating subsidiaries (including branch offices) incorporated in Australia, Canada, China, Costa Rica, France, India, Mauritius, the Netherlands, the Philippines, Romania, South Africa, Singapore, Sri Lanka, Spain, Turkey, the United Arab Emirates, the UK and the US. As a result, we are exposed to risks typically associated with conducting business internationally, many of which are beyond our control. These risks include:

- legal uncertainty owing to the overlap of different legal regimes, and problems in asserting contractual or other rights across international borders;
- potentially adverse tax consequences, such as scrutiny of transfer pricing arrangements by authorities in the countries in which we operate;
- potential tariffs and other trade barriers;
- unexpected changes in legal regimes and regulatory requirements; and
- policy changes due to changes in government.

During the fourth quarter of fiscal 2020, Brexit had a negative impact on the insurance industry and applied downward pressure on the expected future performance of the WNS Auto Claims business, due to contract renegotiations and loss of certain clients. These factors, together with the highly uncertain operating environment in the UK, have negatively impacted and caused us to significantly reduce our financial projections and estimates of the WNS Auto Claims business from our previous estimates. Accordingly, we performed an impairment review of the goodwill associated with the companies we had acquired for our auto claims business and recorded an impairment charge of \$4.1 million to our results of operations in fiscal 2020 for the remaining goodwill balance of our auto claims business.

The occurrence of other changes in legal regimes or regulatory requirements, or any other events associated with the risks of conducting business internationally, could have a material adverse effect on our results of operations and financial condition.

Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements. Failure to adhere to the laws and regulations that govern our business or our clients' businesses that we are required to comply with in performing our services could harm our business.

We have operations in 13 countries and our corporate structure spans multiple jurisdictions. Further, we service clients across multiple geographic regions and multiple industries. We are required to comply with numerous, and sometimes conflicting and uncertain, laws and regulations including on matters relating to import/export controls, trade restrictions, taxation, immigration, internal disclosure and control obligations, securities regulation, anti-competition, data privacy and protection, anti-corruption, and employment and labor relations. In addition, we are required to obtain and maintain permits and licenses for the conduct of our business in various jurisdictions. Our clients' business operations are also subject to numerous regulations in the jurisdiction in which they operate or that are applicable to their industry, and our clients may contractually require that we perform our services in compliance with regulations applicable to them or in a manner that will enable them to comply with such regulations. For example, regulations to which our and our clients' business operations are subject include the Gramm-Leach-Bliley Act, the Health Insurance Portability and Accountability Act, the Health Information Technology for Economic and Clinical Health Act and the California Consumer Privacy Act in the US, the Financial Services Act in the UK and the General Data Protection Regulation in the EU. Countries around the world, including those where we have business operations and where we service customers for our clients, have adopted or have proposed to adopt in the near future, comprehensive privacy and personal data protection laws, including the Protection of Personal Information Act (POPI) in South Africa and the upcoming Personal Data Protection Bill (PDPB) in India. EU regulators have also adopted revised standard contractual clauses that add requirements for transferring EU personal data to other jurisdictions, which may increase compliance and operational costs and legal risks and liabilities of that data transfer mechanism. In addition, our subsidiary, HealthHelp, administers programs offered by the Centers for Medicare & Medicaid Services, a United States federal agency that administers Medicare and Medicaid. Regulatory changes may result in our exiting certain parts of our business.

On account of the global nature of our and our clients' operations, compliance with diverse legal and regulatory requirements is difficult, time-consuming and requires significant resources. Further, the extent of development of legal systems varies across the countries in which we operate and local laws may not be adequately developed or be able to provide us clear guidance to sufficiently protect our rights. Specifically, in many countries including those in which we operate and/or seek to expand to, the practices of local businesses may not be in accordance with international business standards and could violate anti-corruption laws and regulations, including the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977. Our employees, subcontractors, agents, business partners, the companies we acquire and their employees, subcontractors and agents, and other third parties with which we associate, could act in a manner which violates policies or procedures intended to ensure compliance with laws and regulations, including applicable anti-corruption laws or regulations.

Violations of such laws or regulations by us, our employees or any of these third parties could subject us to criminal or civil enforcement actions (whether or not we participated or were aware of the actions leading to the violations), including fines or penalties, breach of contract damages, disgorgement of profits and suspension or disqualification from work, any of which could materially and adversely affect our business, including our results of operations and our reputation. If we are unable to maintain our licenses, permits or other qualifications necessary to provide our services, we may not be able to provide services to existing clients or be able to attract new clients and could lose revenue, which could have a material adverse effect on our business.

We face competition from onshore and offshore BPM companies and from information technology companies that also offer BPM services. Our clients may also choose to run their business processes themselves, either in their home countries or through captive units located offshore.

The market for outsourcing services is very competitive and we expect competition to intensify and increase from a number of sources. We believe that the principal competitive factors in our markets are price, service quality, sales and marketing skills, business process transformation capabilities and industry expertise. We face significant competition from our clients' own in-house groups including, in some cases, in-house departments operating offshore or captive units. Clients who currently outsource a significant proportion of their business processes or information technology services to vendors in India may, for various reasons, including diversifying geographic risk, seek to reduce their dependence on any one country. We also face competition from onshore and offshore BPM and information technology services companies. In addition, the trend toward offshore outsourcing, international expansion by foreign and domestic competitors and continuing technological changes will result in new and different competitors entering our markets. The COVID-19 pandemic further hastened the development and adoption of such technological changes that may accelerate the pace of disintermediation, which may impact the services that the BPM industry currently provides.

These competitors may include entrants from the communications, software and data networking industries or entrants in geographic locations with lower costs than those in which we operate. Technological changes include the development of complex automated systems for the processing of transactions that are formerly labor intensive, which may reduce or replace the need for outsourcing such transaction processing.

Some of these existing and future competitors have greater financial, human and other resources, longer operating histories, greater technological expertise, more recognizable brand names and more established relationships in the industries that we currently serve or may serve in the future. In addition, some of our competitors may enter into strategic or commercial relationships among themselves or with larger, more established companies in order to increase their ability to address client needs, or enter into similar arrangements with potential clients. Increased competition, our inability to compete successfully against competitors, pricing pressures or loss of market share could result in reduced operating margins which could harm our business, results of operations, financial condition and cash flows.

Changes in technology could lead to changes in our clients' businesses as well as their requirements for business process services, which may adversely impact our business and results of operations.

Proliferation of accessible technology, such as smartphones and internet, has had an impact on the manner in which customers and businesses interact with each other. Companies are increasingly adopting social media platforms, online self-help portals and mobile applications for communicating with and servicing their customers rather than utilizing BPM companies such as ourselves to manage these interactions. Our clients also continue to invest in technology by upgrading their platforms and application capabilities towards increased automation of transactions. Advances in software, such as artificial intelligence, machine learning, robotic process automation and voice recognition, have the potential to reduce dependency on human processing transactions. Such developments and other innovations, such as autonomous vehicles, have the potential to significantly change the way our clients' businesses operate and may reduce their dependency on BPM companies, including our company, for managing their business processes. We are therefore subject to a risk of disintermediation on account of such changes in technology, which could impact our future growth prospects and may require continued investments in our business.

Additionally, in recent years, as a result of a number of factors, including changing client preferences, an increase in data and AI services and economic pressures that can cause delays or reductions in client purchasing decisions, our clients have increasingly engaged us on a short-cycle basis. Increased short-cycle engagements make business forecasting more complex given that they are generally for services that are more discretionary and non-recurring than our traditional services. Our contracts for short-cycle engagements typically permit our clients to terminate the agreement with shorter notice than is required under our longer-term contracts. Our failure to properly manage these shorter-cycle engagements could adversely affect our business, growth strategy and results of operations.

If we cause disruptions to our clients' businesses, provide inadequate service or are in breach of our representations or obligations, our clients may have claims for substantial damages against us. Our insurance coverage may be inadequate to cover these claims and, as a result, our profits may be substantially reduced.

Most of our contracts with clients contain service level and performance requirements, including requirements relating to the quality of our services and the timing and quality of responses to the client's customer inquiries. In some cases, the quality of services that we provide is measured by quality assurance ratings and surveys which are based in part on the results of direct monitoring by our clients of interactions between our employees and our clients' customers. Failure to consistently meet service level requirements of a client or errors made by our associates or the software and/or platforms we use in the course of delivering services to our clients could disrupt the client's business and result in a reduction in revenue or a claim for substantial damages against us. For example, some of our agreements stipulate standards of service that, if not met by us, will require us to pay penalties to our clients or result in lower payment to us. Failure to meet these service level requirements could result in the payment of significant penalties by us to our clients which in turn could have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, in connection with acquiring new business from a client or entering into client contracts, our employees may make various representations, including representations relating to the quality of our services, abilities of our associates and our project management techniques. A failure or inability to meet a contractual requirement or our representations could seriously damage our reputation and affect our ability to attract new business or result in a claim for substantial damages against us.

Our dependence on our offshore delivery centers requires us to maintain active data and voice communications between our main delivery centers in Canada, China, Costa Rica, India, Malaysia, the Philippines, Poland, Romania, South Africa, Sri Lanka, Turkey, the UK and the US, our international technology hubs in the UK and the US and our clients' offices. Although we maintain redundant facilities and communications links, disruptions could result from, among other things, technical and electricity breakdowns, computer glitches and viruses and adverse weather conditions. For instance, we depend on a continuous supply of electricity to operate our IT infrastructure. As a result of the COVID-19 pandemic, we have adopted a "hybrid" model, whereby a significant portion of our employees are working from home. While we have implemented multiple levels of electrical redundancies at our operating premises to mitigate against the risk of power shortage, such measures may not be available at our employees' homes. Several countries where we operate from could face power shortage in the future, which may disrupt our operations, including for employees working from home, and slow down the expansion of our operations in these countries. For instance:

- South Africa has been facing widespread rolling power blackouts, with the current period of rolling blackouts taking place since March 2021, due to breakdowns in multiple power stations resulting in planned and unplanned power outages.
- Sri Lanka was unable to import sufficient oil required for electricity generation due to a foreign exchange crisis since 2021 and experienced nationwide power cuts in fiscal 2023.
- Poland and Romania had suffered disruption of gas and oil supplies from Russia since early 2022 as a result of the ongoing conflict between Ukraine and Russia. This had led to shortage of electricity generation as well as increased energy costs in the countries.
- India faced temporary power shortages from October to November 2021 as a result of shortages of coal used to generate electricity.

Any significant failure of our equipment or systems, or any major disruption to basic infrastructure like power and telecommunications in the locations in which we operate, could impede our ability to provide services to our clients, have a negative impact on our reputation, cause us to lose clients, reduce our revenue and harm our business.

We depend on human resources to process transactions for our clients. Disruptive incidents, including man-made events such as military conflicts, civil strikes and shutdowns, may impact the ability of our employees to commute to and from our operating premises. Non-natural disasters, whether unintentional (such as those caused by accidents) or intentional (such as those caused by terrorist attacks), may also disrupt our operations. While we have implemented business continuity plans for clients where we have contractually agreed to do so, we may not always be able to provide services to our clients for the duration of such incidents.

Although under most of our contracts with our clients, our liability for breach of our obligations is limited to actual damages suffered by the client and capped at a portion of the fees paid or payable to us under the relevant contract, our liability for breach of our obligations under certain of our contracts is unlimited. With respect to those of our contracts that contain limitations on liability, such limitations may be unenforceable or otherwise may not protect us from liability for damages. In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our clients, are generally not limited under those agreements. Further, although we have professional indemnity insurance coverage, the coverage may not continue to be available on reasonable terms or in sufficient amounts to cover one or more large claims and our insurers may disclaim coverage as to any future claims. The successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our business, reputation, results of operations, financial condition and cash flows.

We are liable to our clients for damages caused by unauthorized disclosure of sensitive or confidential information, whether through a breach or circumvention of our or our clients' computer systems and processes, through our employees or otherwise. Further, cybersecurity and data privacy considerations could impact our business.

We are typically required to manage, utilize and store sensitive or confidential client data in connection with the services we provide. Under the terms of our client contracts, we are required to keep such information strictly confidential. Our client contracts do not include any limitation on our liability to them with respect to breaches of our obligation to maintain confidentiality of the information we receive from them. Although we seek to implement measures to protect sensitive and confidential client data, there can be no assurance that we would be able to prevent breaches of security. Further, some of our projects require us to conduct business functions and computer operations using our clients' systems over which we do not have control and which may not be compliant with industry security standards. In addition, some of the client designed processes that we are contractually required to follow for delivering services to them and which we are unable to unilaterally change, could be designed in a manner that allows for control weaknesses to exist and be exploited. Any vulnerability in a client's system or client designed process, if exploited, could result in breaches of security or unauthorized transactions and result in a claim for substantial damages against us. Although we have implemented appropriate policies, procedures and infrastructure to reduce the possibility of physical, logical and personnel security breaches, along with appropriate audit oversight for verifying continued operating effectiveness of the same through internal audits and external SSAE18 / ISAE3402, ISO27001 and PCI-DSS reviews, such measures can never completely eliminate the risk of cybersecurity attacks. Additionally, remote-working solutions deployed since the COVID-19 pandemic could potentially result in heightened information technology security and data protection risks on account of services being delivered in a physically unsupervised environment. If any person, including any of our employees, penetrates our or our clients' network security or otherwise mismanages or misappropriates sensitive or confidential client data, we could be subject to significant liability and lawsuits from our clients or their customers for breaching contractual confidentiality provisions or privacy laws.

The threat of cyberattacks has increased and evolved in recent years, with companies across the world, including us, having experienced a significant increase in attempted malicious attacks. To date, although there has not been a cybersecurity attack that has had a material adverse effect on our operations, there can be no assurance that there will be no material adverse effect in the future. Rapid advancements and changes to the technological landscape may require us to make significant further investments in the domain of cybersecurity in order to protect our and our clients' data and infrastructure. In addition, such advancements coupled with the rise in the sophisticated nature of cyber threats and attacks make it possible that certain threats or vulnerabilities may not be detected in time to prevent an attack on our or our clients' business. On account of the interconnected nature of our business, there is an interdependency between our clients, business partners and our business to implement appropriate cybersecurity controls in order to mitigate cybersecurity risk. A failure of cybersecurity controls at our client or business partners could therefore result in a breach at our company.

While we have insurance coverage for mismanagement or misappropriation of such information by our employees, that coverage may not continue to be available on reasonable terms or in sufficient amounts to cover one or more large claims against us, and our insurers may disclaim coverage as to any future claims. Penetration of the network security of our or our clients' data centers or computer systems or unauthorized use or disclosure of sensitive or confidential client data, whether through breach of our or our clients' computer systems, systems failure, loss or theft of assets containing confidential information or otherwise, could also have a negative impact on our reputation which would harm our business.

We also cannot be certain that advances in criminal capabilities (including cyber-attacks or cyber intrusions over the internet, malware, computer viruses and the like), discovery of new vulnerabilities or attempts to exploit existing vulnerabilities in our or our clients' or business partners' systems, other data thefts, physical system or network break-ins or inappropriate access, or other developments will not compromise or breach the technology protecting our or our client's or business partners' computer systems and networks that access and store sensitive information. Cyber threats, such as phishing and trojans, could intrude into our or our clients' or business partners' network to steal data or to seek sensitive information. Any intrusion into our network or our clients' or business partners' network (to the extent attributed to us or perceived to be attributed to us) that results in any breach of security could cause damage to our reputation and adversely impact our business and financial results. A significant failure in security measures could have a material adverse effect on our business, reputation, results of operations and financial condition.

Our business could be materially and adversely affected if we do not protect our intellectual property or if our services are found to infringe on the intellectual property of others.

Our success depends in part on certain methodologies, practices, tools and technical expertise we utilize in designing, developing, implementing and maintaining applications and other proprietary intellectual property rights. In order to protect our rights in such intellectual properties, we rely upon a combination of nondisclosure and other contractual arrangements as well as trade secret, copyright and trademark laws. We also generally enter into confidentiality agreements with our employees, consultants, clients and potential clients, and limit access to and distribution of our proprietary information to the extent required for our business purpose.

India is a member of the Berne Convention, an international treaty for the protection of literary and artistic works, and has agreed to recognize protections of such rights conferred under the laws of other foreign countries, including the laws of the United States. There can be no assurance that the laws, rules, regulations and treaties in effect in the United States, India and the other jurisdictions in which we operate and the contractual and other protective measures we take, are adequate to protect us from misappropriation or unauthorized use of our intellectual property, or that such laws will not change. We may not be able to detect unauthorized use and take appropriate steps to enforce our rights, and any such steps may not be successful. Infringement by others of our intellectual property, including the costs of enforcing our intellectual property rights, may have a material adverse effect on our business, results of operations and financial condition.

Our clients may provide us with access to, and require us to use, third party software in connection with our delivery of services to them. Our client contracts generally require our clients to indemnify us for any infringement of intellectual property rights or licenses to third party software when our clients provide such access to us. If the indemnities under our client contracts are inadequate to cover the damages and losses, we suffer due to infringement of third party intellectual property rights or licenses to third party software to which we were given access, our business and results of operations could be adversely affected. We are also generally required by our client contracts to indemnify our clients for any breaches of intellectual property rights by our services. Although we believe that we are not infringing on the intellectual property rights of others, claims may nonetheless be asserted against us in the future, whether or not they are successful. The costs of defending any such claims could be significant, and any successful claim may require us to modify, discontinue or rename any of our services. Any such changes may have a material adverse effect on our business, results of operations and financial condition.

Our clients may terminate contracts before completion or choose not to renew contracts, which could adversely affect our business and reduce our revenue.

The terms of our client contracts typically range from three to five years. Many of our client contracts can be terminated by our clients with or without cause, with three to six months' notice and, in most cases, without penalty. The termination of a substantial percentage of these contracts could adversely affect our business and reduce our revenue. Contracts that will expire on or before March 31, 2025 (including work orders/statement of works that will expire on or before March 31, 2025) represented approximately 11.0% of our revenue and 11.3% of our revenue less repair payments (non-GAAP) from our clients in fiscal 2023. Failure to meet contractual requirements could result in cancellation or non-renewal of a contract. Some of our contracts may be terminated by the client if certain of our key personnel working on the client project leave our employment and we are unable to find suitable replacements. In addition, a contract termination or significant reduction in work assigned to us by a major client could cause us to experience a higher than expected number of unassigned employees, which would increase our cost of revenue as a percentage of revenue until we are able to reduce or reallocate our headcount. We may not be able to replace any client that elects to terminate or not renew its contract with us, which would adversely affect our business and revenue. Further, we may face difficulties in providing end-to-end business solutions or delivering complex, large or unique projects for our clients that could cause clients to terminate or not renew their contracts with us, which in turn could harm our business and our reputation.

For example, one of our top five customers by revenue contribution in fiscal 2024, which is in the HCLS SBU, served a termination notice on January 31, 2024. The customer accounted for 4.1%, 6.5% and 7.3% of our revenue and 4.2%, 6.8% and 7.9% of our revenue less repair payments (non-GAAP) in fiscal 2024, fiscal 2023 and fiscal 2022, respectively. This termination is effective July 1, 2024. Although the termination did not impact our revenue in fiscal 2024, we were required to perform an impairment assessment for the intangible asset recognized in relation to this client. Based on our assessment, we recorded an impairment charge of \$30.9 million to our results of operations in fiscal 2024 on the aforementioned intangible asset.

For more information, see “— A few major clients account for a significant portion of our revenue and any loss of business from these clients could reduce our revenue and significantly harm our business.”

Some of our client contracts contain provisions which, if triggered, could result in lower future revenue and have an adverse effect on our business.

In many of our client contracts, we agree to include certain provisions which provide for downward revision of our prices under certain circumstances. For example, certain contracts allow a client in certain limited circumstances to request a benchmark study comparing our pricing and performance with that of an agreed list of other service providers for comparable services. Based on the results of the study and depending on the reasons for any unfavorable variance, we may be required to make improvements in the service we provide or to reduce the pricing for services to be performed under the remaining term of the contract. Some of our contracts also provide that, during the term of the contract and for a certain period thereafter ranging from six to 12 months, we may not provide similar services to certain or any of their competitors using the same personnel. These restrictions may hamper our ability to compete for and provide services to other clients in the same industry, which may result in lower future revenue and profitability.

Some of our contracts specify that if a change in control of our company occurs during the term of the contract, the client has the right to terminate the contract. These provisions may result in our contracts being terminated if there is such a change in control, resulting in a potential loss of revenue.

Fraud on account of circumvention of controls within our or our clients' computer systems and processes could adversely impact our business.

Our business is dependent on the secure and reliable operation of controls within our and our clients' information systems and processes, whether operated or executed by our clients themselves or by us in connection with our provision of services to them. Although we take adequate measures to safeguard against system-related and other fraud, there can be no assurance that we would be able to prevent fraud or even detect them on a timely basis, particularly where it relates to our clients' information systems which are not managed by us. For example, we have identified incidences where our employees have allegedly exploited weaknesses in information systems as well as processes in order to record fraudulent transactions. Additionally, the physically unsupervised nature of remote-working solutions adopted since the COVID-19 pandemic could potentially expose us to potential instances of fraud. We are generally required to indemnify our clients from third party claims arising out of such fraudulent transactions and our client contracts generally do not include any limitation on our liability to our clients' losses arising from fraudulent activities by our employees. Our expansion into new markets may create additional challenges with respect to managing the risk of fraud due to the increased geographical dispersion and use of intermediaries. Accordingly, we may have significant liability arising from fraudulent transactions which may materially affect our business and financial results. Although we have professional indemnity insurance coverage for losses arising from fraudulent activities by our employees, that coverage may not continue to be available on reasonable terms or in sufficient amounts to cover one or more large claims against us, and our insurers may also disclaim coverage as to any future claims. We may also suffer reputational harm as a result of fraud committed by our employees, or by our perceived inability to properly manage fraud related risks, which could in turn lead to enhanced regulatory oversight and scrutiny.

Our business may not develop in ways that we currently anticipate due to negative public reaction to offshore outsourcing, proposed legislation or otherwise.

We have based our strategy of future growth on certain assumptions regarding our industry, services, and future demand in the market for such services. However, the trend to outsource business processes may not continue and could reverse. In addition, we cannot accurately predict the impact that any potential global pandemic/ epidemic, any related resurgence and other macroeconomic and geo-political developments might have on our clients' outsourcing demands and efforts, which might be lower in the future, as some of our clients might decide to refrain from offshore outsourcing due to the pressures, they may face from increased unemployment in the regions in which they operate.

The issue of domestic companies outsourcing services to organizations operating in other countries is a topic of political discussion in the United States, as well as in Europe, the Asia Pacific and other regions in which we have clients. Some countries and special interest groups have expressed concerns about a perceived association between offshore outsourcing and the loss of jobs in the domestic economy. It is possible that there could be a change in the existing laws that would restrict or require disclosure of offshore outsourcing or impose new standards that have the effect of restricting the use of certain visas in the foreign outsourcing context. The measures that have been enacted to date are generally directed at restricting the ability of government agencies to outsource work to offshore business service providers. These measures have not had a significant effect on our business because governmental agencies are not a focus of our operations. However, some legislative proposals would, for example, require contact centers to disclose their geographic locations, require notice to individuals whose personal information is disclosed to non-US affiliates or subcontractors, require disclosures of companies' foreign outsourcing practices, or restrict US private sector companies that have federal government contracts, federal grants or guaranteed loan programs from outsourcing their services to offshore service providers. Potential changes in tax laws may also increase the overall costs of outsourcing or affect the balance of offshore and onshore business services. Such changes could have an adverse impact on the economics of outsourcing for private companies in the US, which could in turn have an adverse impact on our business with US clients.

Such concerns have also led the UK and other EU jurisdictions to enact regulations which allow employees who are dismissed as a result of transfer of services, which may include outsourcing to non-UK or EU companies, to seek compensation either from the company from which they were dismissed or from the company to which the work was transferred. This could discourage EU companies from outsourcing work offshore and/or could result in increased operating costs for us. In addition, there has been publicity about the negative experiences, such as theft and misappropriation of sensitive client data, of various companies that use offshore outsourcing, particularly in India.

Current or prospective clients may elect to perform such services themselves or may be discouraged from transferring these services from onshore to offshore providers to avoid negative perceptions that may be associated with using an offshore provider. Any slowdown or reversal of existing industry trends towards offshore outsourcing would seriously harm our ability to compete effectively with competitors that operate out of facilities located in the UK or the US.

Adverse changes to our relationships with the companies with whom we have an alliance or in the business of the companies with whom we have an alliance could adversely affect our results of operations.

We have alliances with companies whose capabilities complement our own. For example, some of our services and solutions are based on technology, software or platforms provided by these companies. The priorities and objectives of these companies with whom we have an alliance may differ from ours. As most of our alliance relationships are non-exclusive, these companies with whom we have an alliance are not prohibited from competing with us or forming closer or preferred arrangements with our competitors. One or more of these companies with whom we have an alliance may be acquired by a competitor, or may merge with each other, either of which could reduce our access over time to the technology, software or platforms provided by those companies. In addition, these companies with whom we have an alliance could experience reduced demand for their technology, software or platforms, including, for example, in response to changes in technology, which could lessen related demand for our services and solutions. If we do not obtain the expected benefits from our alliance relationships for any reason, we may be less competitive and our ability to offer attractive solutions to our clients may be negatively affected, which could have an adverse effect on our results of operations.

If we are unable to collect our receivables from, or bill our unbilled services to, our clients, our results of operations and cash flows could be adversely affected.

Our business depends on our ability to successfully obtain payment from our clients for work performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. We maintain allowances, using the expected credit loss model, against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and, as a result, we might need to adjust our allowances. We might not accurately assess the creditworthiness of our clients. Macroeconomic conditions, such as any domestic or global credit crisis, disruption of the global financial system, inflation and rising interest rates, have resulted and may continue to result in financial difficulties for our clients, including, but not limited to, limited access to the credit markets, insolvency or bankruptcy and, as a result, have caused and may continue to cause, clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance, or default on their payment obligations to us. Timely collection of client balances also depends on our ability to complete our contractual commitments and bill and collect our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.

We may face difficulties as we expand our operations to establish delivery centers in onshore locations and offshore in countries in which we have limited or no prior operating experience.

In fiscal 2022, we added a new facility in Hyderabad, India and in fiscal 2023, we added a new facility each in Indore and Jaipur, India and as part of our acquisition of Vuram Technology Solutions Private Limited and its subsidiaries (“Vuram”), we acquired facilities in Trichy, India, and Ontario, Canada, and started our operations in Kuala Lumpur, Malaysia. We did not have any prior experience of operations in the any of these locations. We intend to continue to expand our global footprint in order to maintain an appropriate cost structure and meet our clients’ delivery needs. We plan to establish additional delivery centers in the Asia Pacific, North and Latin America and Europe, which may involve expanding into countries other than those in which we currently operate. Our expansion plans may also involve expanding into less developed countries, which may have less political, social or economic stability and less developed infrastructure and legal systems. As we expand our business into new countries, we may encounter regulatory, personnel, technological and other difficulties that increase our expenses or delay our ability to start up our operations or become profitable in such countries. This may affect our relationships with our clients and could have an adverse effect on our business, results of operations, financial condition and cash flows.

We may be unable to effectively manage our growth and maintain effective internal controls, which could have a material adverse effect on our operations, results of operations and financial condition.

We were founded in April 1996, and we have experienced growth and significantly expanded our operations. For example, over the last five fiscal years, our employees have increased to 60,125 as at March 31, 2024 from 39,898 as at March 31, 2019 and the number of delivery centers have increased from 59 to 65 centers between fiscal 2019 to fiscal 2024. We have delivery centers across 13 countries in Canada, China, Costa Rica, India, Malaysia, the Philippines, Poland, Romania, South Africa, Sri Lanka, Turkey, the UK, and the US. We intend to further expand our global delivery capability, and we are exploring plans to do so in the Asia Pacific, North America and Europe.

We have also completed numerous acquisitions. In July 2022, we completed the acquisition of Vuram, a hyper automation services company that specializes in low-code enterprise automation and provides custom, scalable BPM solutions including industry-specific solutions for the banking/financial services, insurance, and healthcare verticals. In October 2022, we entered into a business transfer agreement with a large insurance company, under which we acquired certain assets, including a customer contract and operational process manuals, and assumed the employment agreements of the associated work force. In December 2022, we completed the acquisition of The Smart Cube Limited and its subsidiaries (“The Smart Cube”), which provides digitally led market intelligence and analytics solutions in four key areas including procurement and supply chain, commercial sales and marketing, digital and analytics, and strategy and investment research. In the same month, we also completed the acquisition of OptiBuy sp. z o.o. and its subsidiaries (“OptiBuy”), which helps clients leverage the capabilities of leading third-party procurement and supply chain platforms and provides consulting, optimization, outsourcing, and training services and implementation solutions to their clients. For more information about more recent acquisitions, see “— We may not succeed in identifying suitable acquisition targets or integrating any acquired business into our operations, which could have a material adverse effect on our business, results of operations, financial condition and cash flows.”

This growth places significant demands on our management and operational resources. In order to manage growth effectively, we must implement and improve operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, we may not be able to service our clients' needs, hire and retain new employees, pursue new business, complete future acquisitions or operate our business effectively. Failure to effectively transfer new client business to our delivery centers, properly budget transfer costs or accurately estimate operational costs associated with new contracts could result in delays in executing client contracts, trigger service level penalties or cause our profit margins not to meet our expectations or our historical profit margins. As a result of any of these potential problems associated with expansion, our business, results of operations, financial condition and cash flows could be materially and adversely affected.

We are subject to various risks relating to human capital management.

We face risks with respect to the management of human capital resources. If not managed properly, these risks could compromise our future success and harm our business. These risks are discussed in detail below.

Our executive and senior management team and other key team members in our business units are critical to our continued success and the loss of such personnel could harm our business.

Our future success substantially depends on the performance of the members of our executive and senior management team and other key team members in each of our business units. These personnel possess technical and business capabilities including domain expertise that are difficult to replace. There is intense competition for experienced senior management and personnel with technical and industry expertise in the BPM industry, and we may not be able to retain our key personnel due to various reasons, including the compensation philosophy followed by our company as described in "Part I — Item 6. Directors, Senior Management and Employees — Compensation". Although we have entered into employment contracts with our executive officers, certain terms of those agreements may not be enforceable and in any event these agreements do not ensure the continued service of these executive officers. In the event of a loss of any key personnel, there is no assurance that we will be able to find suitable replacements for our key personnel within a reasonable time. The loss of key members of our senior management or other key team members, particularly to competitors, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

We may fail to attract and retain enough sufficiently trained employees to support our operations, as competition for highly skilled personnel is significant and we experience significant employee attrition. These factors could have a material adverse effect on our business, results of operations, financial condition and cash flows.

The BPM industry relies on large numbers of skilled employees, and our success depends to a significant extent on our ability to attract, hire, train and retain qualified employees. The BPM industry, including our company, experiences high employee attrition. As companies, including our company, transition from a "work from home" model to a return to the office, we may face higher levels of attrition if employees are unwilling to return to pre-COVID working schedules. In addition, client mandates that restrict our delivery of services remotely could also adversely affect our ability to attract talents in the future. During fiscal 2024, 2023 and 2022, the attrition rate for our employees who have completed six months of employment with us was 31%, 39% and 36%, respectively. Our attrition rate may increase or fluctuate in the future. There is significant competition in the jurisdictions where our operation centers are located, including India, the Philippines, Romania, South Africa and Sri Lanka, for professionals with the skills necessary to perform the services we offer to our clients. Increased competition for these professionals, in the BPM industry or otherwise, could have an adverse effect on us. A significant increase in the attrition rate among employees with specialized skills could decrease our operating efficiency and productivity and could lead to a decline in demand for our services.

In addition, our ability to maintain and renew existing engagements and obtain new business will depend largely on our ability to attract, train and retain personnel with skills that enable us to keep pace with growing demands for outsourcing, evolving industry standards and changing client preferences. Our failure either to attract, train and retain personnel with the qualifications necessary to fulfill the needs of our existing and future clients or to assimilate new employees successfully could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Our success in attracting talent depends on our ability to foster a culture of diversity, equity and inclusion at our workplace. We are focused on promoting a range of matters to help foster our workplace culture, including diversity, equal opportunities, non-discrimination, inclusion and employee health and safety. We have adopted policies to promote compliance with laws and regulations as well as to foster a respectful workplace for all employees. Any failure in adhering to these policies could harm our reputation and result in negative publicity, thereby negatively affecting our ability to attract and retain talent.

Employee strikes and other labor-related disruptions may adversely affect our operations.

Our business depends on a large number of employees executing client operations. Strikes or labor disputes with our employees at our delivery centers may adversely affect our ability to conduct business. Our employees are not unionized, although they may in the future form unions. We cannot assure you that there will not be any strike, lock out or material labor dispute in the future. Work interruptions or stoppages could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Our loan agreements impose operating and financial restrictions on us and our subsidiaries.

We have incurred indebtedness in connection with our acquisitions and general corporate purposes. As at March 31, 2024, we had total indebtedness of \$179.2 million in secured bank loans. See “Part I — Item 5. Operating and Financial Review and Prospects — Liquidity and Capital Resources.” Generally, our loan agreements contain a number of covenants and other provisions that, among other things, may impose operating and financial restrictions on us and our subsidiaries. These restrictions could put a strain on our financial position. For example:

- they may increase our vulnerability to general adverse economic and industry conditions;
- they may require us to dedicate a substantial portion of our cash flow from operations to payments on our loans, thereby reducing the availability of our cash flow to fund capital expenditure, working capital and other general corporate purposes;
- they may require us to seek lenders’ consent prior to paying dividends on our ordinary shares;
- they may limit our ability to incur additional borrowings or raise additional financing through equity or debt instruments; and
- they may impose certain financial covenants on us that we may not be able to meet, which may cause the lenders to accelerate the repayment of the remaining loan outstanding.

Further, the restrictions that may be contained in our loan agreements may limit our ability to plan for or react to market conditions, meet capital needs or make acquisitions or otherwise restrict our activities or business plans. Our ability to comply with the covenants of our loan agreements may be affected by events beyond our control, and any material deviations from our forecasts could require us to seek waivers or amendments of covenants or alternative sources of financing or to reduce expenditures. We cannot assure you that such waivers, amendments or alternative financing could be obtained, or if obtained, would be on terms acceptable to us.

To fund our capital expenditures, service indebtedness and fund other potential liquidity requirements, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control and we may need to access the credit market to meet our liquidity requirements.

Our ability to fund planned capital expenditures and to make payments on outstanding loans will depend on our ability to generate cash in the future. This, to a large extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Furthermore, given the recent global economic slowdown and continued uncertainty over global economic conditions, including on account of the Russia-Ukraine military conflict, there can be no assurance that our business activity will be maintained at our expected level to generate the anticipated cash flows from operations, or that our credit facilities will be available or sufficient. If the current global economic slowdown and uncertainties continue, we may experience a decrease in demand for our services, resulting in our cash flows from operations being lower than anticipated. This may in turn result in our need to obtain financing, which may not be available to us on favorable terms or at all.

If we cannot fund our capital expenditures, service indebtedness or fund our other potential liquidity requirements, we may have to take actions such as seeking additional financing or reducing or delaying capital expenditures, strategic acquisitions and investments. We cannot assure you that any such actions, if necessary, could be undertaken on commercially reasonable terms or at all.

Wage increases may prevent us from sustaining our competitive advantage and may reduce our profit margin.

Salaries and related benefits of our operations staff and other employees in countries where we have delivery centers, in particular India, are among our most significant costs. Wage costs in India have historically been significantly lower than wage costs in the US and Europe for comparably skilled professionals, which has been one of our competitive advantages. However, rapid economic growth in India, increased demand for BPM outsourcing to India, increased competition for skilled employees in India, and regulatory developments resulting in wage increases in India, may reduce this competitive advantage. For example, the Code on Wages 2019, Industrial Relations Code 2020, Social Security Code 2020 and Occupational Safety, Health & Working Condition Code 2020 received assent from the President of India on September 28, 2020. However, the rules for these Acts have not yet been published and the effective date from which these changes are applicable is yet to be notified. Accordingly, while we are unable to determine with certainty the financial impact due to these changes, it is possible that our wage costs in India may increase as a result of these changes when they become effective. In addition, if the US dollar or the pound sterling declines in value against the Indian rupee, wages in the US or the UK will further decrease relative to wages in India, which may further reduce our competitive advantage. We may need to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the quantity and quality of employees that our business requires. Wage increases may reduce our profit margins and have a material adverse effect on our financial condition and cash flows.

Our operating results may differ from period to period, which may make it difficult for us to prepare accurate internal financial forecasts and respond in a timely manner to offset such period to period fluctuations.

Our operating results may differ significantly from period to period due to factors such as client losses, variations in the volume of business from clients resulting from changes in our clients' operations, the business decisions of our clients regarding the use of our services, delays or difficulties in expanding our operational facilities and infrastructure, changes to our pricing structure or that of our competitors, inaccurate estimates of resources and time required to complete ongoing projects, currency fluctuations and seasonal changes in the operations of our clients. For example, our clients in the travel and leisure industry experience seasonal changes in their operations in connection with the US summer holiday season, as well as episodic factors such as adverse weather conditions. Transaction volumes have been, and continue to be, impacted by market conditions affecting the travel industry, including natural disasters, outbreak of infectious diseases (such as the COVID-19 pandemic, which led to a significant fall in air travel volumes, especially during fiscal 2021 and fiscal 2022), or other serious public health concerns, military conflict and terrorist attacks. In addition, our contracts do not generally commit our clients to provide us with a specific volume of business.

In addition, the long sales cycle for our services, which typically ranges from three to 12 months, and the internal budget and approval processes of our prospective clients make it difficult to predict the timing of new client engagements. Commencement of work and ramping up of volume of work with certain new and existing clients have in the past been slower than we had expected and may in the future be slower than we expect. Revenue is recognized upon actual provision of services and when the criteria for recognition are achieved. Accordingly, the financial benefit of gaining a new client may not be realized immediately due to delays in the implementation of our services. These factors may make it difficult for us to prepare accurate internal financial forecasts or replace anticipated revenue that we do not receive as a result of those delays. Due to the above factors, it is possible that in some future quarters our operating results may be significantly below the expectations of the public market, analysts and investors.

If our pricing structures do not accurately anticipate the cost and complexity of performing our work, our profitability may be negatively affected.

The terms of our client contracts typically range from three to five years. In many of our contracts, we commit to long-term pricing with our clients, and we negotiate pricing terms with our clients utilizing a range of pricing structures and conditions. Depending on the particular contract, these include input-based pricing (such as full-time equivalent-based pricing arrangements), fixed-price arrangements, output-based pricing (such as transaction-based pricing), outcome-based pricing, and contracts with features of all these pricing models. Our pricing is highly dependent on our internal forecasts and predictions about our projects and the marketplace, which are largely based on limited data and could turn out to be inaccurate. If we do not accurately estimate the costs and timing for completing projects, our contracts could prove unprofitable for us or yield lower profit margins than anticipated. Some of our client contracts do not allow us to terminate the contracts except in the case of non-payment by our client. If any contract turns out to be economically non-viable for us, we may still be liable to continue to provide services under the contract.

We intend to continue focusing on increasing our service offerings that are based on non-linear pricing models (such as fixed-price and outcome-based pricing models) that allow us to price our services based on the value we deliver to our clients rather than the headcount deployed to deliver the services to them. Non-linear revenues may be subject to short-term pressure on margins as initiatives in developing the products and services take time to deliver. The risk of entering into non-linear pricing arrangements is that if we fail to properly estimate the appropriate pricing for a project, we may incur lower profits or losses as a result of being unable to execute projects with the amount of labor we expected or at a margin sufficient to recover our initial investments in our solutions. While non-linear pricing models are expected to result in higher revenue productivity per employee and improved margins, they also mean that we continue to bear the risk of cost overruns, wage inflation, fluctuations in currency exchange rates and failure to achieve clients' business objectives in connection with these projects.

Our profit margin, and therefore our profitability, are largely a function of our asset utilization and the rates we are able to recover for our services. During fiscal 2024, 2023, and 2022, we incurred significant expenditures to increase our number of seats by establishing additional delivery centers or expanding production capacities in our existing delivery centers. If we are not able to maintain the pricing for our services or an appropriate seat utilization rate, without corresponding cost reductions, our profitability will suffer. The rates we are able to recover for our services are affected by a number of factors, including our clients' perceptions of our ability to add value through our services, competition, introduction of new services or products by us or our competitors, our ability to accurately estimate, attain and sustain revenue from client contracts, margins and cash flows over increasingly longer contract periods and general economic and political conditions. Our profitability is also a function of our ability to control our costs and improve our efficiency. As we increase the number of our employees and execute our strategies for growth, we may not be able to manage the significantly larger and more geographically diverse workforce that may result, which could adversely affect our ability to control our costs or improve our efficiency. Further, because there is no certainty that our business will ramp-up at the rate that we anticipate, we may incur expenses for the increased capacity for a significant period of time without a corresponding growth in our revenue. Commencement of work and ramping up of volume of work with certain new and existing clients have in the past been slower than we had expected and may in the future be slower than we expect. If our revenue does not grow at our expected rate, we may not be able to maintain or improve our profitability. The COVID-19 pandemic led to, and any future resurgence may lead to, increased costs in relation to the implementation of measures to safeguard our employees' health and safety and client operations, such as enhanced sanitization measures at our office premises, laptop rental costs for employees working remotely, telecommunications costs for mobile broadband devices, additional software licenses and logistics costs for the movement of equipment and we may need to pay higher costs for compensation, rental, accommodation and other fixed costs as a result of disruptions caused by any future resurgence of the virus.

We have in the past and may in the future enter into subcontracting arrangements for the delivery of services. For example, in China, in addition to delivering services from our own delivery center, we used to deliver services through a subcontractor's delivery center. We could face greater risk when pricing our outsourcing contracts, as our outsourcing projects typically entail the coordination of operations and workforces with our subcontractor, and utilizing workforces with different skill sets and competencies. Furthermore, when outsourcing work we assume responsibility for our subcontractors' performance. Our pricing, cost and profit margin estimates on outsourced work may include anticipated long-term cost savings from transformational and other initiatives that we expect to achieve and sustain over the life of the outsourcing contract. There is a risk that we will underprice our contracts, fail to accurately estimate the costs of performing the work or fail to accurately assess the risks associated with potential contracts. In particular, any increased or unexpected costs, delays or failures to achieve anticipated cost savings, or unexpected risks we encounter in connection with the performance of this work, including those caused by factors outside our control, could make these contracts less or even not profitable, which could have an adverse effect on our profit margin.

We may not succeed in identifying suitable acquisition targets or integrating any acquired business into our operations, which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Our growth strategy involves gaining new clients and expanding our service offerings, both organically and through strategic acquisitions. It is possible that in the future, we may not succeed in identifying suitable acquisition targets available for sale or investments on reasonable terms, have access to the capital required to finance potential acquisitions or investments, or be able to consummate any acquisition or investments. Future acquisitions or joint ventures may also result in the incurrence of indebtedness or the issuance of additional equity securities, which may present difficulties in financing the acquisition or joint venture on attractive terms. The inability to identify suitable acquisition targets or investments or the inability to complete such transactions may affect our competitiveness and our growth prospects.

Historically, we have expanded some of our service offerings and gained new clients through strategic acquisitions. For example, in December 2022, we completed the acquisition of The Smart Cube, which provides digitally led market intelligence and analytics solutions in four key areas including procurement and supply chain, commercial sales and marketing, digital and analytics, and strategy and investment research. In the same month, we also completed the acquisition of OptiBuy, which helps clients leverage the capabilities of leading third-party procurement and supply chain platforms and also provides consulting, optimization, outsourcing, and training services and implementation solutions to their clients. In October 2022, we entered into a business transfer agreement with a large insurance company, under which we acquired certain assets, including a customer contract and operational process manuals, and the associated work force have joined our company. In July 2022, we completed the acquisition of Vuram, a hyper automation services company that specializes in low-code enterprise automation and provides custom, scalable BPM solutions including industry-specific solutions for the banking/financial services, insurance, and healthcare verticals. The lack of profitability of any of our acquisitions or joint ventures could have a material adverse effect on our operating results.

In addition, our management may not be able to successfully integrate any acquired business into our operations or benefit from any joint ventures that we enter into, and any acquisition we do complete or any joint venture we do enter into may not result in long-term benefits to us. For instance, if we acquire a company, we could experience difficulties in assimilating that company's personnel, operations, technology and software, or the key personnel of the acquired company may decide not to work for us. There is no assurance that these acquisitions will be profitable for us. Further, we face the risk that the legal regime or regulatory requirements imposed on any business that we acquire may change following our acquisition and such changes may adversely affect our ability to achieve the expected accretive benefits from the acquisition, which could in turn require us to recognize an impairment of goodwill associated with the acquired business. For more information see "—The international nature of our business exposes us to several risks, such as unexpected changes in the regulatory requirements and governmental policy changes of multiple jurisdictions."

We also face risks arising from acquisitions of businesses reliant upon a small number of key clients. The value of such acquisitions may decline in the event that their key clients decide not to renew their contracts, or decrease their volume of business or the prices paid for services.

Further, we may receive claims or demands by the sellers of the entities acquired by us on the indemnities that we have provided to them for losses or damages arising from any breach of contract by us. Conversely, while we may be able to claim against the sellers on their indemnities to us for breach of contract or breach of the representations and warranties given by the sellers in respect of the entities acquired by us, there can be no assurance that our claims will succeed, or if they do, that we will be able to successfully enforce our claims against the sellers at a reasonable cost. Acquisitions and joint ventures also typically involve a number of other risks, including diversion of management's attention, legal liabilities and the need to amortize acquired intangible assets, any of which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Goodwill, intangible or other assets that we carry on our balance sheet could give rise to significant impairment charges in the future.

As at March 31, 2024, we had goodwill and intangible assets of \$480.7 million, which primarily resulted from our acquisitions of Vuram, The Smart Cube, OptiBuy, business transfers from a large insurance company, as well as our acquisitions of HealthHelp, Denali and Value Edge. Under IFRS, we are required to review our goodwill, intangibles or other assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. In addition, goodwill, intangible or other assets with indefinite lives are required to be tested for impairment at least annually. During the fourth quarter of fiscal 2020, Brexit had a negative impact on the insurance industry and applied downward pressure on the expected future performance of the WNS Auto Claims business, due to contract renegotiations and loss of certain clients. These factors, together with the highly uncertain operating environment in the UK, have negatively impacted and caused us to significantly reduce our financial projections and estimates of the WNS Auto Claims business from our previous estimate. Accordingly, we performed an impairment review of the goodwill associated with the companies we had acquired for our auto claims business and recorded an impairment charge of \$4.1 million to our results of operations in fiscal 2020 for the remaining goodwill balance of our auto claims business.

For example, one of our top five customers by revenue contribution in fiscal 2024, which was in the HCLS SBU, served a termination notice on January 31, 2024. The termination is effective July 1, 2024. Although the termination did not impact the revenue of fiscal 2024, we were required to perform an impairment assessment for the intangible asset recognized in relation to this client. Based on our assessment, we recorded an impairment charge of \$30.9 million to our results of operations in fiscal 2024 on the aforementioned intangible asset.

See also “—The international nature of our business exposes us to several risks, such as unexpected changes in the regulatory requirements and governmental policy changes of multiple jurisdictions.” We may be required to record further impairment charges to our goodwill and intangible assets associated with other acquisitions in the future. For example, if the research and analytics industry experiences a significant decline in business and we determine that we will not be able to achieve the cash flows that we had expected from our recent acquisitions, we may have to record an impairment of all or a portion of the goodwill or intangible assets relating to those acquisitions. Any further impairment to our goodwill or intangible assets may have a significant adverse impact on our results of operations.

We are incorporated in Jersey, Channel Islands under the Companies (Jersey) Law 1991 (the “1991 Law”). If the tax benefits enjoyed by our company are withdrawn or changed, we may be liable for higher tax, thereby reducing our profitability.

As a company incorporated in Jersey, Channel Islands, we are currently subject to Jersey income tax at a rate of 0%. Although we continue to enjoy the benefits of the Jersey business tax regime, if Jersey tax laws change or the tax benefits we enjoy are otherwise withdrawn or changed, we may become liable for higher tax, thereby reducing our profitability.

If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent or detect fraud. As a result, current and potential investors could lose confidence in our financial reporting, which could harm our business and have an adverse effect on the price of our ordinary shares.

Effective internal control over financial reporting is necessary for us to provide reliable financial reports. The effective internal controls together with adequate disclosure controls and procedures are designed to prevent or detect fraud. Deficiencies in our internal controls may adversely affect our management’s ability to record, process, summarize, and report financial data on a timely basis. As a public company, we are required by Section 404 of the Sarbanes-Oxley Act of 2002 to include a report of management’s assessment on our internal control over financial reporting and an independent auditor’s attestation report on our internal control over financial reporting in our annual reports on Form 20-F.

If material weaknesses are identified in our internal controls over financial reporting, we could be required to implement remedial measures. If we fail to maintain effective disclosure controls and procedures or internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which could have a material adverse effect on the price of our ordinary shares.

Risks Related to Key Delivery Locations

A substantial portion of our assets and operations are located in India and we are subject to regulatory, economic, social and political uncertainties in India.

Our primary operating subsidiary, WNS Global Services Private Limited (“WNS Global”), is incorporated in India, and a substantial portion of our assets and employees are located in India. The Government of India, however, has exercised and continues to exercise significant influence over many aspects of the Indian economy. The Government of India has provided significant tax incentives and relaxed certain regulatory restrictions in order to encourage foreign investment in specified sectors of the economy, including the BPM industry. Those programs that have benefited us include tax holidays, liberalized import and export duties and preferential rules on foreign investment and repatriation. We cannot assure you that such liberalization policies will continue. The Government of India may also enact new tax legislation or amend the existing legislation that could impact the way we are taxed in the future. For more information, see “—Tax legislation and the results of actions by taxing authorities may have an adverse effect on our operations and our overall tax rate.” Other legislation passed by the Government of India may also impact our business. For example, the Code on Wages 2019, Industrial Relations Code 2020, Social Security Code 2020 and Occupational Safety, Health & Working Condition Code 2020 received assent from the President of India on September 28, 2020. However, the rules for these Acts have not yet been published and the effective date from which these changes are applicable is yet to be notified. Accordingly, while we are unable to determine with certainty the financial impact due to these changes, it is possible that our wage costs in India may increase as a result of these changes when they become effective. Our financial performance and the market price of our ordinary shares may be adversely affected by changes in inflation, exchange rates and controls, interest rates, Government of India policies (including taxation regulations and policies), social stability or other political, economic or diplomatic developments affecting India in the future.

India has witnessed communal clashes in the past. Although such clashes in India have, in the recent past, been sporadic and have been contained within reasonably short periods of time, any such civil disturbance in the future could result in disruptions in transportation or communication networks, as well as have adverse implications for general economic conditions in India. Such events could have a material adverse effect on our business, the value of our ordinary shares and your investment in our ordinary shares.

Our business in South Africa is evaluated for compliance with the South African government’s Broad-Based Black Economic Empowerment (“BBBEE”) legislation. Failure to maintain a minimum BBBEE rating would result in a loss of certain government grants, and may also result in us losing certain business opportunities or clients imposing contractual penalties on us.

Our business in South Africa is evaluated for compliance with the South African government’s BBBEE legislation against a BBBEE scorecard, which has different levels based on various criteria. South African government grants are available to businesses that meet specified conditions, including achieving a specified minimum BBBEE rating. A level one BBBEE rating has the most rigorous criteria. Additionally, many South African companies require their service providers to maintain a minimum BBBEE rating, and many of our South African client contracts contain clauses that allow our clients to terminate their contracts with us or impose specified penalties on us if we do not maintain a minimum BBBEE rating.

We conduct our domestic business in South Africa (serving clients based in South Africa) through our South Africa subsidiary, WNS South Africa (Pty) Ltd, and our international business in South Africa (serving clients based outside South Africa) through our South Africa subsidiary, WNS Global Services SA (Pty) Limited. During fiscal 2020, pursuant to the requirements of the South African government’s BBBEE Codes of Good Practice, the WNS B-BBEE Staff Share Trust subscribed to one participating preference share issued by WNS Global Services SA (Pty) Ltd, which entitles it to 45.56% of voting rights in WNS South Africa (Pty) Ltd. In fiscal 2022, the voting rights were increased to 48.84% to help ensure WNS South Africa (Pty) Ltd maintains the same level of rating. On April 19, 2024, WNS Global Services SA (Pty) Limited redeemed the one participating preference share on account of unwinding of Scheme B of WNS B-BBEE Staff Share Trust. We are currently working on a new ownership structure to ensure continued compliance with the requirements of the BBBEE legislation.

We achieved a level one rating in respect of WNS South Africa (Pty) Ltd in May 2023, which is valid until May 2024 and achieved a level seven rating in respect of WNS Global Services SA (Pty) Limited in June 2023 which is valid until June 2024. The BBBEE verification audit for WNS Global Services SA (Pty) Ltd is in process and the new rating is expected to be received by the end of May 2024. To help us achieve the requisite BBBEE rating for WNS Global Services SA (Pty) Limited, we have implemented a program that includes divesting some of our interests in such subsidiary to address the requirement relating to the percentage of ownership of an entity by “black people” (as defined under the applicable legislation).

With the achievement of a level seven rating in respect of WNS Global Services SA (Pty) Limited and a level one rating in respect of WNS South Africa (Pty) Ltd, we currently continue to meet the minimum BBBEE rating required under our contracts with South African clients and be eligible for government grants associated with our domestic and international business.

However, there is no assurance that we will maintain our existing BBBEE rating with respect to WNS Global Services SA (Pty) Limited or WNS South Africa (Pty) Ltd in our next or future annual BBBEE verification audits or thereafter. If we fail to maintain or achieve the required minimum BBBEE ratings, we will cease to be eligible for government grants, will be disqualified from bidding for certain business, and certain of our clients may terminate their contracts with us or impose penalties on us. These outcomes would have an adverse effect on our business, results of operations, financial condition and cash flows.

Our facilities are at risk of damage by natural disasters.

Our operational facilities and communication hubs may be damaged in natural disasters such as earthquakes, floods, heavy rains, tsunamis and cyclones. For example, Durban, South Africa was affected by severe flooding in April 2022. Although our clients experienced minimal disruptions during the flood due to the business continuity planning and infrastructure resiliency measures we have implemented with a view to minimizing the impact of natural disasters on our business, such measures may be rendered less effective in other circumstances. In addition, we have operational facilities and communication hubs located in regions which are considered to be particularly vulnerable to natural disasters, such as the Philippines and Houston in the United States, which have experienced severe natural disasters such as typhoons, hurricanes and floods. Such natural disasters may lead to disruption to information systems and telephone service for sustained periods, and such natural disasters may become more frequent or intense as a result of climate change. Damage or destruction that interrupts our provision of BPM services could damage our relationships with our clients and may cause us to incur substantial additional expenses to repair or replace damaged equipment or facilities. We may also be liable to our clients for disruption in service resulting from such damage or destruction. While we currently have property damage insurance and business interruption insurance, our insurance coverage may not be sufficient. Furthermore, we may be unable to secure such insurance coverage at premiums acceptable to us in the future or secure such insurance coverage at all. Prolonged disruption of our services as a result of natural disasters would also entitle our clients to terminate their contracts with us.

If the tax benefits and other incentives that we currently enjoy are reduced or withdrawn or not available for any other reason, our financial condition would be negatively affected.

We have benefitted from, and continue to benefit from, certain tax holidays and exemptions in various jurisdictions in which we have operations.

In fiscal 2024, 2023 and 2022, our tax holidays and exemptions in India, the Philippines and Sri Lanka impacted our effective tax rate favorably. By way of illustration, if these tax holidays and exemptions had not been available, we would have incurred approximately \$10.3 million, \$20.7 million and \$20.9 million in additional income tax expense on our combined operations in our Special Economic Zone operations in India, the Philippines and Sri Lanka in fiscal 2024, 2023 and 2022, respectively.

We expect our tax rate in India, the Philippines and Sri Lanka to continue to impact our effective tax rate.

One of our Indian subsidiary with operating units registered under the Special Economic Zone (“SEZ”) is eligible to claim income tax exemption with respect to profits earned from export revenue. Upon the expiration of this tax exemption, income derived by this subsidiary shall become subject to the prevailing annual tax rate of 34.95%. The Government of India enacted the India Tax Law effective April 1, 2019, which enables Indian companies to elect to be taxed at a lower income tax rate of 25.17% as compared to the current rate of 34.95%. Once a company elects into the lower income tax rate, a company may not benefit from any tax holidays associated with SEZ and certain other tax incentives and may not reverse its election. In the year ended March 2024, this subsidiary has elected to apply the lower income tax rate of 25.17%. We will continue to evaluate the application of the same tax rate for the fiscal 2024 at the time of filing corporate tax return. Our other Indian subsidiaries have elected the lower income tax rate of 25.17%. See “Part I — Item 4. Information on the Company — B. Business Overview — Regulations”.

When any of our tax holidays or exemptions expire or terminate, or if the applicable government withdraws, changes the conditions of or reduces the benefits of a tax holiday or exemption that we enjoy, our tax expense may materially increase and this increase may have a material impact on our results of operations. For example, any changes in the regulations relating to work from home arrangements may impact the tax exemption benefits available to us. The applicable tax authorities may also disallow deductions claimed by us and assess additional taxable income on us in connection with their review of our tax returns.

Tax legislation and the results of actions by taxing authorities may have an adverse effect on our operations and our overall tax rate.

The government of India, the US or other jurisdictions where we have a presence could enact new tax legislation which would have a material adverse effect on our business, results of operations and financial condition. In addition, our ability to repatriate surplus earnings from our delivery centers in a tax-efficient manner is dependent upon interpretations of local laws, possible changes in such laws and the renegotiation of existing double tax avoidance treaties. Changes to any of these may adversely affect our overall tax rate, or the cost of our services to our clients, which would have a material adverse effect on our business, results of operations and financial condition.

The UK government has revised the corporate tax rate from 19% to 25% from fiscal 2024 which has had an impact on the various current and deferred tax items recorded by the Company’s subsidiaries.

Member countries of the Organisation for Economic Co-operation and Development/G20 Inclusive Framework on Base Erosion and Profit Shifting have agreed on a two Pillar approach to address the tax challenges arising from the digitalization of the global economy. This is expected to alter the global tax landscape. Once effective, these changes may have an impact on the various current and deferred tax items recorded by the Company’s subsidiaries.

We are subject to transfer pricing and other tax related regulations and any determination that we have failed to comply with them could materially adversely affect our profitability.

Transfer pricing regulations to which we are subject require that any international transaction among our company and its subsidiaries, or the WNS group enterprises, be on arm's-length terms. We believe that the international transactions among the WNS group enterprises are on arm's-length terms. If, however, the applicable tax authorities determine that the transactions among the WNS group enterprises do not meet arm's-length criteria, we may incur increased tax liability, including accrued interest and penalties. This would cause our tax expense to increase, possibly materially, thereby reducing our profitability and cash flows. We have signed an advance pricing agreement with the Government of India providing for the agreement on transfer pricing matters over certain transactions covered thereunder for a period of five years starting from April 2018. We have filed an application with the Government of India for the renewal of the advance pricing agreement on similar terms for another five years starting from April 2023.

We may be required to pay additional taxes in connection with audits by the tax authorities.

From time to time, we receive orders of assessment from Indian tax authorities assessing additional taxable income on us and/or our subsidiaries in connection with their review of our tax returns. We currently have orders of assessment in fiscal 2003 through fiscal 2020 pending before various appellate authorities. These orders assess additional taxable income that could in the aggregate give rise to an estimated ₹343.8 million (\$4.1 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹49.1 million (\$0.6 million based on the exchange rate on March 31, 2024).

These orders of assessment allege, among others, that the transfer prices we applied to certain of the international transactions between our Indian subsidiaries and our other wholly-owned subsidiaries were not on arm's-length terms, disallow a tax holiday benefit claimed by us, deny the set-off of brought forward business losses and unabsorbed depreciation and disallow certain expenses claimed as tax deductible by our Indian subsidiaries, as the case may be. As at March 31, 2024 we have provided a tax reserve of ₹774.3 million (\$9.3 million based on the exchange rate on March 31, 2024) primarily on account of the Indian tax authorities' denying the set off of brought forward business losses and unabsorbed depreciation. We have appealed against these orders of assessment before higher appellate authorities. For more details on these assessments, See "Part I — Item 5. Operating and Financial Review and Prospects — Tax Assessment Orders."

In addition, we currently have orders of assessment pertaining to similar issues that have been decided in our favor by appellate authorities, vacating tax demands of ₹6,907.0 million (\$82.8 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹2,457.1 million (\$29.5 million based on the exchange rate on March 31, 2024). The income tax authorities have filed or may file appeals against these orders at higher appellate authorities.

In case of disputes, the Indian tax authorities may require us to deposit with them all or a portion of the disputed amounts pending resolution of the matters on appeal. Any amount paid by us as deposits will be refunded to us with interest if we succeed in our appeals. We have deposited ₹904.1 million (\$10.8 million based on the exchange rate on March 31, 2024) of the disputed amount with the tax authorities and may be required to deposit the remaining portion of the disputed amount with the tax authorities pending final resolution of the respective matters.

As at March 31, 2024, corporate tax returns for fiscal 2021 and thereafter remain subject to examination by tax authorities in India.

After consultation with our Indian tax advisors and based on the facts of these cases, certain legal opinions from counsel, the nature of the tax authorities' disallowances and the orders from appellate authorities deciding similar issues in our favor in respect of assessment orders for earlier fiscal years, we believe these orders are unlikely to be sustained at the higher appellate authorities and we intend to dispute the orders of assessment.

In addition, the Company currently has orders of assessment outstanding for various years pertaining to pre-acquisition period of Smart Cube India Private Limited acquired in fiscal 2023, which assess additional taxable income that could in the aggregate give rise to an estimated ₹63.2 million (\$0.8 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹31.1 million (\$0.4 million based on the exchange rate on March 31, 2024). These orders of assessment disallow tax holiday benefit claimed by Smart Cube India Private Limited. Smart Cube India Private Limited has appealed against these orders of assessment before higher appellate authorities.

We have received orders of assessment from the value-added tax ("VAT"), service tax and goods and services tax ("GST") authorities, demanding payment of ₹244.1 million (\$2.9 million based on the exchange rate on March 31, 2024) towards VAT, service tax and GST for the period April 1, 2014 to March 31, 2020. The tax authorities have rejected input tax credit on certain types of input services. Based on consultations with our tax advisors, we believe these orders of assessments will more likely than not be vacated in our favor by the higher appellate authorities and we intend to dispute the order of assessments.

In 2016, we also received an assessment order from the Sri Lankan Tax Authority, demanding payment of LKR 25.2 million (\$0.1 million based on the exchange rate on March 31, 2024) in connection with the review of our tax return for fiscal year 2012. The assessment order challenges the tax exemption that we have claimed for export business. We have filed an appeal against the assessment order with the Sri Lankan Tax Appeal Commission in this regard. Based on consultations with our tax advisors, we believe this order of assessment will more likely than not be vacated in our favor by the higher appellate authorities and we intend to dispute the order of assessment.

No assurance can be given, however, that we will prevail in our tax disputes. If we do not prevail, payment of additional taxes, interest and penalties may adversely affect our results of operations, financial condition and cash flows. There can also be no assurance that we will not receive similar or additional orders of assessment in the future.

Terrorist attacks, civil unrest and other acts of violence in any of the countries in which we operate or their neighboring countries could adversely affect our operations, resulting in a loss of client confidence and materially adversely affecting our business, results of operations, financial condition and cash flows.

Terrorist attacks and other acts of violence or war in any of the countries in which we operate or their neighboring countries may adversely affect worldwide financial markets and could potentially lead to economic recession, which could adversely affect our business, results of operations, financial condition and cash flows. For example, South Asia has, from time to time, experienced instances of terrorism, civil unrest and hostilities in and among neighboring countries, including Sri Lanka, India and Pakistan. In February 2022, a military conflict arose between Russia and Ukraine, and we have operations in Poland and Romania, which border Ukraine. While the conflict has not presently spread beyond Ukraine, any escalation of the military conflict in the future may directly impact our operations in Poland and Romania. In April 2019, several churches and hotels in Sri Lanka, including premises within one kilometer of one of our delivery centers, were targeted in a series of coordinated terrorist bombings. In previous years, military confrontations between India and Pakistan have occurred in the region of Kashmir and along the India/Pakistan border. There have also been incidents in and near India, such as the bombings of the Taj Mahal Hotel and Oberoi Hotel in Mumbai in 2008, a terrorist attack on the Parliament of India, troop mobilizations along the India/Pakistan border and an aggravated geopolitical situation in the region. Such military activity or terrorist attacks in the future could disrupt our operations or influence the Indian economy by disrupting communications and making travel more difficult. Resulting political tensions could create a greater perception that investments in Indian companies involve a high degree of risk. Such political tensions could similarly create a perception that there is a risk of disruption of services provided by India-based companies, which could have a material adverse effect on the market for our services. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that were protracted or involved the threat or use of nuclear weapons, we might not be able to continue our operations.

Increasing scrutiny of, and attention to, environmental, social and governance matters may adversely affect our business operations, clients, profitability and may further expose us to reputational risks and legal liability.

Increasingly, in addition to financial results, companies are being judged by performance on a variety of environmental, social and governance (ESG) matters, which can contribute to the long-term sustainability of a company's performance. Expectations regarding voluntary ESG initiatives and disclosures may result in increased costs (including but not limited to increased costs related to compliance, stakeholder engagement, contracting and insurance), changes in demand for certain products, enhanced compliance or disclosure obligations, or other adverse impacts to our business, financial condition, or results of operations.

While we may at times engage in voluntary initiatives (such as voluntary disclosures, certifications, or goals, among others) to improve the ESG profile of our company or to respond to stakeholder expectations, such initiatives may be costly and may not have the desired effect. Expectations around company's management of ESG matters continues to evolve rapidly, in many instances due to factors that are out of our control. For example, although WNS has developed a long-term Scope 1 and 2 net zero and interim reduction goal (pending validation by the Science Based Targets Initiative) we may ultimately be unable to complete this or other initiatives or targets, either on the timelines initially announced or at all, due to technological, cost, or other constraints, which may be within or outside of our control. Moreover, actions or statements that we may take based on expectations, assumptions, or third-party information that we currently believe to be reasonable may subsequently be determined to be erroneous or be subject to misinterpretation. Our inability to successfully perform or perceived failures on ESG matters and to meet societal expectations may negatively affect our reputation or relation with the stakeholders (e.g., investors, clients, and employees).

Certain market participants, including major institutional investors and capital providers, use third-party benchmarks, ratings and scores to assess companies' ESG profiles in making investment or voting decisions. There currently are many third-party providers of ESG benchmarks, ratings and scores, and the number of such providers has increased in recent years. WNS has limited control and limited visibility over what data such providers choose to use, and no control and often no visibility over their various methodologies. As a result, such ratings may be materially inaccurate, incomplete or misleading. Unfavorable ESG ratings could lead to increased negative investor sentiment towards us or our industry, which could negatively impact the price of our ordinary shares as well as our access to and cost of capital. To the extent ESG matters negatively impact our reputation, it may also impede our ability to compete as effectively to attract and retain employees or clients, which may adversely impact our operations. Considering investors' increasing focus on ESG matters, the fast pace of change of external expectations, and a range of upcoming regulations, there can be no certainty that we will manage such issues successfully, that the ESG standards we currently use to measure our performance against will remain the same, or that we will successfully meet society or investors' expectations. This and other stakeholder expectations will likely lead to increased costs as well as scrutiny that could heighten all of the risks identified in this risk factor. Additionally, many of our clients and suppliers may be subject to similar expectations, which may augment or create additional risks, including risks that may not be known to us.

We are subject to a series of risks related to climate change.

We operate in many regions, countries and communities around the world where our businesses, and the activities of our clients, could be impacted by climate change and broader ESG-related issues. These issues pose both short and long-term risks to us and our clients. Climate change could expose us to financial risk either through its physical (e.g., climate or weather related events or chronic changes) or transition (e.g., changes in market conditions, capital availability, climate policy or in the regulations applicable to our industry or verticals where we operate with respect to climate change risks, etc.) effects. Physical risks may result in more frequent or intense natural disasters or chronic changes to temperature and precipitation patterns, which may result in damage to our building infrastructure and other physical assets, disrupt the continued functioning of infrastructure on which we rely (such as the transportation network and utilities in the countries where we operate), and negatively affect the morale of our employees. For more information, see “— Our facilities are at risk of damage by natural disasters.” Additionally, changes in the availability of natural resources like water in countries where we operate could directly impact our operations and our employees’ livelihood, which could impact our ability to do business and promote business continuity. While we may take various actions to mitigate our business risks associated with climate change, this may require us to incur substantial costs and may not be successful, due to, among other things, the uncertainty associated with the longer-term projections associated with managing climate risks. Increasing physical impacts of climate change, or the increasing frequency of deleterious climatic events, may also result in changes to public or investor sentiment or policymaker priorities, which may accelerate transition risks.

Such regulatory, market and other changes to respond to climate change may require us to incur increased costs or otherwise adversely impact our business, financial condition, or results of operations. In response to increasing awareness in climate change and other related socio-environmental issues, clients increasingly request for our emission performance during the RFP or bidding stage. This could translate into filtering criteria or other parameters in the clients’ process of selecting their service providers. If our performance is not managed in these areas, it may adversely impact our ability to compete and win contracts.

As countries worldwide undertake to lower greenhouse gas emissions, we may be increasingly subject to regulatory requirements, disclosure-related and otherwise. For example, several jurisdictions have adopted, or are considering adopting, greenhouse gas emissions limits or fees (sometimes referred to as “carbon taxes”). Separately, the Commission has proposed a rule that, if finalized, may require us to incur significant costs to assess and disclose on a range of climate-related data and risks. Risks resulting from potential violations or non-compliance with such laws and regulations can impact our profitability through penalties and/or by limiting our ability to operate in certain countries, adversely affect our reputation and brand, and result in increased legal risks, whether through enforcement actions or litigation, whether or not such claims have any merit. All of these risks may also impact our suppliers or clients, which may indirectly impact our business, financial condition, or results of operations.

Restrictions on entry visas may affect our ability to compete for and provide services to clients in the US and the UK, which could have a material adverse effect on future revenue.

The vast majority of our employees are Indian nationals. The ability of some of our executives to work with and meet our European and North American clients and our clients from other countries depends on the ability of our senior managers and employees to obtain the necessary visas and entry permits. In response to previous terrorist attacks and global unrest, US and European immigration authorities have sharply increased the level of scrutiny in granting visas. Immigration laws in those countries may also require us to meet certain other legal requirements as a condition to obtaining or maintaining entry visas. These restrictions have significantly lengthened the time requirements to obtain visas for our personnel, which has in the past resulted, and may continue to result, in delays in the ability of our personnel to meet with our clients. In addition, immigration laws are subject to legislative change and varying standards of application and enforcement due to political forces, economic conditions, spread of infectious diseases or other events, including terrorist attacks. We cannot predict the political or economic events that could affect immigration laws or any restrictive impact those events could have on obtaining or monitoring entry visas for our personnel. If we are unable to obtain the necessary visas for personnel who need to visit our clients’ sites or, if such visas are delayed, we may not be able to provide services to our clients or to continue to provide services on a timely basis, which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

If more stringent labor laws become applicable to us, our profitability may be adversely affected.

India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. Though we are exempt from a number of these labor laws at present, there can be no assurance that such laws will not become applicable to the BPM industry in India in the future. In addition, our employees may in the future form unions. If these labor laws become applicable to our workers or if our employees unionize, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, and our profitability may be adversely affected.

Most of our delivery centers operate on leasehold property and our inability to renew our leases on commercially acceptable terms or at all may adversely affect our results of operations.

Most of our delivery centers operate on leasehold property. Our leases are subject to renewal and we may be unable to renew such leases on commercially acceptable terms or at all. Our inability to renew our leases, or a renewal of our leases with a rental rate higher than the prevailing rate under the applicable lease prior to expiration, may have an adverse impact on our operations, including disrupting our operations or increasing our cost of operations. In addition, in the event of non-renewal of our leases, we may be unable to locate suitable replacement properties for our delivery centers or we may experience delays in relocation that could lead to a disruption in our operations. Any disruption in our operations could have an adverse effect on our results of operations.

Risks Related to our Shares

Substantial future sales of our ordinary shares in the public market could cause the price of our ordinary shares to fall.

Sales by us or our shareholders of a substantial number of our ordinary shares in the public market, or the perception that these sales could occur, could cause the market price of our ordinary shares to decline. These sales, or the perception that these sales could occur, also might make it more difficult for us to sell securities in the future at a time or at a price that we deem appropriate or to pay for acquisitions using our equity securities. As at March 31, 2024, we had 45,684,145 ordinary shares outstanding. In addition, as at March 31, 2024, a total of 3,832,207 ordinary shares are issuable upon the vesting of restricted share units (“RSUs”) outstanding under our 2006 Incentive Award Plan (as amended and restated, the “2006 Incentive Award Plan”) and our 2016 Incentive Award Plan (as amended and restated, the “2016 Incentive Award Plan”). The vast majority of our ordinary shares are freely transferable, except that ordinary shares owned by our affiliates may only be sold in the US if they are registered or qualify for an exemption from registration, including pursuant to Rule 144 under the Securities Act of 1933, as amended (the “Securities Act”). The remaining ordinary shares outstanding may also only be sold in the US if they are registered or qualify for an exemption from registration, including pursuant to Rule 144 under the Securities Act.

The market price for our ordinary shares may be volatile.

The market price for our ordinary shares is likely to be highly volatile and subject to wide fluctuations in response to factors including the following:

- announcements of technological developments;
- regulatory developments in our target markets affecting us, our clients or our competitors;
- actual or anticipated fluctuations in our operating results;
- changes in financial estimates by securities research analysts;
- changes in the economic performance or market valuations of other companies engaged in BPM;
- addition or loss of executive officers or key employees;
- sales or expected sales of additional shares;
- loss of one or more significant clients; and
- a change in control, or possible change of control, of our company.

In addition, securities markets generally and from time to time experience significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also have a material adverse effect on the market price of our ordinary shares .

We may not be able to pay any dividends on our ordinary shares.

We have never declared or paid any dividends on our ordinary shares. We cannot give any assurance that we will declare dividends of any amount, at any rate or at all. Because we are a holding company, we rely principally on dividends, if any, paid by our subsidiaries to us to fund our dividend payments, if any, to our shareholders. Any limitation on the ability of our subsidiaries to pay dividends to us could have a material adverse effect on our ability to pay dividends to you.

Any future determination to pay cash dividends will be at the discretion of our Board of Directors and will be dependent upon our results of operations and cash flows, our financial position and capital requirements, general business conditions, legal, tax, regulatory and any contractual restrictions on the payment of dividends and any other factors our Board of Directors deems relevant at the time.

Subject to the provisions of the Companies (Jersey) Law 1991 (the “1991 Law”) and our Articles of Association, we may by ordinary resolution declare annual dividends to be paid to our shareholders according to their respective rights. Any dividends we may declare must not exceed the amount recommended by our Board of Directors. Our Board of Directors may also pay an interim dividend or dividends, including a dividend payable at a fixed rate, if paying an interim dividend or dividends appears to the Board to be justified. We can only declare dividends if our directors who are to authorize the distribution make a prior statement that, having made full enquiry into our affairs and prospects, they have formed the opinion that:

- immediately following the date on which the distribution is proposed to be made, we will be able to discharge our liabilities as they fall due; and
- having regard to our prospects and to the intentions of our directors with respect to the management of our business and to the amount and character of the financial resources that will in their view be available to us, we will be able to continue to carry on business and we will be able to discharge our liabilities as they fall due until the expiry of the period of 12 months immediately following the date on which the distribution is proposed to be made or until we are dissolved under Article 150 of the 1991 Law, whichever first occurs.

We qualify as a foreign private issuer and, as a result, are not subject to U.S. proxy rules.

As a foreign private issuer, we are not subject to the proxy rules of the Commission, which regulate the form and content of solicitations by US-based issuers of proxies from their shareholders. The form of notice and proxy statement that we have been using does not include all of the information that would be provided under the Commission’s proxy rules.

We may be classified as a passive foreign investment company, which could result in adverse US federal income tax consequences to US holders of our ordinary shares.

Based on our financial statements and relevant market and shareholder data, we believe that we should not be treated as a passive foreign investment company for US federal income tax purposes (“PFIC”) with respect to our most recently closed taxable year. However, the application of the PFIC rules is subject to uncertainty in several respects, and we cannot assure you that we will not be a PFIC for any taxable year. A non-US corporation will be a PFIC for any taxable year if either (i) at least 75% of its gross income for such year is passive income or (ii) at least 50% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income. A separate determination must be made after the close of each taxable year as to whether we were a PFIC for that year. Because the value of our assets for purposes of the PFIC test will generally be determined by reference to the market price of our ordinary shares, fluctuations in the market price of the ordinary shares may cause us to become a PFIC. In addition, changes in the composition of our income or assets may cause us to become a PFIC. If we are a PFIC for any taxable year during which a US holder (as defined in “Part I — Item 10. Additional Information — E. Taxation — US Federal Income Taxation”) holds an ordinary share, certain adverse US federal income tax consequences could apply to such US holder.

If a United States person is treated as owning at least 10% of our ordinary shares, such holder may be subject to adverse US federal income tax consequences.

If a United States person is treated as owning (directly, indirectly or constructively) at least 10% of the value or voting power of our ordinary shares, such person may be treated as a “United States shareholder” with respect to each “controlled foreign corporation” in our group (if any). Because our group includes one or more US subsidiaries, certain of our non-US subsidiaries could be treated as controlled foreign corporations regardless of whether we are or are not treated as a controlled foreign corporation (although there is currently a pending legislative proposal to limit the application of these rules). A United States shareholder of a controlled foreign corporation may be required to annually report and include in its US taxable income its pro rata share of “Subpart F income,” “global intangible low-taxed income” and investments in US property by controlled foreign corporations, whether or not we make any distributions. An individual that is a United States shareholder with respect to a controlled foreign corporation generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a US corporation. A failure to comply with these reporting obligations may subject such holder to significant monetary penalties and may prevent the statute of limitations with respect to such holder’s US federal income tax return for the year for which reporting was due from starting. We cannot provide any assurances that we will assist investors in determining whether any of our non-US subsidiaries are treated as a controlled foreign corporation or whether such investor is treated as a United States shareholder with respect to any of such controlled foreign corporations or furnish to any United States shareholders information that may be necessary to comply with the aforementioned reporting and tax paying obligations. The IRS has provided limited guidance on situations in which investors may rely on publicly available information to comply with their reporting and taxpaying obligations with respect to certain controlled foreign corporations. A United States investor should consult its own advisors regarding the potential application of these rules to its investment in our ordinary shares.

Our share repurchase programs could affect the price of our ordinary shares.

In fiscal 2024, our shareholders authorized a new share repurchase program for the repurchase of up to 3,300,000 of our ADSs, each representing one ordinary share, at a price range of \$10 to \$180 per ADS. Pursuant to the terms of the repurchase program, our ADSs may be purchased in the open market from time to time for 42 months from October 1, 2023 to March 31, 2027. We are not obligated under the repurchase program to repurchase a specific number of ADSs, and the repurchase program may be suspended at any time at our discretion. We may fund the repurchases with internal or external sources. As at March 27, 2024, we had repurchased 2,200,000 ADSs in the open market under this repurchase program, which were held as treasury shares. We cancelled such treasury shares. In March 2024, we terminated our ADS facility and exchanged outstanding ADSs for ordinary shares. Due to this termination, the remaining 1.1 million ADSs yet to be repurchased under the above share repurchase program have become unavailable for repurchase until we obtain an approval from our shareholders for repurchasing of an equivalent amount of ordinary shares. We will hold an extraordinary general meeting on May 30, 2024, at which shareholders will be requested to authorize the purchase of the remaining 1.1 million ordinary shares.

Any repurchases pursuant to our repurchase programs could affect the price of our ordinary shares and increase its volatility. The existence of a repurchase program could also cause the price of our ordinary shares to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity of our ordinary shares. There can be no assurance that any repurchases will enhance shareholder value because the market price of our ordinary shares may decline below the levels at which we repurchase any ordinary shares. In addition, although our repurchase programs are intended to enhance long-term shareholder value, short-term price fluctuations in our ordinary shares could reduce the program's effectiveness. Significant changes in the price of our ordinary shares and our ability to fund our repurchase programs with cash on hand could impact our ability to repurchase ordinary shares. The timing and amount of future repurchases is dependent on our cash flows from operations, available cash on hand and the market price of our ordinary shares. Furthermore, our programs do not obligate us to repurchase any dollar amount or number of ordinary shares and may be suspended at any time at our discretion, and any suspension or discontinuation could cause the market price of our ordinary shares to decline.

We have certain anti-takeover provisions in our Articles of Association that may discourage a change in control.

Our Articles of Association contain anti-takeover provisions that could make it more difficult for a third party to acquire us without the consent of our Board of Directors. These provisions include:

- a classified Board of Directors with staggered three-year terms; and
- the ability of our Board of Directors to determine the rights, preferences and privileges of our preferred shares and to issue the preferred shares without shareholder approval, which could be exercised by our Board of Directors to increase the number of outstanding shares and prevent or delay a takeover attempt.

These provisions could make it more difficult for a third party to acquire us, even if the third party's offer may be considered beneficial by many shareholders. As a result, shareholders may be limited in their ability to obtain a premium for their shares.

It may be difficult for you to effect service of process and enforce legal judgments against us or our affiliates.

We are incorporated in Jersey, Channel Islands, and our primary operating subsidiary, WNS Global, is incorporated in India. A majority of our directors and senior executives are not residents of the US and the majority of our assets and the assets of those persons are located outside the US. As a result, you may have difficulties in effecting service of process within the US upon those persons or us. In addition, you may be unable to enforce judgments obtained in courts of the US against those persons outside the jurisdiction of their residence, including judgments predicated solely upon the securities laws of the US. Furthermore, shareholders of Jersey companies may not have standing to initiate a shareholders derivative action in courts of the US.

Delays or failure to complete our transition to reporting on US domestic issuer forms and filing financial statements under US GAAP may affect expected benefits.

On January 18, 2024, we announced that we were granted board approval to shift from reporting on the forms available to foreign private issuers and filing our financial statements with the SEC under IFRS to voluntarily reporting on US domestic issuer forms and filing our financial statements under US GAAP. We intend to complete this change prior to the end of our fiscal quarter ended September 30, 2024. We believe this transition is in the long-term interest of our stakeholders and will improve our ability to compete for capital, reduce share price volatility and enhance governance. However, we cannot assure you that this transition to reporting on US domestic issuer forms and filing financial statements under US GAAP will be completed within the anticipated timeframe or at all. Unforeseen difficulties or delays could arise, in which case our ability to realize the expected benefits from these actions could be affected. Furthermore, even if these actions are completed, there is no guarantee that they will yield the expected benefits.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of our Company

WNS (Holdings) Limited was incorporated as a private liability company on February 18, 2002 under the laws of Jersey, Channel Islands, and maintains a registered office in Jersey at 22 Grenville Street, St Helier, Jersey JE4 8PX, Channel Islands. We converted from a private limited company to a public limited company on January 4, 2006 in accordance with Article 17A of the 1991 Law, when we acquired more than 30 shareholders as calculated in accordance with Article 17A of the 1991 Law. We gave notice of this to the Jersey Financial Services Commission (“JFSC”) in accordance with Article 17(3) of the 1991 Law on January 12, 2006. Our principal executive offices are located at Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli (W), Mumbai 400 079, India, telephone number: (+91-22-6826-2100); Malta House, 36-38 Piccadilly, London W1J 0DP; and 515 Madison Avenue, 8th Floor, New York, NY 10022. Our website address is www.wns.com. **Information contained on our website does not constitute part of this annual report.** Our agent for service in the US is our subsidiary, WNS North America Inc., 515 Madison Avenue, 8th Floor, New York, NY 10022. The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC and the address of that site is <http://www.sec.gov>.

We began operations as an in-house unit of British Airways in 1996 and became a business process outsourcing service provider for third parties in fiscal 2003. Warburg Pincus acquired a controlling stake in our company from British Airways in May 2002 and inducted a new senior management team.

Fiscal 2003 — 2008

We made a number of acquisitions that helped expand our service offerings. These acquisitions included:

- Town and Country Assistance Limited (which we subsequently rebranded as WNS Assistance and which is part of WNS Auto Claims BPM), a UK-based automobile claims handling company, in fiscal 2003;
- the health claims management business of Greensnow Inc. in fiscal 2004;
- Trinity Partners Inc. (which we subsequently merged into our subsidiary, WNS North America Inc.), a provider of BPM services to financial institutions, focusing on mortgage banking, in fiscal 2006;
- The fare audit services business of PRG Airlines Services Limited and the financial accounting business of GHS Holdings LLC in fiscal 2007;
- Marketics, a provider of offshore analytics services, in fiscal 2008; and
- Flovate (which we subsequently renamed as WNS Workflow Technologies Limited), a company engaged in the development and maintenance of software products and solutions, in fiscal 2008.

In July 2006, we completed our initial public offering, whereupon our ADSs became listed on the New York Stock Exchange (the “NYSE”) under the symbol “WNS.”

We invested in our infrastructure to expand our service portfolio from data-oriented processing to include complex voice and blended data/voice service capabilities, and commenced offering comprehensive processes in the travel and leisure, banking and financial services and insurance industries.

We opened facilities in a number of locations, including Gurgaon, India; Colombo, Sri Lanka; and Bucharest, Romania, thereby expanding our operating footprint across India, Sri Lanka and Romania. We also expanded our facilities in Gurgaon, Mumbai and Pune, India. In fiscal 2008, we transferred our delivery center in Sri Lanka to Aviva Global pursuant to “build-operate-transfer” contractual arrangement we had with Aviva.

We entered into a joint venture with ACS, a provider in BPM services and customer care in the Philippines, to form WNS Philippines Inc. (which became our wholly owned subsidiary following our acquisition of ACS’s shareholding in WNS Philippines Inc, in fiscal 2012)

Fiscal 2009 — Fiscal 2013

We acquired a number of companies, including:

- Chang Limited, an auto insurance claims processing services provider in the UK, in fiscal 2009;
- BizAps, a provider of SAP® solutions, in fiscal 2008 to optimize the enterprise resource planning functionality for our finance and accounting processes;

- Fusion Outsourcing Services (Proprietary) Limited (“Fusion”) (which we subsequently renamed as WNS Global Services SA (Pty) Ltd), a provider of a range of management services, including contact center, customer care and business continuity services, to both South African and international clients, in fiscal 2013.

We opened facilities in Manila, the Philippines; San Jose, Costa Rica; Vizag, India; and Gydnia, Poland; and also expanded various facilities in India, the Philippines, Costa Rica and Romania, as well as our sales office in the UK.

In February 2012, we issued new ordinary shares in the form of ADSs in a follow-on offering, at a price of \$9.25 per ADS, aggregating approximately \$50.0 million, to fund our growth initiatives and enhance delivery capability. At the same time, Warburg Pincus divested 6,847,500 ordinary shares in the form of ADSs. In February 2013, Warburg Pincus sold its remaining 14,519,144 ordinary shares in the form of ADSs, thereby divesting its entire stake in our company.

Fiscal 2014 — 2018

We acquired the following companies in fiscal 2017:

- Value Edge Research Services Private Limited (“Value Edge”), a leading provider of commercial research and analytics services to clients in the pharmaceutical and biopharmaceutical industries;
- Denali Sourcing Services Inc. (“Denali”), a leading provider of strategic procurement BPM services; and
- MTS HealthHelp Inc. and its subsidiaries (“HealthHelp”), an industry leader in BPM care management.

Fiscal 2019 — present

- We added new facilities in Manila and Iloilo, the Philippines; Madrid, Spain; Vizag and Pune, India; and New South Wales, Australia. We also expanded our facilities in Bangalore, Gurgaon, Nashik and Pune, India;
- We made the following acquisitions in fiscal 2022:
 - MOL Information Processing Services (I) Private Limited (which we subsequently renamed as WNS Information Services (India) Private Limited and which has been amalgamated with WNS Global Services Private Limited); and
 - Business of CEPROCS S.R.L. (“CEPROCS”), a provider of global sourcing and procurement services, pursuant to which we also acquired its customer contract, skilled workforce and related assets.
- We acquired the following companies in fiscal 2023:
 - Vuram, a hyper automation services company that specializes in low-code enterprise automation and provides custom, scalable BPM solutions including industry-specific solutions for the banking/financial services, insurance, and healthcare verticals;
 - The Smart Cube, which provides digitally led market intelligence and analytics solutions in four key areas including procurement and supply chain, commercial sales and marketing, digital and analytics, and strategy and investment research; and
 - OptiBuy, which helps clients leverage the capabilities of leading third-party procurement and supply chain platforms and provides consulting, optimization, outsourcing, and training services and implementation solutions to their clients.
- In fiscal 2023, we entered into a business transfer agreement with a large insurance company to acquire the contract and capabilities in the form of licensed resources including underlying operational process manuals.
- We terminated our ADS facility and exchanged outstanding ADSs for ordinary shares in March 2024. Following the termination of our ADS facility, our ordinary shares began trading on the NYSE under the symbol “WNS.”

In April 2017, we established the WNS B-BBEE Staff Share Trust with the principal objective of creating meaningful participation of the Black employees (as defined in the applicable legislation) of our South African subsidiaries in the growth of the company. We are committed to transformation in South Africa and are implementing this structure to benefit Black People in accordance with the objectives and requirements of the Codes of Good Practice on Black Economic Empowerment as promulgated by section 9(1) of the Broad-Based Black Economic Empowerment Act No. 53 of 2003 of South Africa. Denali Sourcing Services, Inc. and WNS Global Service Inc. were each converted into a limited liability company i.e. Denali Sourcing Services LLC and WNS Global Service LLC respectively with effect from April 1, 2023. WNS GLOBAL SERVICES LISBON, UNIPESSOAL LDA was dissolved on November 29, 2023 and deregistered from the company registry on December 12, 2023. On February 12, 2024, we incorporated a branch of WNS BPM Americas LLC in Philippines. With effect from April 7, 2024, Smart Cube Consulting Service (Dalian) Co., Ltd ceased to exist upon cancellation of its business license. Our organizational structure now comprises 57 entities in 27 countries, and 12 branches in Poland, UAE, China, Singapore, France, Romania, Turkey, Ireland, Spain and Philippines. Of these 57 entities, WNS Cares Foundation, which is a wholly-owned subsidiary of WNS Global, is a not-for-profit organization registered under the Section 8 of the Indian Companies Act, 2013, India. The WNS Cares Foundation was formed for the purpose of promoting corporate social responsibilities and does not qualify as a subsidiary under IFRS 10 — Consolidated Financial Statements and hence is not considered for the purpose of preparing our consolidated financial statements.

We have our principal executive offices in Mumbai, India, London, the UK and New York the US, and we have client service offices in Sydney (Australia), Canada, Dubai (United Arab Emirates), Germany, London (UK), New York (US), Mexico, and Switzerland, and we have delivery centers in Saint John (Canada), Dalian, Guangzhou and Shanghai (China), San Jose (Costa Rica), Bangalore, Chennai, Gurgaon, Hyderabad, Indore, Jaipur, Mumbai, Nashik, Noida, Pune, Trichy, Vizag (India), Kuala Lumpur (Malaysia), Alabang, Iloilo and Manila (Philippines), Katowice, Kielce, Tri-city Gdynia, and Warszawa (Poland), Bucharest, Sibiu and Timisoara (Romania), Cape Town, Claremont, Johannesburg and Durban (South Africa), Colombo (Sri Lanka), Istanbul (Turkey), Ipswich and Manchester (the UK), and, Columbia, South Carolina, Houston, Pittsburgh and Tampa (the US).

Our capital expenditures in fiscal 2024, 2023 and 2022 amounted to \$54.3 million, \$45.0 million and \$28.3 million, respectively. Our principal capital expenditures were incurred for the purposes of setting up new delivery centers, expanding existing delivery centers and developing new technology-enabled solutions to enable execution and management of clients' business processes. We estimate that our expected capital expenditure in fiscal 2025 would be up to \$65.0 million. The geographical distribution, timing and volume of our capital expenditures in the future will depend on new client contracts we may enter into or the expansion of our business under our existing client contracts.

As at March 31, 2024, we had commitments for capital expenditures of \$8.0 million (net of advances to capital vendors) relating to the purchase of property and equipment for our delivery centers. Of this committed amount, we plan to spend approximately \$3.0 million in India, approximately \$1.4 million in Philippines, approximately \$1.9 million in South Africa, approximately \$ 1.7 million in the rest of the world. We expect to fund these estimated capital expenditures from cash generated from operating activities, existing cash and cash equivalents and the use of existing credit facilities. See "Part I — Item 5. Operating and Financial Review and Prospects — Liquidity and Capital Resources" for more information.

B. Business Overview

We are a global BPM company, offering an array of end-to-end industry-specific and cross-industry solutions. We combine our deep industry knowledge with technology, analytics and process expertise to co-create innovative, digitally enabled transformational solutions for our clients. As of March 31, 2024, we had 690 clients across various industries with each client generating more than \$0.01 million in revenue in fiscal 2024. Our solutions and capabilities encompass intelligent automation (including robotic process automation (“RPA”), hyperautomation, artificial intelligence (“AI”) and cognitive computing), Generative AI (“Gen AI”), natural language processing and machine learning (“ML”), blockchain, Internet of Things (“IoT”), business process-as-a-service (“BPaaS”) platforms, embedded analytics and process re-engineering frameworks. Hyperautomation refers to an approach that organizations adopt to accelerate digital transformation and rapidly automate business processes. It involves the orchestrated use of technologies such as AI, RPA, ML and natural language processing.

A key element in all our transformation engagements is our ability to deliver business value through the co-creation of solutions and products with our clients and strategic partners. We seek to help our clients “transform” their businesses by identifying business and process optimization opportunities through technology-enabled solutions, improvements to their processes, global delivery capabilities, analytics and domain-led understanding of their business. This, combined with our client-centric approach, enables us to align our people, processes, technologies and delivery network with our clients’ business requirements. Our industry-aligned approach helps us provide a specialized focus on each of the sectors that we target, effectively transform and manage our clients’ business processes, and offer customized solutions and business insights designed to improve their competitive positioning. Our cross-industry solutions, common across multiple industries, include finance and accounting (including procurement), customer experience services, research and analytics (which we have branded as “WNS Triange”), consulting and transformation, human resources, technology and automation, and governance, risk and compliance services.

Effective April 1, 2023, we have restructured our major industry verticals into four strategic business units (“SBUs”), each with a dedicated Chief Business Officer (“CBO”) and digital leaders to enable them to build and deliver domain-led competencies. These SBUs comprise:

- Travel and Leisure, Shipping and Logistics and Utilities (“TSLU”);
- Diversified Businesses (including manufacturing, retail and consumer packaged goods (“CPG”), media and entertainment, and telecommunication (telecom)), Hi-tech and Professional Services, and Procurement (“MRHP”);
- Healthcare and Life Sciences (“HCLS”); and
- Banking and Financial Services, Insurance (“BFSI”).

We measure our execution of clients’ business processes against multiple performance parameters, and aim to consistently meet and exceed these parameters to maintain and expand our client relationships. We strive to build long-term client relationships, and typically sign multi-year contracts with our clients that provide us with recurring revenue. In fiscal 2024, 193 and 189 clients contributed more than \$1 million to our revenue and revenue less repair payments (non-GAAP), respectively.

As at March 31, 2024, we had 60,125 employees executing business processes for our 690 clients (with each client generating more than \$0.01 million in revenue in fiscal 2024).

In fiscal 2024, our revenue was \$1,323.4 million, our revenue less repair payments (non-GAAP) was \$1,284.3 million and our profit was \$140.1 million. Our revenue less repair payments is a non-GAAP financial measure. For a discussion of our revenue less repair payments (non-GAAP) and a reconciliation of our revenue less repair payments (non-GAAP) to revenue, see “Part I — Item 5. Operating and Financial Review and Prospects — Overview.”

Industry Overview

The global BPM market continues to evolve in response to a disruptive business landscape as companies navigate a volatile macroeconomic environment, industry-specific business challenges, climate change and geopolitical factors. In addition, the actual and potential impacts of advanced technologies including AI and Gen AI present both risks and opportunities in terms of innovation, efficiency, transformation, and competitive positioning. While companies still look to benefit from process efficiency, cost advantage and labor arbitrage from their BPM solution providers, the continually evolving marketplace has resulted in a broader and more strategic narrative on outsourcing, with a strong focus on domain-led, technology-enabled, and innovative value creation. Customer experience, data-led insights and digital innovation are integral to business success, and enterprises expect their BPM solution providers to play a bigger and more profound role in driving transformational outcomes. We continue to increasingly see BPM solution providers leverage the power of data, advanced analytics and AI to drive intelligent transformation, operational agility, scalability and sustainability for enterprises. As companies outsource more of their complex and high-end business processes, a key consideration for them is the ability of the BPM provider to understand their unique industry and client-specific requirements, design and develop transformational plans, execute intricate, multi-layered process transitions, design a robust business continuity plan and successfully manage these processes on an ongoing basis. The increasing focus on variable cost structures and the delivery of tangible business benefits have resulted in alternative service delivery and pricing models such as transaction-based, outcome-based and subscription models.

While BPM companies continue to address business disruptions caused by digital and technological changes and evolving customer expectations, they have also placed strong focus on cybersecurity, data privacy, and business continuity. Clients now expect BPM service providers to co-architect new, resilient and flexible solutions and models that enable business safety and continuity during a wide array of adverse situations.

BPM companies are required to leverage a diversified geographical footprint and deliver continuity solutions that enable clients to maximize operational agility, scalability and sustainability. These solutions increasingly deploy technology and automation, and leverage the potential for increased adoption of “work-from-home” models.

We expect that going forward, clients will continue to strengthen their focus on reducing costs, accelerating business transformation and digital adoption, leveraging data and analytics, and adopting outcome-based pricing models. We expect that BPM providers will play a key role in helping clients across industries to create and digitize end-to-end processes. It is important for BPM companies to leverage their geographical footprint and implement robust practices that help businesses achieve maximum operational agility, scalability and sustainability. Innovative digital ways of working and extensive adoption of hybrid working models are increasingly prevalent for BPM solutions.

In such an environment, businesses are thus undertaking a rigorous and multi-faceted evaluation process when selecting a BPM provider. Based on our experience, a client typically seeks the following key attributes in a BPM provider:

- Domain knowledge and industry-specific expertise
- Process expertise across horizontal service offerings
- “Skin in the game” approach denoting the ability to work as a true partner, absorb risks and prioritize outcomes
- Ability to invest in infrastructure and talent to innovate, automate, transform, provide operational expertise and drive best practices based on internal and external benchmarking
- Proven ability to execute a diverse range of mission-critical and often complex business processes
- Ability to tie service delivery, technology implementation and process automation with the client’s existing information technology (“IT”) infrastructure, negating the need for large IT overhauls
- Capabilities to drive improved process standardization across business units and multiple locations, demonstrating strong global delivery capabilities
- Comprehensive analytical capabilities to deliver actionable business insights; domain-led analytics solutions customized to industry requirements and embedded as part of the larger BPM services portfolio
- Ability to deliver technology-enabled services and solutions, including RPA, cognitive computing, intelligent automation, AI, Gen AI, natural language processing, IoT, industrial robotics, blockchain, cloud-based offerings and platform-based BPM
- Agility to build robust operational models that will swiftly and comprehensively manage disruptions and drive maximum business continuity, underpinned by an extensive geographical footprint, a seamless transition methodology, digital ways of working and a strong remote work model
- Strong global presence through a mix of offshore, nearshore and onshore delivery centers to access talent and capabilities, create cultural alignment, leverage language skills, and mitigate risks

- Capability to scale employees and infrastructure without a diminution in quality of service
- Ability to raise client’s competitive positioning by improving operating efficiency, reducing cost, enhancing the end-client experience, delivering actionable insights, and creating differentiation
- End-to-end solutions, which encompass “design”, “build”, and “run”

The global BPM industry is a large and growing industry. According to the Gartner Forecast: IT Services, Worldwide, 2022-2028, 1Q24 Update, the worldwide Business Process Services (“BPS”) market comprising traditional and digital components is estimated to be at \$208 billion in the year ending 2023. Gartner has estimated that the revenues for the worldwide BPS market will grow from \$208 billion in 2023 to \$330.46 billion in 2028 at a compounded annual growth rate of 9.7% (compounded annual growth rate calculated by Gartner).

The following chart sets forth the estimated growth in revenue generated in the Worldwide BPS market:



Chart / Graph created by WNS Global Services based on Gartner research.

Source: Gartner, Inc., Forecast: IT Services, Worldwide, 2022-2028, 1Q24 Update. Srujan Akurathi, Colleen Graham, Misako Sawai, Grigory Betskov, Neha Sethi, Fabio Di Capua, et al., March 22, 2024.

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The industry trends continue to drive BPM providers to be more innovative, strategic and forward-looking in their approach. Against the backdrop of this changing environment, we believe that WNS, with our focused domain, digital, and data-to-insights capabilities, guiding principles of co-creation and client centricity, extensive global footprint, robust business continuity planning methodologies, and transformational and re-engineering frameworks, is well positioned to deliver business value to our clients. We offer hyperautomation and technology-enabled BPaaS solutions that are designed help companies adapt rapidly to changing business scenarios and accelerate their business transformation. Further, we offer customized engagement models that cater to each client’s scale and transformation journey. In addition to traditional pricing models based on headcount (often referred to as full-time equivalents (FTE)), we offer transaction-based, subscription-based and outcome-based pricing models to provide clients with cost flexibility and measurable business benefits.

In fiscal 2024, 28.8% of our total revenues were generated from “non-FTE” models. These “non-linear” pricing models, which de-link the relationship between headcount and revenue for BPM providers, create an incentive for the providers to improve the productivity of their employees, increase the use of technology, and enhance the overall efficiency of their operations.

Competitive Strengths

We believe that we have the competitive strengths necessary to maintain and enhance our position as a leading global provider of BPM services.

Well-positioned for the evolving BPM market

The BPM industry, which started with the first wave of simple, labor-based outsourced processes, has now expanded to include complex business processes and higher-value services that involve consulting, process re-engineering, business and digital transformation, management of mission-critical operations, and generation of business insights to aid decision-making. We believe that our industry-specific expertise, end-to-end service offerings, digital-led transformation capabilities, technology-enabled solutions, process management skills, advanced analytics, global delivery network and customer-centric approach position us at the forefront of the evolving BPM market.

To meet the needs of a rapidly evolving and growing BPM market, we continue to develop new innovation-driven and outcome-led capabilities across domain, digital, data and analytics, customer experience, hyperautomation and new technologies. We believe that our scalable digital accelerators, products and prototypes form the foundation of our ability to provide leading-edge industry solutions and collaborate with global organizations through the course of their transformation journeys.

For instance, our WNS Co-creation Labs, currently in New York, London and Pune (India), have been designed to provide clients with an environment conducive to ideating, prototyping and testing innovations before they are taken to the market. Equipped with state-of-the-art virtual capabilities and on-site immersive spaces, our WNS Co-creation Labs seek to enable businesses to solve crucial challenges, seize new opportunities and preempt risks, and leverage new technologies including AI and Gen AI while employing agile design principles at every step. The labs have been designed to foster real-time collaboration and deliver solutions that are customized to the markets, strategies and competitive challenges of our clients.

Deep industry expertise

We have established deep expertise in the industries we target as a result of our vertical organizational structure, legacy client relationships, proprietary technology offerings, strategic acquisitions, targeted training programs and the hiring of management with specific industry knowledge. Our deep domain expertise in each of the 12 industries we serve helps us develop keen insights and transform them into leading-edge impactful business solutions with the help of technology, analytics and process rigor. We have developed methodologies, frameworks, proprietary knowledge and industry-specific technology platforms applicable to our target industries that allow us to provide industry-focused solutions and help clients compete within these industries.

We have structured our company into business units aligned with each of the industries on which we focus. This gives us strong advantages of in-depth industry knowledge and industry-specific technology platforms and solutions, which in turn enable us to approach clients in each of our target industries with an integrated effort covering sales, marketing and delivery. Effective April 1, 2023, we have adopted a new organizational structure featuring four SBUs, each headed by a CBO. Under the new structure, we have organized our company's existing verticals into the four SBUs. We believe the new organizational structure will help drive improved outcomes for our global clients and enable our company to better drive business synergies, enhance scalability, generate operating leverage, and create organizational depth. These SBUs develop client-specific solutions, build capabilities and maintain a unified go-to-market approach and are integrally responsible for service delivery, customer satisfaction, growth and profitability.

We have received numerous recognitions for our industry leadership. Our awards and recognitions in fiscal 2024 and 2023 are set forth below:

Vertical-specific Recognitions

Travel and Leisure:

- A ‘Horizons 3 — Market Leaders’ in HFS Horizons: Travel, Hospitality, and Logistics Service Providers, 2023

Retail and CPG:

- A ‘Horizon 2 — Enterprise Innovator’ in HFS Horizon: CPG Retail Industry, 2023

Hi-tech and Professional Services:

- A ‘Horizon 2 — Enterprise Innovator’ in HFS Horizon: Services for the Platform Economy, 2023

Healthcare and Life Sciences:

- A ‘Leader’ in NelsonHall’s NEAT for Healthcare Payer Operations Transformation 2023
- A ‘Major Contender’ in Everest Group’s Revenue Cycle Management (RCM) Operations PEAK Matrix® Assessment 2023
- A ‘Major Contender’ in Everest Group’s Life Sciences Sales and Marketing Operations – Services PEAK Matrix® Assessment 2023
- A ‘Major Contender’ in Everest Group’s Healthcare Payer Operations PEAK Matrix® Assessment 2023
- A ‘Major Contender’ in Everest Group’s Clinical and Care Management Operations – Services PEAK Matrix® Assessment 2023
- A ‘Major Contender’ in Everest Group’s Life Sciences Operations – Services PEAK Matrix® Assessment 2023
- An ‘Aspirant’ in Everest MedTech Operations PEAK Matrix Assessment 2023
- A ‘Horizon 1 — Disruptor’ in HFS Horizon: Life Science Service Providers, 2023

Banking and Financial Services:

- A ‘Star Performer’ and ‘Major Contender’ in Everest Group’s Banking Operations — Services PEAK Matrix® Assessment 2023
- A ‘Horizon 1 — Disruptor’ in HFS Horizon: HFS Horizons: The Best Service Providers for Asset and Wealth Management, 2024
- A ‘Leader’ and ‘Star Performer’ in Everest Group’s Financial Crime and Compliance (FCC) Operations Services PEAK Matrix® Assessment 2024

Insurance:

- A ‘Major Contender’ in Everest Group’s Life and Annuities (L&A) Insurance BPS and Third-Party Administrator (TPA) PEAK Matrix® Assessment 2023
- A ‘Leader’ and ‘Star Performer’ in Everest Group’s Property & Casualty BPS PEAK Matrix® Assessment 2023
- A ‘Leader’ in Life and Retirement (L&R), Property and Casualty (P&C), and Life & Retirement Insurance TPA Quadrants in the ISG Provider Lens™ Insurance BPO Services Report 2023 for North America
- A ‘Leader’ in Life and Retirement (L&R) and Property and Casualty (P&C) Quadrants in the ISG Provider Lens™ Insurance BPO Services Report 2023 for Europe
- A ‘Leader’ in NelsonHall’s P&C Operational Transformation NEAT 2024

Horizontal-specific Recognitions

Finance and Accounting:

- A 'Leader' in Gartner® Magic Quadrant for Finance & Accounting BPO 2023
- A 'Leader' in ISG Provider Lens™ Finance and Accounting (F&A) Outsourcing Services 2023 Global Report across P2P, O2C, R2R and FP&A
- A 'Major Player' in IDC MarketScape: Worldwide Finance and Accounting Business Process Services in the Cloud 2023 Vendor Assessment (doc #US50527122, April 2023)
- A 'Horizon 2' player in HFS Horizons: F&A Service Providers, 2023
- A 'Major Contender' and 'Star Performer' in Everest Group's Finance & Accounting PEAK Matrix® Assessment 2023
- A 'Major Contender' in Everest Group's Finance & Accounting for Order to Cash PEAK Matrix® Assessment 2023

Procurement:

- A 'Leader' in ISG Provider Lens™ Global Quadrant report 2023 for Procurement BPO Services and Transformation Consulting Services
- A 'Major Contender and Star Performer' in Everest Group's Procurement Outsourcing (PO) Services PEAK Matrix® Assessment 2023
- A 'Leader' in Everest Group's Procurement Outsourcing (PO) Services — Source to Contract - PEAK Matrix® Assessment 2023
- A 'Leader' in NelsonHall's Procurement Transformation NEAT 2024

Customer Experience Services:

- A 'Leader' in ISG Provider Lens™ 2023 Global Contact Center Customer Experience Services report across Digital Operations, Hybrid Working Solutions, AI and Analytics, and Social Media for CX Services
- A 'Leader' in NelsonHall's CX Services Transformation NEAT 2024
- A "Horizon 3" player in HFS Horizons: Customer Experience Service Providers, 2024

Research and Analytics:

- A 'Major Contender' in Everest Group's Data and Analytics (D&A) Services PEAK Matrix® Assessment 2023
- A 'Horizon 2 — Enterprise Innovator' in HFS Horizon: Generative Enterprise Services, 2023

Human Resources:

- A 'Major Contender' in Everest Group's Multi-Process Human Resources Outsourcing (MPHRO) Services PEAK Matrix® Assessment 2023

Intelligent Automation:

- WNS-Vuram recognized as a 'Leader' in ISG Provider Lens™ Intelligent Automation Services and Solutions for the US

Corporate:

- TIME's The World's Best Companies 2023
- Bloomberg Gender Equality Index (GEI) 2023
- WNS-Vuram: Business Brilliance Awards: Employer of the Year
- WNS-Vuram: Named to 2023 Best Workplaces in Asia List by Great Place to Work
- The Smart Cube: Ranked #6 among India's Great Mid-Size Workplaces 2023 by Great Place to Work Institute — By Great Place to Work Institute
- Global Diamond Business Excellence Recognition 2023 for 'Driving the Circular Economy' by MSME Chamber of Commerce and Industry of India
- Global Sourcing Association (GSA) UK Awards 2023:
 - Business Services Project of the Year
 - Utilities Project of the Year
- Confederation of Indian Industry (CII) Digital Transformation 2023 Award for Customer Experience: CII Best Practice Award in the Innovation Excellence category
- Six Stevie International Business Awards 2023
 - Customer Service Team of the Year (Silver)
 - Education — Virtual Learning Solution (Silver)
 - Business or Competitive Intelligence Solution (Bronze)
 - Governance, Risk & Compliance Solution (Bronze)
 - Platform as a Service (Bronze)
 - Compliance Solution (Bronze)
- ISG Paragon Awards EMEA (Europe, the Middle East and Africa) 2023: Category: Innovation

Technology:

- Foundry CIO100 Awards 2023 for WNS CIO Nayan Desai:
 - The Mobility Mavens by Samsung Award
 - The Disruptive 100 Award
- CIO Power List 2023 — Nayan Desai
- NetApp — CNBC TV18 Innovation Award 2023 in the category 'Excellence in Data Protection and Disaster Recovery Implementation'

Human Resources (“HR”):

- Brandon Hall Human Capital Management Excellence Awards 2023
 - Best Advance in Leadership Development for Women (Silver)
 - Best University Professional Development Program (Silver)
 - Best Use of Social/Collaborative Learning (Silver)
 - Best Advance in Leadership Development (Silver)
- Tata Institute of Social Sciences (“TISS”) LeapVault Chief Learning Officer (“CLO”) Awards 2023
 - Best Diversity and Inclusion Training Program — Gold
 - Best Leadership Development Program — Gold
 - Best Risk/Safety/Policy Compliance Training/ COBEC Trekking Adventure Program — Silver
- One of the Top 25 Safest Workplaces in India at the KelpHR PoSH Awards 2023
- Two Stevie Awards for Great Employers 2023:
 - Achievement in Diversity and Inclusion (Silver)
 - Achievement in Leadership Development (Bronze)
- Association for Talent Development’s BEST Award in the Talent Development category 2024

Corporate Finance

- WNS Finance team recognized for Excellence at the CFONEXT100 2023 Awards in the category Finance Transformation
- Treasury Management International (TMI) Award 2023 for Innovation and Excellence in the Best Technology Transformation category — Gold
- Sanjay Puria wins the Economic Times CFO 2024 Award in the category Innovation in Finance — Large Enterprise
Sanjay Puria wins the CFO 100 Roll of Honor Award in the category Winning Edge in Digital Transformation

Corporate Social Responsibility (“CSR”):

- WCF wins the Social and Business Enterprise Responsible Awards (SABERA) in the category Sashaktikaran (Enablement)
- WCF wins the CapeBPO Awards 2023 in the category Top Community Spirit Initiative
- WCF wins the Mahatma Award 2023 in the category Shiksha (Education)
- WCF wins the CSR Times Award 2023 for WCF Reading Program

End-to-end service portfolio including higher-value transformational services and technology-enabled solutions

We continue to focus our service portfolio on more complex processes and solutions, and shift away from reliance on services that are less integral to our clients' business operations, such as commoditized voice and transactional services (telemarketing and technical helpdesks), which characterized the business process outsourcing industry in its early days. We offer an array of higher-value, judgment-based services that seek to not only reduce cost and improve operating efficiency, but also enable improved decision-making, competitive positioning and business outcomes for our clients. These include consulting and transformation services, technology-enabled offerings, advanced analytics capabilities, digital customer experience solutions, high-end finance and accounting services, and strategic sourcing through supply chains. We also provide a wide array of industry-specific solutions, which cut across traditional "horizontal" services. These solutions are designed to help clients address process efficiency requirements, provide digital capabilities, generate business insights, and improve competitive positioning within their respective industries.

We have also developed and continue to develop technology-enabled, or automated, solutions that utilize our proprietary software and licensed software in conjunction with our core BPM services. These integrated, technology-enabled solutions allow us to offer higher-value, differentiated services, which are more scalable and repeatable and create value for our clients through increased process efficiency and quality. We also collaborate with technology companies, combining their software tools, platforms and expertise with our service capabilities to deliver differentiated business solutions to the marketplace. These technologies include AI, Gen AI, ML, cognitive computing, RPA, natural language processing and hyperautomation. We believe that technology-enabled automated solutions will enable us to expand our addressable market and grow our revenue in a non-linear way by decoupling revenue growth from headcount growth.

To this end, we offer platform-enabled BPM or BPaaS that tightly integrates our domain expertise, business processes, automation, embedded analytics and cloud-based infrastructure.

Proven global delivery platform

We deliver our services from 65 delivery centers in 13 countries around the world, located in Canada, China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Malaysia, Sri Lanka, Turkey, the UK and the US. Our ability to offer services delivered from a mix of onshore, nearshore and offshore locations benefits our clients from the perspectives of access to skills and talent, cultural alignment, language capabilities, business continuity, risk mitigation, scalability, efficiency and cost effectiveness.

We believe the breadth of our delivery capability allows us to meet our clients' needs, diversifies our workforce, provides business continuity, and allows us to access local talent pools around the world. Additionally, we have put in place a distributed workforce model that comprises an efficient blend of in-office and remote working to tap the best available talent and skills globally.

Client-centric focus

We have a client-centric engagement model that leverages our industry-specific and shared-services expertise, flexible pricing models, "client-partner" relationship approach, as well as our global delivery platform to offer business solutions designed to meet our clients' specific needs. We work closely with our clients to understand their specific requirements and to "co-create" unique, custom solutions that are designed to enable them to better compete and create differentiation within their respective industries.

We seek to enhance our value proposition to our clients by providing them with flexible pricing models that align our objectives with those of our clients. In addition to traditional FTE-based pricing, we provide alternative pricing models such as transaction-based pricing, outcome-based pricing and subscription pricing. A sizable percentage of our revenue, being 28.8% in fiscal 2024, is derived from these "non-FTE"-based pricing models. These models enable our clients to pay only for actual work performed or tangible benefit received.

We have also adopted a client-centric sales model, which is tightly integrated with our vertical organizational structure. Strategic client accounts are assigned a dedicated "client-partner" from our team who is responsible for managing the day-to-day relationship with the client. The "client-partner" is typically a seasoned resource with deep domain experience, who often works directly in the client's local offices. Within our company, the "client-partner" is assigned to a specific vertical, and directly manages sales resources responsible for expanding client relationships. The "client-partner" is responsible for driving business value to our clients, monitoring quality of delivery and customer satisfaction, and managing account growth and profitability.

Proven experience in transitioning processes and running them efficiently

Many of the business processes that clients outsource to us are core to their operations, requiring substantial program management expertise to enable the transition of work to us. A well-planned and effectively managed transition is the cornerstone of our business proposition and helps our clients outsource their operations effectively and efficiently, focus on their business priorities and implement operating models that are designed to help them achieve their business strategies.

Our transition approach is structured to help deliver business outcomes to our clients by:

- Minimizing risk and achieving rapid transition of services;
- Ramping up operations with minimal disruption to existing business, metrics, customers and suppliers;
- Effectively managing changes brought about by transformative tools and technologies;
- Managing a seamless transfer of responsibilities from any incumbent service provider to us; and
- Continuing to engage with clients to adapt to and drive changes for a future-ready transition model by leveraging remote training.

At its core, all aspects of the transition process are governed by EnABLE, our proprietary transition toolkit, which has been tested and evolved over 20 years. EnABLE embeds multi-level governance, visibility, transparency, flexibility and compliance across the entire transition lifecycle.

Our differentiators include:

- *Customer-centricity*: Our practice of “early transition voice of customer (“VoC”)” identifies and addresses opportunities to do better at meeting clients’ objectives and success criteria.
- *Robust governance*: Our multi-level governance approach seeks to ensure that transition reviews are conducted at all levels up to executive leadership. Risks are assessed and proactive support is provided with a view to achieving clients’ objectives.
- *Strong leadership and experience*: We have a robust and mature transition methodology with a strong record in managing and delivering transitions from clients as well as from major incumbent players.
- *Global presence*: Our team of skilled transition managers operates from all our major global delivery locations. Our agile and readily deployable team is always available for clients’ needs.

Extensive investment in human capital development

At WNS, we have created a learning organization with the objective of empowering employees with skills that will help them to constantly collaborate, co-create and outperform in a changing business landscape. This learning organization is designed to offer developmental programs to every employee band level in the organization, across business units and enabling units. It is responsible for developing organization-wide skills within focus groups, such as behavioral, domain, technical, leadership, functional as well as process-related skills. See “— Human Capital — Training and Development.”

Learning Academy (the “LA”): The LA not only focuses on developing initiatives and programs that aim to enable high-impact leadership and potential across all employee band levels and geographies, but also focuses on building internal capability to create a future-ready and digital-savvy workforce. The LA has over 300 unique programs for various employee band levels and behavioral skill areas that are conducted across locations based on the learning strategies defined for each team.

The learning organization comprises the following building blocks:

- ***Digital Capability Building***
 - **WNS Education Program**: A division of the Learning Academy, WNS Education is dedicated to providing learning programs that empower employees to remain relevant amid evolving times and shifting business priorities. In addition to a variety of curriculum-based certification programs, WNS Education offers numerous upskilling opportunities through curated self-paced programs, webinar series, keynote masterclasses and panel discussions with industry experts.
 - **Immersive Learning Experience On-Demand (“GLINT”)**: This AI-powered learning experience platform and knowledge cloud facilitates employee journeys in the organization with learning, skilling and career mobility solutions. GLINT offers an extensive repository of digital learning materials available at all times and across all devices, facilitating the rapid development of skills and fostering a learning environment to motivate others.
 - **Empowered Learning Management System (“LMS”)**: This system assists users to optimize learning outcomes, streamlining training management and generating centralized learning reports. Developed in partnership with EnthralTech, this platform is tailored to oversee structured learning programs efficiently and flexibly. It enables users to schedule training sessions, coordinate with sessions instructors and content, handle user enrollments, conduct and monitor classroom and virtual trainings, and record session attendance and feedback.
- ***Leadership Programs***: These comprise unique interventions designed for leaders, from future first-level managers up to senior executive leadership. They also focus on grooming women leaders and next-generation leaders. These programs consist of quarterly calendar programs and self-paced modules, primarily focusing on Gen AI, AI, and business unit-specific interventions, aligned with the Leadership Winning DNA framework. They are available across various geographical locations through partnerships with esteemed global learning vendors such as eCornell, Duarte Inc., Wilson Learning, and Strategic Proposals. These programs consistently receive high satisfaction scores, averaging 9 out of 10 in VoC feedback.
- ***Accessible, On-demand and Personalized Learning***: We aim to achieve accessible, on-demand personalized learning through platform play, which leverages an AI-driven search engine to help employees learn on the go. The learning is available on demand and is accessible across regions over commonly used smart devices.
- ***Business-aligned Learning***: To ensure learning is aligned to the goals of the business units and is performance driven, the business partner arm within the Learning Academy works in consultation with the business units’ leaders to create customized learning journeys for employees. The aim is to drive focused behavioral / potential development.

Experienced management team

We benefit from the effective leadership of a global management team with diverse backgrounds, including extensive experience in outsourcing. Members of our executive and senior management team have, on average, more than 20 years of experience in diverse industries, including in the business process and IT outsourcing sector, and in the course of their respective careers have gathered experience in developing long-standing client relationships, leveraging technology, launching practices in new geographies, developing new service offerings and successfully integrating acquisitions.

Business Strategy

As a leading global BPM provider, we continue to evolve and enhance our capabilities and value propositions in order to expand our addressable market and enhance our success rates. Our differentiated solutions, which are backed by strong domain and industry focus, technology and automation, and advanced analytics continue to evolve with our clients' changing business requirements. These services include consulting and advisory, digital transformation, data and analytics, AI and Gen AI, operations excellence, organization change management, agile execution and business process management services. We have received numerous awards from industry analysts and sourcing advisors that recognize our market position as a leader in the solutions we provide, and highlight our ability to deliver strong business outcomes for our clients. We will continue to focus on growing our client base, expanding current relationships and driving results by combining our deep industry expertise with our broad range of capabilities. We continue to invest in the key areas of domain and industry expertise, digital, data and analytics, AI and Gen AI, technology and automation, customer experience, digital operations and superior talent. We are also focused on strategic acquisitions to augment and enhance our existing capabilities. We also strive to integrate and drive value from our past acquisitions.

WNS' strategic investments are proactively focused on delivering outcomes to meet our clients changing expectations and business requirements. These include ongoing investments in domain expertise, digital transformation, AI and Gen AI, data and analytics, customer experience, digital operations and broader business services. Our differentiated capabilities, solid client relationships, and proven ability to execute positions us well to drive both immediate benefits and long-term sustainable value for our clients and stakeholders. Some examples of our investments include:

- Increase in the breadth and depth of services and solutions offered to our clients for across digital technologies (including AI and Gen AI), business transformation, data and analytics, consulting and advisory, organization change management, risk and governance, and reliable execution;
- Expansion of our client engagements, market positioning and addressable market through acquisitions, new partnerships and alliances, and the broadening of our engagement with industry advisors, analysts, academic institutions and industry bodies;
- Creating a Gen AI-focused strategy and program that operates across all client bases and business units to ensure we are leveraging best practices, building capabilities and experience, training our teams, and creating proactive solutions focused on industry needs;
- Hosting and scaling co-creation sessions with clients, which doubled over the last year; Client intimacy remains a focus area moving forward as we engage with our clients around more complex business challenges and opportunities including AI and Gen AI. Client engagement, along with co-creation workshops and consulting efforts will continue to accelerate as we identify and engage our clients around new opportunities;
- Building internal capabilities across the company in Gen AI will continue in the current year as we leverage leading academic institutions to educate, train and upskill our people in the application and adoption of Gen AI;
- The development of domain-focused digital and technology assets has been successful and we will continue to expand in this area in the next year. Examples of this development include our continued investment in the WNS Malkom automation platform for shipping and logistics, and the WNS EXPIRIUS suite of offerings for customer experience management. There are many other digital and technology assets in our plans for the coming year; and
- Focused strategic acquisitions to acquire or accelerate expansion of targeted capabilities.

The key elements of our growth strategy are described below.

Providing new value-added services to clients

We continue to develop and expand our capabilities and offerings to meet evolving client and market demands and capture new market opportunities, with a heightened focus on driving digital transformation through technologies including AI and Gen AI, and leveraging advanced analytics to deliver actionable insights and improved outcomes. Increasingly, enterprises expect their BPM providers to be a strategic partner and deliver sustainable, enhanced value by improving revenue growth, delivery cost and efficiency, customer satisfaction, and competitive positioning. In order to deliver these results, we continue to expand the breadth and depth of our offerings which leverage the strength of our domain expertise, digital capabilities (AI, Gen AI, hyperautomation, ML, intelligent automation, cognitive computing, RPA), advanced analytics, and global talent. The addition of new services and capabilities are delivered through our strategic investment programs, including both in-house development (organic) and acquisitions (inorganic). As the BPM market continues to evolve and mature, demand for industry-specific solutions and new, innovative pricing models will increase. By delivering a wider portfolio of higher-value services to our clients, and migrating them towards subscription, transaction, and outcome-based pricing models, we aim to expand across the value chain with our clients and thereby enhance the scale, strength and profitability of these relationships.

Expand our existing client relationships while continuing to add new clients

We continue to focus on growing our business by expanding the scope of services we provide for existing clients and adding new client relationships.

Our focus on expanding relationships with existing clients is driven by cross-selling new services (including finance and accounting, procurement, customer experience, hyperautomation, data and analytics, digital transformation and technology) with the goal of moving up the value chain and moving into additional lines of business and geographies in order to deliver enhanced client value. The expansion of relationships is driven by our SBUs and account managers (and “client-partners”), who have industry-specific knowledge and expertise, and are responsible for maintaining a thorough understanding of our clients’ strategies and roadmaps as well as identifying and advocating new business solutions and opportunities. The SBUs and account management teams are supported in their sales efforts by a dedicated team of “farmers” (see below). As a result of this strategy, we have built a strong track record of expanding the scope of our client relationships over time.

In pursuing new client opportunities, we leverage our deep industry expertise and extensive range capabilities to “co-create” solutions which combine talent, technology and analytics. We aim to craft innovative proposals with compelling business cases by thoroughly understanding and aligning with client requirements, ensuring that our scale and experience are optimally utilized for each client’s unique needs. Our co-creation approach combined with our breadth of capabilities and industry understanding give us a differentiated positioning and the ability to compete successfully and win new clients. The SBU teams are supported in their sales efforts by a dedicated team of “hunters” (see below).

Our sales force is organized into two different groups; one, known as “farmers,” is dedicated to nurturing and expanding existing client relationships, while the other, known as “hunters,” is focused on acquiring new clients. Over the past year, our operating model has evolved with the introduction of the SBU structure, empowering our business units to capitalize on economies of scale within industry groupings under the leadership of a dedicated CBO. This strategic alignment is essential for our future positioning and enables us to swiftly adapt to market disruptions. At a global level, we have implemented a cohesive strategy to enhance our industry-specific, geographic and client service capabilities, streamlining our sales activities for maximum effectiveness.

Our industry-specific, domain-focused, and specialized teams collaborate to serve existing clients and pursue new business opportunities. Our successful industry and domain-focused approach to solution differentiation and market penetration is designed to drive enhanced value for clients and growth for WNS. Our ongoing investments in client-facing initiatives, including large deal pursuits and penetration of strategic relationships, are designed to enhance these objectives.

Enhance awareness of the WNS brand name

Our reputation for operational excellence, domain expertise, and technology and analytics capabilities among our clients has been instrumental in attracting and retaining clients as well as talented and skilled employees. We believe that our guiding principles of co-creation and client centricity resonate favorably with clients as they are indicative of our intent to completely align with client needs and leverage synergistic collaboration (with clients and strategic partners) to drive outcomes.

We also believe that we have benefited from strong client referrals that have helped us to scale our business. We are actively driving initiatives to enhance awareness of the WNS brand in our target client and employee markets. We are further streamlining acquisition integration to execute a concerted, unified go-to-market strategy. To accomplish this, we have a dedicated global marketing team comprising experienced industry talent. We are also focusing on developing channels to increase market awareness of the WNS brand, including participation in industry events and conferences, exposure in industry publications, publication of articles and white papers, webinars and podcasts, internet and digital media, social media, and other initiatives that create enhanced visibility of the WNS brand and establish WNS' thought leadership capabilities in the BPM industry.

We are working to improve visibility and positioning with the BPM industry analysts, sourcing advisors, general management consulting firms, and boutique outsourcing firms, who are often retained by prospective clients to provide strategic advice, act as intermediaries in the sourcing processes, develop scope specifications, and aid in the partner selection and implementation process. We are also leveraging our global partner network for joint go-to-market strategies. Since COVID-19, we have augmented our digital engagement by leveraging various platforms to further enhance our brand presence.

Expand our delivery capabilities

We currently operate from 65 delivery centers located in 13 countries around the world. As at the end of fiscal 2024, we increased our delivery capacity by 4,377 seats, or approximately 12%, as compared to the end of fiscal 2023, as a result of the addition of new delivery locations as well as expansion in some of our existing delivery locations. We intend to expand our global delivery capability, as necessary, through additional delivery centers in onshore, nearshore and offshore locations as well as through collaboration with other providers, based on client demand and market trends. Depending on talent pool availability, we plan to further expand to locations classified as tier 2 cities in India to access under-tapped talent pool and provide more flexibility to our employees. Additionally, we will continue to expand our capacity requirements as necessary, in line with client demands and through the adoption of a hybrid operating model that consists of both work-from-home and work-from-office arrangements in the medium to long term. This approach will allow us to offer our clients maximum value and flexibility and gain access to potential clients and markets that may have specific delivery requirements or constraints.

We remain focused on creating a delivery model that can provide certainty in outcomes despite business variability. Our focus remains on enhancing both our in-office and remote cybersecurity protocols and fine-tuning a new longer-term future-state hybrid model solution that will allow us to seamlessly move delivery between office and home. We have also adopted a hybrid people model with full time, temporary contract and gig workers, such as independent contractors, online platform workers, contract firm workers and on-call workers.

Leverage acquisitions and partnerships to expand our capabilities in attractive market segments

We believe that capability-based acquisitions are an important component of our growth strategy. Our past acquisitions, including the three completed in fiscal 2023 are representative of this approach. Our acquisitions have complemented our existing services by addressing capability gaps, expanded our addressable market opportunities and, enhanced our ability to meet the emerging needs of our clients. Key areas addressed with past acquisitions include technology and automation, data and analytics, geographic delivery capability, and specialized capabilities across both horizontal and vertical services.

Our vision going forward remains focused on augmenting internal capability development with strategic acquisitions and partnerships. For these external capabilities, we continue to pursue a strategy focused on companies that have unique and demonstrated capabilities, a high degree of business and cultural fit, and the ability to help us capitalize on strong end-market opportunities. Our acquisition track record demonstrates our ability to successfully identify, integrate, manage and develop the businesses we have acquired.

Business Process Management Service Offerings

We offer our services to clients through industry-focused business units. We are organized into the following SBUs to provide more specialized offerings in each of these industries and more effectively manage our sales, solutions, marketing and delivery processes:

- TSLU: Travel and leisure, shipping and logistics and utilities;
- MRHP: Diversified businesses (including manufacturing, retail and CPG, media and entertainment, and telecommunication), hi-tech and professional services, and procurement;
- HCLS: Healthcare and life sciences; and
- BFSI: Banking and financial services.

Effective April 1, 2023, we have adopted a new organizational structure featuring four SBUs, each headed by a CBO. Under the new organizational structure, we combine our company's existing verticals into the four SBUs. We believe the new organizational structure will help drive improved outcomes for our global clients and enable our company to better drive business synergies, enhance scalability, generate operating leverage, and create organizational depth. These SBUs develop client-specific solutions, build capabilities, maintain a unified go-to-market approach and are integrally responsible for service delivery, customer satisfaction, growth and profitability.

In addition to industry-specific services, we offer a range of services that are common across multiple industries (which we refer to as our horizontal services), including finance and accounting (including procurement), customer experience services, research and analytics (which we have branded as "WNS Triange) and technology services. In addition, our global transformation practice offers higher-value services such as digital transformation and consulting services, which are designed to help our clients modify their business processes to enhance productivity, manage changes in the business environment, and leverage business knowledge to increase market competitiveness. We help clients drive these initiatives with technology-enabled solutions, process re-design including initiatives such as Six Sigma or Lean, and business analytics.

To achieve an in-depth understanding of our clients' industries and the geographies in which they operate, we manage and conduct our sales processes in our four key markets — Europe, North America, Asia-Pacific and Africa. Our sales teams are led by senior professionals who focus on target industries, processes and clients. Each business unit is staffed by a dedicated team of managers and employees engaged in providing BPM client solutions. In addition, each business unit draws upon common support services from our information technology, human resources, training, corporate communications, corporate finance, risk management and legal departments, which we refer to as our corporate-enabling units.

TSLU

TSLU covers travel and leisure, shipping and logistics, and utilities.

Travel and Leisure

We deliver end-to-end services to clients across the travel and leisure industry value chain.

Our endeavor to improve our clients' competitive positioning is underpinned by a combination of domain expertise and digital-led solutions. We co-create intelligent, automated, resilient systems, and facilitate our clients' adoption of digitalization. Through our digital product portfolio of cloud-based, as-a-service models and application programming interface ("API")-integrated offerings, we seek to improve customer experience, enhance operational control and efficiency, and drive revenue uplift. We also collaborate with third-party global technology solution providers in our efforts to drive innovation in our service offerings that seek to provide customized and best-of-breed digital-driven solutions to our clients.

As at March 31, 2024, we had 11,538 employees in this business unit, several hundred of whom have International Air Transport Association, Universal Federation of Travel Agents or other travel industry related certifications. In fiscal 2024 and 2023, this business unit accounted for 16.1% and 16.9% of our revenue and 16.6% and 17.9% of our revenue less repair payments (non-GAAP), respectively.

Sub-verticals / Industry Sectors. The key travel and leisure sub-vertical and industry sectors we serve include:

- Suppliers: Airlines, cargo, hotels, cruise lines, coach companies;
- Travel intermediaries: Online travel agencies ("OTA"), travel management companies ("TMC"), tour operators; and
- Other travel segments: Airports, hospitality brands, global distribution systems ("GDS"), travel technology companies.

Service Offerings. Through WNS TRAVOGUE, our portfolio of industry-specific solutions, we provide the following six key areas of services to clients in this business unit:

<u>TRAVXP</u>	<u>Travel and Leisure — Service Offerings</u>		<u>TRAVCONTROL</u>
	<u>TRAVOPS</u>	<u>TRAVREV</u>	
Booking queries, general queries, change and cancellations, special service requests, helpdesk support, website assistance, guest relations, refund requests, complaint management, baggage desk, claims management, chargebacks, VoC survey support, hyper-personalized customer segmentation, campaign management, loyalty management, social media, speech and chat analytics, relocations, ticket exchanges, expense management;	Airport operations, billing and refunds, cargo operations, fare filing and distribution, flight firming, credit card transactions, rate validation and loading, revenue integrity, airline scheduling, right-to-fly, data management, learning management, service management, payroll, quality assurance, workforce management, talent management, procurement, management information system and reporting, technical helpdesk, AI, automation and robotics, passenger service systems and passenger revenue, accounting – selection and implementation, enterprise resource planning and customer relationship management (“CRM”) platforms, mobility and access, data engineering, helpdesk – fares, knowledge portal support, schedule change, rate parity low fare search, revenue assurance, ticketing, content management, bid management, including request for proposal (“RFP”) and request for information;	Direct channel enhancement, revenue operations and management, ancillary revenue maximization, inventory optimization, demand forecasting, cross-sell and upsell, commercial planning, revenue performance analytics, alliance and market share analysis, fleet and schedule optimization, route profitability, sales analytics, bookings and reservation – voice, e-mail and office sales, group bookings, payments, booking materialization, pipeline performance, product mix insights, group optimization, contract analysis, supplier / vendor analytics, pricing strategy, pricing analysis, account management and RFPs, customer insights and preferences, margin analysis and optimization, voice, e-mail, chat, click-to-call, lead management, total revenue optimization;	Revenue assurance, claim fraud analytics, fare and billing information data tapes (“BIDT”) audit, financial leakage analysis, agency debit memo review, airway bill verification, cargo rate audit, credit card reconciliation, fare and itinerary discrepancy, interline audit, invoice audit and recovery, direct operating cost management, interline payables, settlement of airlines reporting corporation/billing and settlement plan, supplier and media partner settlements, claims refund, analytics – accounts payable and reconciliation, travel and expense, vendor and tail spend, reconciliation – airline, interline, airlines reporting corporation/billing and settlement plan and “own” sales, analytics – direct operating cost variance, route profitability, special prorate agreement, travel package and product profitability, traveler segment, agency sales performance, actual and forecasting – passenger and cargo revenues, traveler revenue, revenue accounting – passenger and cargo, interline receivables, commission audit, revenue recovery and protection, loyalty program accounting, refund claims, reconciliation – airline, car, hotel, cruise, destination management companies, airline reporting corporation / bank settlement plan, “own” sales, source-to-pay activities, hotel settlements, media partner settlement, record-to-report activities, book-to-cash activities;

Travel and Leisure — Service Offerings

TRAVGREEN

Identify steps to reduce carbon footprints in daily operations, such as route, stock keeping unit mix, fleet and fuel optimization, building management systems and vendor assessments;

Assess past performance in carbon reductions and dynamic forecasting of future impact;

Partner with greenhouse gas-reduction specialists to enable airlines achieve carbon neutrality;

Engage with responsible travel campaigns;
Brand improvement initiatives;

TRAVOPS

Value stream mapping, process consolidation and optimization, intelligent process automation design, analytics-driven process innovation, network and fleet management strategy, commercial strategy, enterprise performance management, net zero and ESG strategy, HR consulting, enterprise IT strategy, application portfolio assessment, PSS selection, new technology – AI / ML, blockchain, AR / VR, customer experience strategy design, digital marketing automation, digital asset diagnostics, loyalty strategy and advisory, revenue accounting consulting, financial performance benchmarking, financial process consulting, enterprise architecture design, big data consulting, cloud strategy, business intelligence strategy, data governance strategy;

Technology Tools / Platforms. We utilize the following technology tools and platforms in delivering services to our clients in this business unit:

- WNS TravelBuddy: An industry-first modular platform powered by Gen AI and automation capabilities to address different aspects of corporate travel;
- COMMAI: An end-to-end corporate and published commission comprehension and calculation platform, powered by Gen AI and ML, for OTAs and TMCs;
- WNS EXPIRIUS: A digital customer experience model that integrates human-assisted design and domain expertise with AI-driven conversational insights and consulting-led strategies;
- IRROPs: A Gen AI-enabled prediction module for irregular operations with event categorization, severity mapping and revenue impact analysis;
- Verifare Plus 3.0SM: A fare audit solution;
- BIDT Audit: An automated, cloud-hosted revenue integrity platform for the audit and recovery of any revenue losses resulting from non-compliance in travel agency bookings;
- SeatSure: Intelligent automation for seating of minors;
- QbaySM: A multi-GDS platform for queue management;
- WNS ACOSS: An end-to-end cargo solution powered by intelligent automation, advanced analytics and domain expertise;
- Claim fraud analytics: An automated analytics solution to identify fraudulent passenger and baggage claims;

- Ancifly: An ancillary revenue analytics engine;
- CFO digital cockpit: One-view analytical insights of the finance organization;
- WNS TRAC: A unified and comprehensive suite of technology solutions designed to enable the futuristic agenda of chief financial officers (“CFOs”);
- Financial Intelligence-in-a-Box (“FIAB”): This combines advanced analytics-led techniques, applications and methods designed to enable end-to-end data management and help improve control, prevent financial leakages, unlock working capital and bolster compliance;
- InsignTRAC: An AI-led procurement analytics platform that tracks spends and identifies savings opportunities;

Shipping and Logistics

We are one of only a few providers of BPM solutions for the shipping and logistics market. Our strategic focus is demonstrated through our organizational structure, where we have a separate logistics vertical and approximately 6,000 dedicated logistics BPM professionals who cater to more than 24 leading logistics brands worldwide. Our client solutions span the entire shipment lifecycle, such as booking, documentation, core operations support, customer experience services, finance and accounting, customer experience services, business technology and data analytics.

We have a long-term strategic focus on developing and deploying new-age technologies, tools and platforms designed to create sustainable cost and quality advantage for our clients. We also leverage our analytics expertise in combination with industry domain knowledge and custom-built proprietary frameworks to help clients make informed decisions at the right time. We provide an array of services to our clients, such as complex data integration, cutting-edge advanced analytics, personalization and big data.

As at March 31, 2024, we had 6,357 employees working in this business unit. In fiscal 2024 and 2023, this business unit accounted for 7.6% and 7.6% of our revenue, and 7.9% and 8.0% of our revenue less repair payments (non-GAAP), respectively.

Sub-verticals / Industry Sectors. The key shipping and logistics sub-verticals and industry sectors we serve include:

- Global air express and courier companies;
- Ocean shipping – Non-vessel operating common carrier, ocean liners, ports and terminals and shipping agencies;
- Trucking – Less-than-truckload, full truckload, truck rental and leasing, compliance, safety and accountability; companies
- Third-party logistics and fourth-party logistics services;
- Rail; and
- Transportation safety and compliance.

Service Offerings – We provide the following key areas of services to clients in this business unit:

<u>Shipping and Logistics — Service Offerings</u>			
<p><u>Sales and Marketing</u> Tariff filing and maintenance, rate quotes, service contract / rate agreement creation and maintenance and actuarial services;</p>	<p><u>Customer Experience Services</u> Customer file and debtor file administration, customer helpdesk, booking desk-phone / e-mail / electronic data interchange web, rating companies) and capital modeling, pricing and underwriting support, and catastrophe modeling;</p>	<p><u>Document Processing</u> Exports, bill of lading, processing, advance custom manifest submission, freight audit, billing and invoicing, vessel closures, imports, import data quality process / checks, arrival notifications, import general manifest filings with delivery order issuance, customers document processing, verified gross mass updating;</p>	<p><u>Operations Support</u> Vessel schedules – long-term support, vessel schedules – coastal, routing module maintenance, traffic control coordination, booking with carrier, hazardous cargo approvals, vendor management – vendor file administration, purchase order/job order creation, gate moves, ship husbanding, stowage planning, bay plan submission and distribution, inbound and outbound trans-shipment, maintenance and repairs, global stock reconciliation, container leasing validation, vessel performance reports, inventory management, chart corrections management, safety and environmental KPI monitoring onshore;</p>
<p><u>Transportation Safety and Compliance, and Analytics Services</u> Driver logs, driver qualification, video log monitoring, and miles without hours exceptions handling, comprehensive automotive logistics and administrative services;</p>	<p><u>Enterprise Shared Services</u> Accounts payable, accounts receivables, disbursement accounting, credit and collections, agency reconciliations, general ledger / bank reconciliation, cash reporting and audit / vendor reconciliation, financial management reporting, vendor helpdesk, monthly closing / quarterly / yearly closing, treasury support, agency audits, claims management;</p>	<p><u>HR and Payroll</u> New hire setup, employee data changes, payroll enquiries;</p>	<p><u>Sourcing and Procurement</u> Strategic sourcing, category management, contract management, spending analytics, and transactional procurement;</p>
<p><u>Research and Analytics</u> Metrics realization and analysis, network design and optimization, transport management, shipping performance management, tonnage analytics, carrier sourcing analytics, fleet analysis and maintenance, reverse logistics analytics, revenue analytics, and distribution center analytics; and</p>	<p><u>Technology Services</u> Intranet support, claims management, data hubbing, e-commerce registration, e-learning module content management, e-learning module content creation and intelligent automation services across segments; platform consulting and implementation support, consulting and transformation services (automation, business process re-engineering, digital).</p>		

Technology Tools / Platforms. We utilize the following technology tools and platforms in delivering services to our clients in this business unit:

- Malkom.AI: WNS' proprietary intelligent digitization and shipment execution platform powered by AI/ML, RPA infused with Gen AI ;
WNS Malkom: WNS Malkom is a proprietary platform underpinned by artificial intelligence and machine learning to re-define Less-than-Truckload (LTL) billing. The platform automates the end-to-end Bill of Lading (BoL) process, reducing any manual, repetitive and error-prone tasks;
- DSOP: A digital SOP utility featuring functionalities for executing dynamic SOP creation and sophisticated SOP assist;
- WNS RPA Center of Excellence (CoE): Designed to address the diverse business automation needs. It facilitates consultancy, gap analysis and more through a customer-facing user interface that gives a holistic, 360-degree view of automation possibilities for the business;
- WNS Fire: A desktop app designed to enable organizations to build a top notch dispute management process by reducing resolution cycle time and maximizing customer satisfaction using real-time data and insights;
- WNS Bridge: Real-time 360° visibility platform and reporting station;
- Bolt: Micro Learning Knowledge reinforcement and dissemination tool; and
- GLINT – An AI-powered learning experience platform and knowledge cloud, it facilitates employee journeys in the organization with learning, skilling and career mobility solutions. GLINT offers an extensive repository of digital learning materials available at all times and across all devices, facilitating the rapid development of skills and fostering a learning environment to motivate others.

Utilities

We are a leading utilities BPM solutions provider with domain expertise across the utilities value chain – generation, transmission, distribution and retail. Our solutions portfolio supports utility companies catering to the residential, industrial, and small and medium enterprise segments.

We are a strategic transformation provider to clients from the US, the UK, and Asia-Pacific and African regions. We offer digital-driven, technology-enabled, analytics-led and automation-infused services. We support business-to-consumer and business-to-business processes for our clients through our solutions spanning meter-to-cash (including customer acquisition and management, billing and metering, payment processing, credit and collections) and other areas within the utilities value chain, including distribution and field services. Our long-standing relationships with leading global companies have helped us develop geography- and industry-specific domain expertise and capabilities in key segments. We enable business transformation by leveraging analytics, digital platforms, tools and solutions, and automation through AI and cognitive intelligence solutions.

Our capabilities to support clients across processes in oil and gas, electricity and water suppliers include end-customer support, back-office processes, new product offerings (including prepay meters), finance and accounting outsourcing services (including procurement services), debt management and other enabling services, such as meter reading, bill printing and digital support services (including smart metering). Our Utility-in-a-Box tool offers platform integration, application integration, data integration, process integration, component integration and system integration capabilities along with document control and digitization, master data management, enterprise resource planning implementation and support, and digital meter-to-cash.

Our digital customer experience services are led by our go-to-market differentiator WNS EXPIRIUS, which is powered by our CoEs that leverage human-assisted design to integrate domain, technology and analytics to create a holistic digital experience. We have built eight modular digital solutions in the WNS EXPIRIUS suite, which enable us to offer on-demand scalable omni-channel service. Its contact strategy employs bot conversations to intelligently act on customer intent in a human-like manner, supporting major needs in billing, refunds, payment schemes and payment mode changes, home-moves, and mapping customer account information to power and utility trends. Using social media analytics and big data analytics across multiple channels, we help provide clients with a single view of the customer. Our analytics offerings include mining of structured and unstructured data, speech and text analytics, and revenue assurance analytics that includes home-move and void solutions, debt management, collections, vulnerable customer support and an analytics CoE. Our offerings in RPA, AI and ML include feasibility studies to identify processes, design and build solutions, and develop codes to automate processes for deployment in live environments. As an organization, we are also working on our oil and gas capability and building our renewable energy capability by evaluating a carbon emission model that is designed to not only help our clients but also their customers.

As at March 31, 2024, we had 5,706 employees working in this business unit. In fiscal 2024 and 2023, this business unit accounted for 5.9% and 4.9% of our revenue, and 6.1% and 5.2% of our revenue less repair payments (non-GAAP), respectively.

Sub-verticals / Industry Sectors. The key utilities sub-verticals and industry sectors we serve include:

- Oil and gas;
- Electricity; and
- Water.

Service Offerings. We provide the following key areas of services to clients in this business unit:

<u>Utilities — Service Offerings</u>			
<u>Digital Meter-to-Cash Revenue Cycle Operations</u>	<u>Customer Experience Services</u>	<u>RPA, AI and ML</u>	<u>Research and Analytics</u>
Managing the customer lifecycle, which covers acquisition, billing, payment and withdrawal along with dispute resolution, exception handling, customer debt management, payment management for electricity, gas and water utilities across residential and business customers, all-encompassing smart and analog meters, reduction in voids and gap properties, energy efficiency and zero carbon emission;	Sales CoE encompassing customer acquisitions, retention, enhancement, cross-selling / up-selling, customer experience services — queries, correspondence, and asset management; prepay to help our clients set up a completely new offering for the customers;	Feasibility studies to identify processes, build solution design, develop codes to automate processes for deployment in live environments;	Data mining, decision-support services, revenue assurance covering smart collections, fraud analytics, bankruptcy forecasting, fraud reduction, cash flow improvement and engagement with vulnerable customers; this also has customer analytics – segmentation, lifetime value analysis, net promoter score analysis, speech analytics and text analytics;
<u>Enterprise Shared Services</u>			
Finance and accounting, supply chain management and procurement: E-sourcing, vendor rationalization, supplier management, procurement optimization, sourcing, procure-to-pay transactions, supply chain analytics, order-to-cash transactions and record-to-report; and Human resource management: Administration support and payroll services.			

MRHP

MRHP covers diversified businesses (including manufacturing, retail and CPG, media and entertainment, telecom, hi-tech and professional services, and procurement);

Diversified Businesses (including Manufacturing, Retail and CPG, Media and Entertainment and Telecom)

We deliver comprehensive BPM solutions for diversified businesses, including manufacturing, retail and CPG, media and entertainment, and telecom. Across these industries, we have developed a suite of transformative digital and analytics solutions that are designed to optimize business performance and enhance customer experience. Our offerings include a host of platform-based and intelligent automation-driven solutions such as WNS' FIAB designed to prevent financial leakages, unlock working capital and bolster compliance; WNS EXPIRIUS designed for enhanced customer experience and higher sales; warranty management BPaaS; supply chain planning suite and control tower; CPO TRAC (a procurement management solution to assist chief procurement officers (“CPOs”)) for digital-led procurement management; e-commerce digital merchandising and digital order management.

Our offerings also encompass advanced analytics solutions that help drive business performance, including working capital optimization, sourcing spend reduction, marketing spend optimization, merchandising and assortment optimization supply chain risk reduction and increased customer lifetime value.

Leveraging our data and digital capabilities, we continue to build new domain focused solutions; especially in the imminent field of Generative AI. Some of these include:

1. Co-pilot solutions for customer service associates that enable personalized conversations
2. Personalized campaigns that improve loyalty and revenues
3. Journal entry anomaly detection and classification with auto-generation of business rules and recommendations

As at March 31, 2024, we had 4,199 employees in this business unit. In fiscal 2024 and 2023, this business unit accounted for 14.3% and 14.7% of our revenue and 14.8% and 15.5% of our revenue less repair payments (non-GAAP), respectively.

Manufacturing: Our manufacturing team has rich experience in delivering metrics-driven solutions and transformation programs for our manufacturing clients.

Sub-verticals / Industry Sectors. The key manufacturing sub-verticals and industry sectors we serve include:

- Electronics manufacturers;
- Metal and mining companies;
- Optical equipment and imaging product manufacturers;
- Building and construction product manufacturers;
- Aeronautical product manufacturers;
- Precision engineering companies;
- Industrial manufacturing companies;
- Specialty chemicals companies;
- High-tech products companies; and
- Food processing companies.

Service Offerings. We provide the following key areas of services to clients in this business unit:

<u>Supply Chain Planning and Forecasting</u> Sales and operations planning, demand forecasting, supply planning, inventory management, inventory analytics;	<u>Manufacturing – Service Offerings Sourcing and Procurement</u> Strategic sourcing, category management, contract management, spend analytics, transactional procurement;	<u>Fulfillment and Logistics</u> Order entry and processing, order tracking, billing / invoicing, transport management, logistics optimization;
<u>Warranty and Returns Management</u> Warranty customer operations, warranty claims management, parts / repair management, warranty financial management, returns management, customer helpdesk;	<u>Sales, Marketing and Customer Services</u> Global market opportunities, brand building, go-to market strategy, customer experience services, order management, acquisition analytics, retention analytics; and	<u>Enterprise Shared Services</u> Finance and accounting services, statutory and compliance support, customer experience services, human resource services, IT service desk, application support.

Technology Tools / Platforms. We utilize the following technology tools and platforms in delivering services to our clients in this business unit:

- FIAB: Financial Intelligence-in-a-Box combines advanced analytics-led techniques, applications and methods designed to enable end-to-end data management and help improve control, prevent financial leakages, unlock working capital and bolster compliance;
- CPO TRAC: A procurement management solution that leverages digital advancements along with predictive and functional analytics designed to transform procurement functions;
- Manufacturing RPA & Intelligent Automation TRAC: A suite of automation solutions that streamlines operations across the manufacturing value chain; and
- Warranty Management BPaaS: A platform-led offering that is designed to enable automated claims processing, improve customer satisfaction and reduce cost of warranty operations.

Retail and Consumer Packaged Goods: Our retail and CPG solutions are designed to help our clients derive consumer behavioral insights, optimize marketing expenditures, plan their growth strategy, reduce operational costs and streamline processes through efficiency, quality and productivity improvements, and improve customer service.

Our services are supported by a research and analytics platform, WADESM, which was designed and developed to enable retail and CPG companies to access, organize and analyze data from various external sources and further use the insights gained to make informed decisions.

Sub-verticals / Industry Sectors. The key retail and CPG sub-verticals and industry sectors we serve include:

- Beverage companies;
- Fast food chains and restaurants;
- Processed food suppliers;
- Cosmetics and healthcare companies;
- Apparel and footwear;
- General merchandise retailers;
- Specialty retailers; and
- E-commerce retailers.

Service Offerings. We provide the following key areas of services to clients in this business unit:

<p style="text-align: center;"><u>Strategy Solutions</u></p> <p>Market entry strategy, balancing portfolio investments, consumer and market insights, innovation strategies, power brand strategy, marketing spending optimization;</p>	<p style="text-align: center;"><u>Retail and Consumer Packaged Goods – Service Offerings</u></p> <p style="text-align: center;"><u>Customer Experience Services</u></p> <p>Omni-channel (phone, e-mail, fax, website, live chat, social media) customer experience services;</p>	<p style="text-align: center;"><u>Supply Chain Solutions</u></p> <p>Retailer-supplier collaboration for demand-driven supply chain and retail execution management, supply intelligence, supplier performance and risk monitoring, contract management, supply chain orchestration – global trade shared services, trading partner helpdesks, logistics;</p>
<p style="text-align: center;"><u>Revenue Management Solutions</u></p> <p>Planning and execution of transaction and interaction-based campaign strategies, loyalty management, credit control and collections, market mix promotions and assortment optimization</p>	<p style="text-align: center;"><u>Content Services</u></p> <p>Product catalogs, user-generated content moderation, digital content protection, web / print content, website analytics and optimization; and</p>	<p style="text-align: center;"><u>Enterprise Shared Services</u></p> <p>Finance and accounting services, statutory and compliance support, sourcing and procurement services, human resource services, IT service desk and application support.</p>

Technology Tools / Platforms. We utilize the following technology tools and platforms in delivering services to our clients in this business unit:

- WNS EXPIRIUS: A digital customer experience model that integrates human-assisted design and domain expertise with AI-driven conversational insights and consulting-led strategies;
- WNS Skense: A proprietary cognitive data capture and contextualization platform, that leverages Gen AI and ML technologies to extract data from complex and unstructured sources using Large Language Models (“LLM”); it presents the contextualized information in a structured, usable format;
- FIAB: A combination of advanced analytics-led techniques, applications and methods that are designed to enable end-to-end data management and help improve control, prevent financial leakages, unlock working capital and bolster compliance;
- SocioSEERT™: A social media analytics platform; and
- CPO TRAC: A procurement management solution that leverages digital advancements along with predictive and functional analytics designed to transform procurement functions.

Media and Entertainment: Our media and entertainment offerings are designed to help our clients create new revenue streams, capitalize on emerging digital opportunities, attract next-generation consumers and boost margins.

Working with some of the largest media and entertainment companies in the world gives us an undisputed advantage in understanding the nuances of the business. We leverage years of industry and process experience, and a large team of digital media experts to deliver next-generation cost-effective solutions to clients in this industry.

Sub-verticals / Industry Sectors. The key media and entertainment sub-verticals and industry sectors we serve include:

- Music;
- Publishing;
- Television;
- Radio;
- Filmed entertainment;
- Gaming and animation;
- Sports entertainment; and
- Internet and outdoor advertising firms.

Service Offerings. We provide the following key areas of services to clients in this business unit:

<u>Strategy Solutions</u>	<u>Media and Entertainment – Service Offerings Digital Operations and Royalty Management Solutions</u>	<u>Sales, Marketing and Distribution Solutions</u>
Market entry strategy, balancing portfolio investments, consumer and market insights, innovation strategies, brand power strategy, marketing expense optimization;	Digital operations solutions to help companies successfully expand into the digital business; royalty management solutions to help clients manage rights and royalties in both new media and traditional media; piracy protection services to help companies prevent media piracy issues;	Seamless integration of traditional and digital product sales, marketing and distribution to enable clients to roll out timely innovative pricing / packaging strategies;
<u>Customer Experience Services</u>	<u>Content Services</u>	<u>Enterprise Shared Services</u>
Omni-channel (phone, e-mail, fax, website, live chat, social media) customer experience services;	Product catalogs, user-generated content moderation, digital content protection, web / print content, website analytics, optimization; and	Finance and accounting services, statutory and compliance support, sourcing and procurement services, human resource services, IT service desk, application support.

Technology Tools / Platforms. We utilize the following technology tools and platforms in delivering services to our clients in this business unit:

- SocioSEER™: A social media analytics platform;
- WNS EXPIRIUS: A digital customer experience model that integrates human-assisted design and domain expertise with AI-driven conversational insights and consulting-led strategies;
- FIAB: A combination of advanced analytics-led techniques, applications and methods that are designed to enable end-to-end data management and help improve control, prevent financial leakages, unlock working capital and bolster compliance; and
- CPO TRAC: A procurement management solution that leverages digital advancements along with predictive and functional analytics designed to transform procurement functions.

Telecom: Our experience in consolidating and centralizing the functions of our telecommunications clients with built-in variable capacity to meet business requirements helps us deliver business value. WNS’ end-to-end BPM solutions are designed to enable telecom companies to transform their value chain while tackling myriad challenges.

Our solutions are underpinned by the right mix of digital, analytics, and domain and process expertise that enables our clients to achieve cost efficiencies and drive sustainable growth.

Service Offerings: We provide the following key areas of services to clients in this business unit:

<u>Telecom — Service Offerings</u>			
<u>Customer Acquisition</u>	<u>Order Provisioning and Order Management</u>	<u>Operations and Customer Experience Services</u>	<u>Enterprise Shared Services</u>
Contract administration, sales order processing, service administration and data control;	New products and services, service delivery process creation, order provisioning, technical validation and support, rejected order tracking, order tracking, proactive order management, billing, data management (for example, forms and administration);	Inbound customer experience services, logging and monitoring service requests, CRM analytics, collection analytics, web correspondence, IT customer experience services (global service desk); and	Finance and accounting services, statutory and compliance support, sourcing and procurement services, human resource services, IT service desk, application support.

Hi-Tech and Professional Services

Our hi-tech and professional services (“HPS”) business unit’s objective is to help clients gain a competitive edge and outperform in their respective industries by leveraging digital transformation and tech-enabled solutions under a consultancy-led approach. We currently cater to more than 60 clients from our key delivery centers in India, Romania, China, the Philippines and Sri Lanka.

Our HPS business unit offers an array of solutions to key sub-segments within the vertical. Our solutions are designed to address trust and safety issues, fraud operations, revenue operations, business and market intelligence, and data management, annotation and labeling. We have helped clients streamline and centralize their operations, set up global business services centers and optimize cost of operations encompassing industry-specific services along with key horizontal services such as finance and accounting, human resource management, customer interaction services, procurement, and IT and infrastructure management.

As at March 31, 2024, we had 4,606 employees in the business unit. In fiscal 2024 and 2023, this business unit accounted for 7.2% and 6.6% of our revenue, and 7.4% and 6.9% revenue less repair payments (non-GAAP), respectively.

Sub-verticals / Industry Sectors. The key HPS sub-verticals and industry sectors we serve include:

- Internet and Social Media;
- Enterprise Tech and Software;
- Consumer Tech and Platforms;
- Information Processing Services Providers;
- Talent Advisory and Executive Search;
- Strategy and Consulting; and
- Real Estate and Investment Trust Services.

Service Offerings. We provide the following key areas of services to clients in this business unit:

**Internet and Social Media AND
Consumer Technology and
Platforms (including ID Verification Firms)**

Revenue operations (lead generation and scrubbing, upper funnel management, subscription management, advertisement sales, digital and print advertisement operations, campaign management, agency and partner support);

Trust and safety (transaction monitoring, vendor and customer due diligence, KYC/AML document verification), fraud investigation, business-to-business content moderation (advertisement monitoring and review, IP infringement, spam reporting, and flagging false and misleading content);

Identity, education, employment, criminal background and social media checks, corporate investigative research, enhanced due diligence, international verification checks, occupational health checks, credit history checks, motor vehicle records checks for Federal Motor Carrier Safety Administration and Department of Transportation compliance;

Annotation solutions (synthetic data management, data quality assurance, text annotation, image annotation, data annotation, video annotation, speech annotation, data extraction and machine learning solutions);

F&A, Procurement, Contact center services, Human Resource Outsourcing (“HRO”) services;

Hi-Tech and Professional Services — Service Offerings

Enterprise Technology and Software

Revenue operations (lead generation and scrubbing, upper funnel management, subscription management, advertisement sales, digital and print advertisement operations, campaign management, agency and partner support);

Trust and safety (transaction monitoring, vendor and customer due diligence, KYC/AML document verification), fraud investigation

F&A, Procurement, Contact center services, HRO services;

**Information Processing Service
Providers: Content Creation (Media
Publishing and Legal Services Firms)**

Content sourcing, content creation, database creation, maintenance and update, aggregation, indexing and tagging, content copy editing and proofing, content enrichment, analysis and product creation, content review and quality assurance, design and production services for digital / print products, advertising operations and order fulfillment, analytics and CRM support;

Legal support, legal and business research, case management, document management, digital dictation transcription, pitch support, patent and trademark searches, contract management, title checking, lease management, company secretarial services, legal transcription and documentation, personal injury litigation support, property law (conveyancing);

Talent Advisory (Executive Search Firms)

Search lifecycle support, sourcing, pre-screening, name identification, interview and offer management, pitch book support, business intelligence, industry and company research, database clean-up, update and management, document management, marketing and business development support, talent consulting, contract checks and audits;

**Hi-Tech and Professional Services — Service Offerings
Strategy and Consulting**

Domain-led consulting, decision support services and BPaaS services; we undertake strategic research projects and pitch books creation for consulting firms; we provide consulting support around technology solutions, organization design and workforce, governance, risk and compliance, digital strategy, and data modernization and analytics;

Workforce Management-as-a-Service, an end-to-end workforce management framework to forecast, schedule, monitor and report across the entire organization;

Training-as-a-Service, designed to provide training support to companies in a way that aligns with their operational workflows;

Transition-as-a-Service, supporting clients through all aspects of the transition process such as risk-fit assessment and change management; and

Quality-as-a-Service, enabling clients to achieve superior business outcomes by leveraging a variety of approaches, tools and frameworks, such as process re-engineering, end-to-end process diagnostics, customer satisfaction score and root cause analysis);

Real Estate and REIT

Real estate accounting, lease management, surveying and lettings support, business and financial research, real estate analytics, portfolio and fund accounting, sales and marketing support, end-to-end conveyancing process, contract management and secretarial services.

HCLS

HCLS covers healthcare and life sciences

Healthcare and Life Sciences

We deliver end-to-end BPM solutions across the healthcare and life sciences value chain. We facilitate business transformation through the adoption of new-age digital solutions, data platforms and advanced analytics, business process re-engineering and RPA. Besides seeking to deliver significant cost reduction for our clients, we co-create innovative and high-impact solutions that focus on end customers with a view to enabling value creation. Our solutions are designed to help clients enhance the quality of care by driving improved compliance with clinical pathways and derive deeper insights for better decision-making through advanced analytics.

We are well-positioned in the pharmaceutical and biopharmaceutical industry with research and analytics expertise to support the product lifecycle and commercial operations. We enable our clients to engage in data-driven decision-making by leveraging our proprietary solutions such as PRECIZON (a cloud-based, natural language processing driven fully customizable competitive intelligence platform), Forecasto (a cloud-based self-serve forecasting platform for business planning cycles), GAGE (our self-serve analytics platform specifically designed for pharma), Unified Analytics Platform (a proprietary cloud-based business intelligence self-serve analytics platform), WNS Skense (a proprietary cognitive Gen AI-enabled data capture and contextualization platform), SocioSEER™ (a social media analytics platform), Therapy Area Analyzer (a proprietary therapy area knowledge repository, covering 12 disease areas and 120 indications and providing information on disease etiology, epidemiology and product analysis for 15 countries) and other technology or domain intellectual property (“IP”), which we have built with a view to delivering holistic value to our clients. We have built a strong BPaaS offering, combining domain services and a partner Pharmacovigilance (“PV”) automation solution.

We specialize in enabling the end-to-end sales and marketing value chain with an industry-led talent pool supporting key functions like sales force sizing, sales force effectiveness, market mix modeling, multi-channel marketing and attribution, and next-best-action marketing. Our analytics knowledge center comprises more than 1,200 analytics experts who leverage deep pharmaceutical domain knowledge, strong analytics capabilities and proprietary frameworks to deliver actionable business insights to leading pharmaceutical companies. Supporting our analytics team is a strong group of technical experts skilled across various data-related domains, including platform-agnostic data hosting, curation and governance, data ingestion, visualization and big data feed for advanced analytics.

We seek to create value for our healthcare payer clients, helping them deliver value-based care to their members by driving claims transformation, managing end-to-end clinical programs and delivering claims decision support by leveraging technology and domain to optimize clinical and administrative costs, improve quality and provide superior member and provider experience. For healthcare providers, we deliver clinically empowered revenue cycle management designed to improve financial performance and modernize customer experience. For third-party administrators, we seek to enable high compliance and cost savings through our innovative medical bill review solution, RADAR. Our solution modernizes workflows and leverages analytics, clinical knowledge and domain-backed technology to create an exceptional customer experience that seamlessly engages with providers, payers and patients with a view to delivering value-based care.

Further, we believe we are well-positioned to be a strategic provider, helping the healthcare industry deliver benefits management across several key specialty healthcare areas, including radiology, cardiology, oncology, sleep care, orthopedics and pain management. Our analytics-based medical-content-rules-driven platforms, Consult™ and Protus™, seek to deliver the right care to patients and reduce cost of care for our clients in the process.

As at March 31, 2024, our business unit had 5,759 employees including medical practitioners, registered nurses, pharmacists, healthcare graduates and analytics professionals. In fiscal 2024 and 2023, this business unit accounted for 13.4% and 15.7% of our revenue and 13.8% and 16.6% of our revenue less repair payments (non-GAAP), respectively.

Sub-verticals / Industry Sectors. The key healthcare and life science sub-verticals and industry sectors we serve include:

- Durable medical equipment manufacturers;
- Health insurance companies;
- Healthcare provider practices, hospitals and diagnostic centers;
- Pharmaceutical, biotech and medical technology companies; and
- Third-party administrators.

Service Offerings. We provide the following key areas of services to clients in this business unit:

Healthcare and Life Sciences — Service Offerings

<u>Providers</u>	<u>Payers</u>	<u>Durable Medical Equipment Manufacturers</u>	<u>Enterprise Shared Services</u>	<u>Pharmaceutical and Consumer Health</u>
Revenue cycle management, medical coding, bill preparation, receivables management, payment posting, debt analysis;	Claims administration, member and provider services, clinical support, Diagnosis Related Groups (DRGs), overpayment recovery, fraud detection and investigation, utilization management services (that is, optimizing payer healthcare spend on areas such as tests and procedures without compromising the patient care-quality-safety norms);	Order management, sales support and complaints, billing and submission, fulfillment support, collections, patient services, collection analytics, reporting and dashboarding, sales force effectiveness;	Finance and accounting, workflow / platforms, research and analytics (knowledge process outsourcing), technology solutions, front-end / mailroom, customer experience / helpdesk services; procurement support; and	Medical affairs, PV medical information helpdesk, scientific communication, patient and healthcare provider experience, competitive intelligence, pipeline analysis, product profiling, forecasting, key performance indicators reporting, epidemiology analysis, market opportunity assessment, social media analysis, key opinion leader research, modeling and tool building support, pricing analytics, patient data analytics, market mix model, big data platform development, data governance, and scientific content development and medical information management.

Technology Tools / Platforms. We utilize the following technology tools and platforms in delivering services to our clients in this business unit:

- PRECIZON: A SaaS-based, natural language processing-driven fully customizable competitive intelligence platform;
- SocioSEER™: A social media analytics platform;
- Unified Analytics Platform: A proprietary cloud-based business intelligence platform;
- WNS Forecasto: A cloud-based forecasting platform for business planning cycles;
- WNS Gage: A proprietary self-serve analytics platform, with pre-built key performance indicators (“KPIs”), designed for pharmaceutical companies;
- Therapy Area Analyzer: A proprietary therapy area knowledge repository;
- Consult™: A clinical decision support technology platform;
- TrackBox: A proprietary workflow management solution; and
- WNS Skense: A proprietary cognitive Gen AI-enabled data capture and contextualization platform, powered by AI and ML techniques, which extracts data from multiple unstructured and structured sources without the need for an input template / rule-based set-up. It presents the contextualized information in a structured, usable format.

BFSI

BFSI covers banking and financial services, and insurance.

Banking and Financial Services

Our banking and financial services practice supports more than 35 leading clients, including large commercial and retail banks, wholesale and retail lenders, wealth advisors, asset managers, investment banks, private equity firms, hedge funds, financial technology (or commonly referred to as FinTech) organizations and mortgage servicing companies, with a comprehensive suite of BPM and transformation solutions.

We seek to add value to our clients' businesses by improving customer experience, unlocking cost efficiencies and revenue opportunities, streamlining processes, and leveraging a wide range of process re-engineering, automation (robotic and non-robotic), and digital and advanced analytics (AI/ML as well as Gen AIML) solutions.

As at March 31, 2024, we had 4,641 employees working in this business unit. In fiscal 2024 and 2023, this business unit accounted for 8.1% and 6.7% of our revenue, and 8.3% and 7.1% of our revenue less repair payments (non-GAAP), respectively.

Sub-verticals/Industry Sectors – The key banking and financial services sub-verticals and industry sectors we serve include:

- Retail and commercial banking;
- Mortgage and loans;
- Wealth and investment banking;
- Financial technology;
- Asset management;
- Financial advisory firms;
- Financial research and financial market intelligence companies;
- Trade finance; and
- Private equity and hedge funds.

Service Offerings – We provide the following key areas of services to clients in this business unit:

<u>Retail Banking</u>	<u>Banking and Financial Services — Service Offerings</u> <u>Commercial Banking</u>	<u>Capital Markets</u>	<u>Mortgage</u>
On-boarding: Application processing, document review and verification, KYC and customer due diligence, underwriting, spend limit, payments checks, cards and remittance, fraud management, disputes and chargebacks, default management;	On-boarding: Application processing, KYC/ultimate beneficial owner verification, MOA partnership, auth-signatory validation, client screening and payment screening (sanctions);	Front Office: Sales and marketing support, lead generation;	Origination: Application processing, pre-underwriting, underwriting QC, conditions management, clear-to-close reviews, closing support, pre-funding QC, post-close audit, Pre-purchase audit for retail, consumer direct loans and correspondent loans;
Servicing: Maintenance, account closure, amendment/liquidation of deposits, bereavement, customer support, transaction processing, complaints and disputes handling,, fraud detection and management, chargebacks, AML transaction monitoring, client screening and payment screening (sanctions);	Servicing: Maintenance, account closure, amendment/liquidation of CDs;	Client onboarding, KYC/AML screening, customer services and maintenance, account administration;	Servicing: Loan boarding and administration, remittances, escrow analysis, investor accounting and reporting, lien release and payoffs, customer service, credit reporting, complaints handling;
Bancassurance: Application verification, suitability verification, payment and issuance, clawback/withdrawals, lapsed policy issuance, commission reconciliation;	Credit Risk: Credit analysis, probability of default/loss given default, financial statement spreading, risk grading support;	Middle Office: Portfolio management, risk and compliance, performance measurement and attribution, client reporting, regulatory reporting, trade support- confirmation and allocations, pre-matching and settlements;	Default Management: Loss mitigation workouts, foreclosure support, borrower research, loan modification, forbearance support, early stage collections;
	Loan Closing and documentation: Due-diligence, limit setup, collateral setup, documentation, booking, funding, closing and post close review;	Back Office: Reconciliation, fund accounting, shadow accounting, client billing, reference data management, security master and corporate actions;	Secondary Market: Trailing doc follow-up, pre-purchase audit, forensic and non-forensic audit;
	Operations: Collateral management, covenant monitoring, renewals, annual reviews, settlement, rollovers, billing, limit monitoring, amendments and settlements;		
	Cash Management: Funds transfer, Nostro/Vostro (these terms are used with reference to one bank maintaining money at another bank), reconciliation, lockbox payment processing, payroll processing, AML transaction monitoring;		
	Trade Finance: Letter of credit issuance; document collection, acceptance and payments, export bills negotiations, guarantees, financing, bank guarantee issuance and amendment, bill discounting, receivables, pre and post shipment finance, customer service, trade-based money laundering support;		

Banking and Financial Services — Service Offerings

<u>Fintech</u>	<u>Enterprise Shared Services</u>	<u>Research and Analytics</u>
Application processing: support/helpdesk, customer service, complaints handling, customer screening, transaction monitoring, fraud management and chargebacks, operations advisory and transformation consulting services, regulatory and compliance support, KYC and AML screening;	Finance and accounting: accounts payable, travel and expenses management, general ledger, budgeting and forecasting, financial planning and analysis, reporting, capital management support, asset liability management; Sourcing and Procurement: Strategic sourcing, category management, contract management, spend analytics, transactional procurement; vendor management; and	Financial research and modeling: market and industry research, macro-economic research, investment screening and thematic research, quantitative research, ESG overlays, equity research, credit research, Equity Capital Markets (ECM)/ Debt Capital Markets (DCM) research, pitchbook support, fraud analytics, model risk management.

Technology Tools/Platforms – We utilize the following technology tools and platforms in delivering services to our clients in this business unit:

- Unified work Orchestration Platform – An integrated workflow layer on top of existing platforms to streamline operations
 - Card dispute management system: A cards chargebacks and disputes management solution to help banks handle card-related disputes;
 - KYC customer lifecycle management – Workflow solution to address the KYC lifecycle management;
 - Mortgage-as-a-Service – Integrated solution to process mortgage origination operations leveraging a digital platform with pre-configured RPA/AI Bots;
 - Financial researcher – Gen AI powered solutions for automating financial research tasks;
 - TrustHall – Hyperautomation-powered solutions for contract management in the area of capital markets and beyond;
 - ESGHall – Hyperautomation-powered solutions for managing compliance with ESG imperatives and reporting thereon;
 - Connected compliance – Hyperautomation-powered solution for compliance tracking and reporting;
 - Delinquency management – A loan delinquency and collections management platform;
 - Loan management solutions – Hyperautomation-powered solution to manage retail and commercial lending;
- AI/ML and Gen AI powered solutions
- Gen AI- adverse news screening – Gen AI-based solution with an un-biased summarization of search results, sentiments and relevant score;
 - KYC (ultimate beneficial owner) Accelerator – RPA-powered solution to automate KYC tasks associated with detection of ultimate beneficial owners
 - Knowra+ – Gen AI-based agent assist solution facilitating faster resolution of queries from high net worth individuals and retail investors
 - Gen AI Response Interface – Email extraction and summarization solution powered by Gen AI
 - Skense Credit – An AI-based financial statement spreading tool.

Insurance

Our insurance services are structured into multiple lines of business and cater to a diverse and sizeable number of clients globally. We offer industry-specific and cross-industry solutions combining our deep industry knowledge with automation, digital technology, analytics and process expertise to co-create digitally enabled transformational solutions.

Our solutions span the end-to-end insurance value chain for life, annuity and general insurers, brokers, loss adjusters, syndicates and managing general agents (“MGA”) in the Lloyd’s of London market space. Our services include new business and policy administration services, underwriting support and delegated underwriting, actuarial services, end-to-end claims management, finance and accounting, customer experience management, analytics and transformation services. Our service models provide go-to-market solutions for back-office support, customer experience services, capabilities for new product introductions and sales enablement.

Historically, our insurance vertical grew as we opened delivery centers in new geographies and expanded our digital footprint with new solutions. We have invested in co-creation labs and digital transformation practices to develop end-to-end modularized digital solutions. These solutions leverage hyperautomation, robotics, cognitive automation, advanced analytics, AI, blockchain and IoT.

Some of our recent initiatives include:

- Setting up an office in Lloyd’s of London – a first for any BPM company
- Setting up an insurance service delivery center in Malaysia (in Kuala Lumpur)
- Enhancing the scope of our solutions by adding travel claims processes and complex actuarial services, such as IFRS17 implementation support and pricing support activities
- Launching our first claims subrogation product in the market – Subrogation-as-a-Service – enabling insurers to handle end-to-end subrogation
- Establishing licensed capabilities in P&C sales and service in North America
- Offering WNS InVog (Insurance-in-a-Box) – a target operating model designed to provide insurers with the combined advantage of technology platforms and BPaaS – to a diversified portfolio of clients, especially in the Lloyd’s of London market and covering a spectrum of syndicates, MGAs and brokers

As at March 31, 2024, we had 13,074 employees working in this business unit. In fiscal 2024 and 2023, this business unit accounted for 27.3% and 26.8% of our revenue, and 25.1% and 22.9% of our revenue less repair payments (non-GAAP), respectively.

Sub-verticals / Industry Sectors. The key insurance sub-verticals and industry sectors we serve include:

- Life insurance, pensions and annuity providers;
- Property and casualty insurance providers;
- Reinsurers;
- Insurance and reinsurance brokers;
- Loss assessors; and
- Lloyd’s of London market syndicates, MGAs, coverholders and brokers.

Service Offerings. We provide the following key areas of services to clients in this business unit:

Insurance — Service Offerings				
Operations	Actuarial Services	Enterprise Shared Services	Research and Analytics	Customer Experience Services
Underwriting support and delegated underwriting, supply chain, claims management, policy administration, risk and compliance, premium / billing management, mailroom operations, contract issuance/change management, channel management and reinsurance services;	In-force model projections / reporting, financial modeling, product management and pricing, capital management, asset-liability management, reserving and claims analysis, solvency II (a regulatory framework applicable to insurance companies) and capital modeling, pricing and underwriting support, and catastrophe modeling, IFRS17 implementation support;	Finance and accounting, technology support, HR and payroll, and consulting services; Sourcing and procurement (strategic sourcing, category management, contract management, spending analytics and transactional procurement); Platform consulting and implementation support, consulting and transformation services (automation, business process re-engineering and digital);	Claims analytics, subrogation and recovery analytics, fraud analytics, customer analytics, broker analytics, underwriting analytics, reserve estimation, risk selection and analytics, speech analytics, pricing analytics, data mining and management services, reporting, dashboarding and visualization, data science and predictive modeling across claims, and claims liability decision tool; and	Sales and service, customer analytics, customer inquiry management and customer information administration across multiple communication channels including chat, voice and email.

Technology Tools / Platforms. We utilize the following proprietary and partnership-driven digital solutions to deliver services to our clients in this business unit:

- WNS EXPIRIUS microservices, which include:
 - EXPIRIUS ConverseEX – a conversational cognitive self-serve solution;
 - EXPIRIUS CloudServEX – an omni-channel cloud Contact Center-as-a-Service offering;
 - EXPIRIUS AssistEX – a proactive and real-time agent assistance solution with automation and a knowledge management system;
 - EXPIRIUS TranslateEX – a real-time language translation solution;
 - EXPIRIUS EngageEX – a workforce engagement suite;
 - EXPIRIUS RemoteEX – user monitoring for security and compliance;
 - EXPIRIUS ElevateEX – comprehensive customer insights and integrated Analytics-as-a-Service; and
 - EXPIRIUS JourneyEX – a customer journey discovery and orchestration solution.
- Complaint Assist: A Gen AI-enabled solution for effective tracking, monitoring and management of complaints, with the objective of minimizing the risk of regulatory breaches;
- Straight through processing (“STP”) solution: Facilitating STP of claims from lodgment to customer fulfillment for motor and travel product lines, this Gen AI-enabled solution is deployed in partnership with:
 - Rightindem – An orchestration engine that enables integration of different technological capabilities across the claims value chain combined with an electronic notification-of-loss feature for reporting motor and property claims in a conversational style;
 - Formotiv – Designed to provide digital behavioral data and intent scores to enable intuitive and personalized digital experiences;
 - Attestiv – A solution designed to authenticate digital media captured by any person or device using AI and blockchain;
 - Inspekt Labs – A solution for damage detection using computer vision technology, eliminating the need for physical inspections;
- Verisk: A tool for intelligent and versatile liability assessment and first notice of loss (“FNOL”) decision-making;
- Digital underwriting workbench: An end-to-end workflow with rules, real-time reports, dashboards and a unified view of data, enabling enhanced controls and STP, this workbench also seeks to provide data-based insights for better decision-making in pricing and underwriting risks;
- HIFFI: A one-touch home insurance quote-to-buy solution;
- Credit hire and bodily injury solution: End-to-end simplification of credit hire and bodily injury claims with the objective of optimizing third-party spend and mitigate litigation and regulatory risks;
- eAdjudicator: This automates the end-to-end claims adjudication process, real-time operations and business dashboards;
- WNS Skense: A proprietary cognitive data capture and contextualization platform, that leverages Gen AI and ML technologies to extract data from complex and unstructured sources using LLMs; it presents the contextualized information in a structured, usable format;
- Messenger Connect: This allows a customer to instantly lodge a claim anytime from anywhere through a convenient messenger medium, such as WhatsApp and short message service (“SMS”);

- E-FNOL: A self-service app for registering claims and follow-ups;
- Underwriting Pricing Accelerator: Advanced analytics integrated with an AI-based pricing engine for commercial decisions relating to policy underwriting, including insights from cross-selling, premium calculation, profitability and probability modeling, and risk scoring;
- Unified Analytics Platform (“UAP”): A cloud-based, modular platform combining data management, domain analytics and proprietary pre-built industry-specific AI / ML models to deliver different analytics interventions across the claims and underwriting value chain, such as fraud detection, propensity modelling, total loss prediction, etc.;
- Subrogation-as-a-Service: An end-to-end subrogation technology-cum-services suite for auto and property claims that covers Gen AI-based liability evaluation, demand preparation and recovery chasing across different service lines, such as insured subrogation, uninsured motorist, medical recoveries, adverse subrogation, litigation and arbitration management;
- Annuity Universe: This solution offers real-time recommendations for strategic decision-making of annuities businesses through multidimensional analysis of large data from products and customers segmented by country, customer likeability, age, income and premium;
- Claims Lodgment Intelli-bot: An e-mail-based automation claims lodgment and adjudication solution;
- Device Protection Knowledge Graph: A solution for InsurTech clients to establish the relationship between multiple datasets to provide effective device protection service; and
- Ondo: A claims prevention solution that aims to reduce the frequency and severity of water damage claims.

Horizontal Units

Finance and Accounting

Our finance and accounting services encompassing an array of end-to-end industry-specific and cross-industry solutions are powered by deep domain knowledge, data-to-insights capabilities and digital innovation. We seek to drive end-to-end finance transformation leveraging hyperautomation, AI-driven solutions like Gen AI, cognitive computing, natural language processing, ML, blockchain, IoT, BPaaS platforms, embedded analytics and process re-engineering frameworks.

As at March 31, 2024, we had 8,691 employees in this horizontal unit. In fiscal 2024 and 2023, this horizontal unit accounted for 21.5% and 23.0% of our revenue, and 22.2% and 24.3% of our revenue less repair payments (non-GAAP), respectively.

Sub-vertical / Industry Sectors. The key industry sectors we serve include:

- Retail and CPG;
- Insurance;
- Energy and utilities;
- Healthcare and Life Sciences;
- Media and entertainment;
- Banking and financial services;
- Telecom;
- Manufacturing;
- Shipping and logistics;
- Travel and leisure;
- Hi-tech and professional services; and
- Other emerging industries.

Service Offerings. We provide the following key areas of services to clients in this horizontal unit:

	<u>Finance and Accounting — Service Offerings</u>			
	<u>Source-to-Pay</u>	<u>Quote-to-Sustain</u>	<u>Record-to-Report</u>	<u>Decision Support</u>
Sourcing to Contract: Sourcing and supplier relationship management;		Quote-to-Order: Customer master data, credit management and customer contract management;	Record: Master data management, bookkeeping, cash and bank transactions, fixed assets, intercompany and general accounting;	Budgeting, forecasting, variance analysis and management reporting;
Procurement: Procurement operations;		Order-to-Bill: Customer order management and customer billing management;	Close and Consolidation Report: Financial reporting, statutory reporting, regulatory reporting and taxation;	Decision support analysis, financial modeling, dashboarding and analytics
Invoice to Pay: Document management, invoice processing and reporting, purchasing card and travel expense claims processing, payment remittances and accounts payable enquiries;		Bill-to-Cash: Collections and dispute management, and cash application and customer deduction management;		
Miscellaneous activities and month-end close;		Report-to-Sustain: Customer request and inquiries, reports and analytics dashboards, and perform revenue assurance;		

Finance and Accounting — Service Offerings

<u>Corporate Functions</u>	<u>Supply Chain Finance</u>	<u>Governance, Risk, Compliance and Audit Services</u>	<u>Industry-specific Accounting</u>
Treasury, cash management, financial planning and analysis, tax and compliance, decision support and management accounting;	Product costing, inventory accounting, manufacturing accounting, supply chain analytics and supply chain fulfillment support;	Governance consulting, risk analytics services, compliance services and audit services; and	Passenger revenue accounting, revenue audit and recovery, land commission reconciliation, claims management, loan account maintenance, royalty accounting, actuarial, fiduciary accounting, trip records, freight and fuel charges accounting, cost accounting, franchise accounting, meter reading, pre-payment billing and disbursement accounting.

WNS CFO Advisory Services: We seek to deliver to our clients innovative transformation solutions focused on facilitating their progression along the maturity curve across process, technology and analytical interventions. Our pool of consultants seeks to help customers achieve this through varied advisory service offerings, enabling value creation for the CFO and organization. These advisory services are primarily classified into:

- **Target Operating Model:** An assessment of operating, process, technology and governance models utilizing the “Outperforming CFO Framework”, a best practices-enabled framework with toolkits for assessment and digital enablement, designed to create transformation roadmaps and enhance process optimization;
- **Operational Excellence:** A service focusing on CoE creation and process maturity modeling, including benchmarking, business process reengineering, performance management and process mining;
- **Finance Modernization:** An extensive landscape of proprietary and partner solutions focused on intelligent automation, hyperautomation, implementation and optimization support for bolt-on solutions, platforms, enterprise resource platforms (ERPs) and enterprise performance management rollout. The following is a list of key proprietary solutions:
 - **WNS eClose:** A workflow solution for streamlining the period-end close process;
 - **WNS RecTRAC:** A workflow solution with a checklist for automatic reconciliation tracking, processing and validation;
 - **WNS JE TRAC:** A Journal Entry Advisor hyperautomation app that is an end-to-end journal entry solution to analyze input files, prepare journals, identify anomalies in postings, track approval and post journals in the ERP;
 - **AP TRAC:** An end-to-end accounts payable invoice processing and workflow solution;
 - **WNS TrackPoint Pro:** A web-based case management tool; and
 - **F&A TRAC:** An e-forms and workflow solution that can be utilized in multiple F&A processes across source-to-pay, quote-to-sustain and record-to-report.

- Finance Analytics: This includes FIAB, a proprietary suite of advanced analytics offerings for CFOs, to generate insights and aid in decision-making with enhanced visibility and control. The following are the primary applications under FIAB:
 - WNS Vizonar.ai FP&A Analyst Console: Generative AI-powered report generation application designed to generate comprehensive reports from extensive textual and numeric data, primarily comprising financial information. It generates comprehensive reports, including a complete financial dashboard overview, historical data summaries, impact analysis, news article analysis, comparative financial analysis, and interactive chatbot, saving time and resources;
 - Journal Entry Analytics Platform: An app based on advanced statistical models, designed to transform how controllership works;
 - enC@SH: Working capital enhancement through advanced AP analytics and a range of simulators for “what-if” analysis; provides a prioritized list of opportunities to enhance liquidity and bottom-line impact;
 - DoppelSkanner: A nimble and non-intrusive universal duplicate detection application with multiple cutting-edge features such as fuzzy matching (a technique that provides improved ability to process word-based matching queries to find matching phrases or sentences from a database), phonetic matching and user customizable strictness;
 - WNS Sentry: automating quality audit combining analytics, and proprietary algorithms to identify processing errors upfront to aid improvement in posting accuracy;
 - WNS Forecaster: advanced time series forecasting models for planning purposes;
 - WNS Predictor: automating predictive modeling to improve usage by non-data-scientists; and
 - WNS Risk and Audit Analytics: A risk and audit analytics application designed to identify the right set of audit targets from accounts payable invoices and travel and expense claims using a range of intelligent statistical and forensic methods.
 - Compliance and Control: This includes process controls framework design, Sarbanes-Oxley Act-related controls (design, testing and reporting), internal audit support and accounting standards change support (for example, for IFRS 17 implementation and US GAAP long duration targeted improvements). Our GRC program is focused on working towards streamlining, optimization and generating Intelligent insights to enhance and enrich the transformation journey for our clients.

Customer Experience Services

Our digital CX services are enabled by our proprietary solution WNS EXPIRIUS, powered by Gen AI, which integrates human-assisted design and domain expertise with conversational insights and CX consulting-led strategies to create a holistic customer experience.

The EXPIRIUS model comprises eight modular solutions, or microservices, which are all focused on achieving return on investment. These solutions have been designed to meet the specific CX demands of businesses powered through consulting and CoEs, which enable us to deliver smart digital solutions around sales, fulfillment, collections, omni-channel services and more. Our global network of WNS Co-creation Labs leverages a human-centered approach to support the design and delivery of digital CX services.

As at March 31, 2024, we had 16,011 employees in this horizontal unit. In fiscal 2024 and 2023, this horizontal unit accounted for 20.2% and 19.4% of our revenue, and 20.8% and 20.4% of our revenue less repair payments (non-GAAP), respectively.

Sub-verticals / Sectors. The key industry sectors we serve include:

- Healthcare and life sciences;
- Manufacturing;
- Retail and CPG;
- Shipping and logistics;
- Banking and financial services;
- Insurance;
- Travel and leisure;
- Procurement;
- Utilities; and
- Hi-Tech and professional services.

Service Offerings. We provide the following key areas of services to clients in this horizontal unit:

Customer Experience Services — Service Offerings

<u>Customer Experience Consulting</u>	<u>Centers of Excellence</u>	<u>Digital Transformation Framework</u>	<u>Engagement Models</u>
<p>Cutting-edge technology, proven methodologies and frameworks, and human-assisted solutions;</p> <p>Expertise across CX initial state assessment, customer journey mapping, customer interaction analytics, omnichannel engagement and hyper-personalized solutions, customer analysis, intelligent automation;</p>	<p>WNS’ industry-contextualized CoEs combine domain experts with WNS EXPIRIUS;</p> <p>Four CoEs: WNS Sales CoE (A “Sales + Service” bundled offering designed to transform order-taking contact centers to revenue-generating profit centers), WNS Fulfillment CoE (designed to enable seamless, omni-channel, and unified fulfillment experiences through a digital and analytics driven approach), WNS Assisted Digital Channels CoE (leverages an integrated omni-channel contact strategy, underpinned by AI, cognitive and analytical solutions), and WNS’ Smart Collections CoE (one-stop shop solution for all challenges faced by our clients in debt management, including redefining debt strategy, consulting-driven approach towards improving collections metrics, collections analytics and performance management);</p>	<p>WNS’ Digital Transformation team is designed to ideate, curate, recommend and deploy disruptive and transformative initiatives for our clients and prospects. These transformation initiatives are domain-agnostic and cover facets including CX / NPS improvement, sales and revenue uplift, digital adoption of end customers, reducing cost of operations and enriching user experience;</p>	<p>This offering has different contact center functions and provides them as a service to our clients, i.e., Quality-as-a-Service (“QaaS”) and WFM-as-a-Service. QaaS is an offering by which WNS provides staff augmentation to its clients by extending its robust quality management framework. WNS has extensive experience in managing the WFM practices of its clients, right from volume forecasting till managing real-time adherence.</p>

Technology Tools / Platforms. We utilize the following technology tools and platforms in delivering services to our clients in this horizontal unit:

- WNS EXPIRIUS Framework: WNS EXPIRIUS is a unique CX solution that integrates human-assisted design and domain expertise with Gen AI-driven conversational insights and CX consulting-led strategies to create a holistic digital customer experience. We collaborate with leading enterprise platform providers, CX technology players, original equipment manufacturers, in-house technology experts and analytics specialists to co-create domain-specific solutions leveraging the right digital infrastructure. As a result, under the EXPIRIUS umbrella, we have created a toolkit of bolt-on microservices, which can be adopted by clients to complement their existing digital CX landscape and deliver business outcomes.
 - EXPIRIUS ConverseEX enables businesses to design the right contact strategy — from messaging bots to conversational interfaces across channels — to intelligently act on customer intent in a human-like manner by leveraging AI/Gen AI capabilities;
 - EXPIRIUS CloudServEX enables anytime, anywhere omni-channel contact center access with on-demand scalability and business continuity;
 - EXPIRIUS AssistEX empowers contact center agents to drive meaningful interactions with customers through real-time guidance for improved brand experience. WNS has curated pointed solutions leveraging Gen AI to enable agents with the most appropriate response/resolution for a particular query, as well as be able to aptly summarize interactions;
 - EXPIRIUS TranslateEX provides instant support across all languages on digital channels via real-time language translation, and is supported by human curation to deliver native-speaker proficiency;
 - EXPIRIUS EngageEX leverages a compendium of best-in-class practices for operational oversight, delivered through AI-powered business performance dashboards and intelligent workforce management supporting agile delivery models. As part of this micro-service, WNS has built solutions to address robust training and self-coaching needs using AI capabilities that improves agents' adaptation timeline as well as empowers contact center trainers to be more effective;
 - EXPIRIUS RemoteEX strengthens the remote work environment beyond data and workstation security by leveraging AI and analytics for operational oversight, security and compliance;
 - EXPIRIUS ElevateEX provides a “single source of truth” through intelligent conversation mining across channels, VoC analytics and AI-based custom predictive models with pre-defined lexicons, enabling faster decision-making for change managers in driving relevant transformation initiatives; and
 - EXPIRIUS JourneyEX leverages customer touchpoints (across self-service and assisted service channels) to hyper-personalize journeys in real time, derive actionable insights, and tailor an optimum contact strategy for a true omni-channel customer experience.

We have successfully initiated new capabilities across the customer interaction lifecycle with:

- Gen AI enabled E2E email management tools for corporate travelers: Currently under development, an intuitive platform that encompasses functionalities across the length and breadth of the travel customer journey. This platform is powered by Gen AI to accomplish the following:
 - Conversational interface with customers with contextual responses
 - Automated workflows for email management, process orchestration and exceptions
 - Automating complex business process around re-booking
 - Proactive notifications relevant to the industry scenarios
 - Analytics-driven customer profiling (Customer 360)
 - Hyper-personalization around preferred recommendations

- Digitally Simulated Training Environment & AI-Coach: An intelligent training solution that drives engaging and video simulation led experiential learning and development resulting in a shortened learning curve and increased adaptability of new hires. This is complemented with an AI-enabled training “coach” that has the flexibility of modularizing complex customer conversations with best responses to improve CX/NPS and other key contact center metrics including sales & revenue uplift. We have started deploying this solution.
- Knowra+ - empowers contact center agents to drive meaningful interactions with customers through real-time guidance for improved user experience. This tool has:
 - Virtual SME Bot - Agent facing conversational bot and knowledge portal that allows agents to ask process related questions mapped with specific responses or redirection links
 - Guided Workflow - Live decision tree that provides step by step guidance to agents (based on manual inputs or automatically derived intents) and includes smart decision-making through integration and attended desktop automation
 - After-call Work Automation - Automatically captures call notes in a predefined template which is presented to the agent for review. Optionally update back-end systems or execute a task through APIs / desktop automation

WNS Triange

WNS Triange seeks to deliver business growth and innovation with AI, analytics, data and research for 200+ global companies. With a specialized team of over 6,000 analysts, data scientists, data engineers and domain experts, WNS Triange aims to translate data into insights for improved decision-making. Comprising three core pillars, namely Triange Consult (the consulting arm), Triange NxT (with AI-led proprietary platforms powered by Gen AI) and Triange CoE (the domain and technology arm), WNS Triange seeks to seamlessly blend strategy, industry-specific needs, AI and ML operations, and intelligent cloud platforms.

With deep domain understanding across industries as the foundation, WNS Triange aims to help businesses ask the right questions to accurately identify all the critical challenges, strategize on clear goals, translate them to impactful actions and achieve desired outcomes at speed and scale.

WNS Triange’s modular cloud-based platforms and solutions employ advanced AI and ML to enable end-to-end data integration and processing in order to generate actionable insights. WNS Triange leverages the combined strength of domain expertise, co-creation labs, strategic partnerships and outcomes-based engagement models.

As at March 31, 2024, we had 3,811 employees in this horizontal unit. In fiscal 2024 and 2023, this horizontal unit accounted for 12.4% and 10.8% of our revenue, and 12.7% and 11.3% of our revenue less repair payments (non-GAAP), respectively.

Sub-vertical / Industry Sectors. The key research and analytics sub-verticals we serve include:

- Manufacturing;
- Retail and CPG;
- Banking and financial services;
- Insurance;
- Healthcare and Life Sciences;
- Travel and leisure;
- Utilities; and
- Other emerging industries.

Service Offerings. We provide the following key areas of services to clients in this horizontal unit:

Triange Consult

Triange Consult seeks to accelerate data-driven digital transformation for clients, enabling them to become insights-led enterprises through our consulting expertise, frameworks and transformation roadmaps; Triange Consult offer toolkits across industry vertical for comprehensive roadmaps, gap analyses, change management, and governing standards and processes to help organizations attain their analytics goals; Triange Consult’s design thinking-led co-creation approach and comprehensive frameworks deliver data-driven transformation roadmaps for organizations in different areas;

WNS Triange – Service Offerings
Triange NxT

Triange NxT adopts an AI-led platform approach leveraging domain expertise and intelligent cloud-based capabilities to drive business value at scale and achieve faster time-to-market for enterprises; It deploys proprietary pre-trained industry-specific AI / ML models customized to organizational requirements; Triange NxT platforms are now enabled with Gen AI capabilities to deliver superior business outcomes to clients;

Key Triange NxT offerings include Unified Analytics Platform (used across industries such as insurance, manufacturing and retail and CPG) and WNS Skense;

With a cloud-first approach, Triange NxT platforms seek to contribute to sustainability from development to deployment; by applying Infrastructure-as-Code and optimally designed ML models, Triange NxT aims to ensure energy savings for our clients; our platforms’ well-architected framework for workload sustainability aligns with principles of green software; the design principles of sustainable workloads help in optimal usage of computing resources and energy consumption; adoption of cloud technologies from Azure, GCP and AWS ensures the implementation of green software philosophy; Triange NxT’s AI / ML models are built using responsible AI frameworks, covering principles such as inclusivity and non-discrimination, reliability and safety, privacy, security, transparency, explainability and accountability; and

Triange CoE

Triange CoE combines industry and domain expertise, AI assets, intelligent cloud offerings, frameworks, best practices and strategic partnerships to modernize enterprise data landscape and accelerate our clients’ digital transformation; Triange CoE drives the end-to-end execution of industry-specific analytics programs that fuel AI-led transformation across the value chain in outcome-based engagement models.

Technology Tools / Platforms. Some of the key platform-driven offerings that are part of Triange NxT include:

- Unified Analytics Platform (“UAP”): This is our cloud-based, modular platform combining data management, domain analytics and proprietary pre-built industry-specific AI / ML models. Apart from Gen AI integration, UAP features cloud-agnostic architecture, cognitive analytics, democratized analytics, flexible deployment, plug-and-play architecture, seamlessly integrated user experience and 360-degree view for all business users. The platform includes:
 - UAP Insurance: This AI-based end-to-end platform for insurance combines data management, insurance domain analytics and proprietary, pre-built AI / ML models integrated with Gen AI. The platform hosts pre-built insurance-specific modules, such as Claims, Pricing, Underwriting and Fraud, and Bordereaux management, as well as domain-agnostic modules such as Customer and Sales & Marketing;
 - UAP Demand Planning: This AI-led platform seeks to build optimal demand planning for manufacturing and CPG industries;
 - UAP Market Mix Model: This AI-led platform seeks to optimize marketing spends across channel to maximize return on investment;
 - InsignTRAC: This AI-led procurement analytics platform tracks spends and identifies savings opportunities;
 - PRECIZON: This SaaS-based pharmaceutical competitive intelligence solution is powered by WNS’ deep therapeutic expertise and an AI / ML-enabled platform;
 - Forecasto: This is a customized online platform that supports forecasting across the product lifecycle – pre-launch, launch and in-line – and underpins key processes, such as strategic planning, long-range forecasting and budgeting, designed to reduce TAT during stakeholder alignment and consensus building;
 - SocioSEER™: This is a social media analytics platform;
 - Sentinel: This AI-led tracking tool is meant for early identification of trends for new product development;
 - Darwin: A workflow management tool; and
- WNS Skense: This is an enterprise-grade cognitive data capture and processing platform underpinned by AI and ML to drive business outcomes. WNS Skense uses 40+ proprietary pre-built domain-specific AI models to extract and contextualize data from unstructured industry-specific sources. It harnesses LLMs as well as domain-specific AI models – such as Skense for insurance, Skense for cargo, Skense for banking and financial services, Skense for healthcare (clinical summarization) and Skense for procurement – adapting them to the unique requirements of diverse sectors. WNS Skense is available on the Azure marketplace and is an AWS Partner Qualified Software based on foundational technical review assessments.

Technology Services

Our technology strategy for clients has been to leverage established and emerging technologies to re-define existing business models, embed process intelligence and automation into business operations, and drive organizational agility through scalable and integrated solutions and services.

At the core of our technology strategy is “WNS TRAC®,” which is a consolidated suite of comprehensive digital BPM solutions. It combines the strengths of deep domain and technology expertise, a global partner ecosystem and end-to-end service provisioning (from consulting / advisory to implementation, support and managed services).

WNS TRAC® solutions are pre-configured with best practices and industrialized accelerators designed to drive development and adoption of cloud-native applications, intelligent automation, AI/ML and Gen AI-led solutions – with a host of deployment options and commercial models to choose from. Available as all-inclusive BPaaS or plug-and-play solutions that are designed to seamlessly integrate with clients’ existing technology environment, our digital solutions seek to drive transformation for today’s anytime-anywhere consumers.

WNS-Vuram is WNS’ hyperautomation division. Its strategy is to combine domain expertise with technological prowess to build industry-specific and industry-agnostic hyperautomation platforms and solutions to drive business outcome for clients. WNS-Vuram seeks to offer end-to-end integrated services across process discovery/mining, intelligent document processing, intelligent business process management software and low-code capabilities, and RPA/intelligent automation. It aims to provide sustainable automation to customers – either as a bundled BPaaS offering integrating with the client’s technology landscape or as independent plug-and-play solutions – through:

1. End-to-end hyperautomation offerings covering consulting and advisory services, CoE design and setup, and full lifecycle implementation and managed services;
2. Building industry-specific hyperautomation platforms and solutions that incorporate Gen AI together with intelligent automation technologies for seamless end-to-end automation workflows;
3. Partnerships with technology product- and platform-providers to co-create solutions and joint go-to-market capabilities; and
4. Building a talent pool for digital-era businesses through a citizen developer program and continuous focus on training and upskilling.

As at March 31, 2024, we had 1,345 employees in this horizontal unit. In fiscal 2024 and 2023, this horizontal unit accounted for 4.9% and 3.7% of our revenue, and 5.1% and 3.9% of our revenue less repair payments (non-GAAP), respectively.

Sub-verticals / Industry Sectors. The key industry sectors we serve include:

- Travel and leisure;
- Shipping and logistics;
- Utilities;
- Manufacturing;
- Retail and CPG;
- Hi-tech and professional services;
- Procurement;
- Healthcare and Life Sciences;
- Banking and financial services; and
- Insurance

Industry-specific Technology Tools / Platforms. We utilize the following industry-specific technology tools and platforms in delivering services to our clients in this horizontal unit:

- Travel TRAC
 - Verifare Plus 3.0SM: An automated, analytics-enabled and web-based fare audit solution on cloud, designed to enable airlines to maximize revenue recovery and minimize revenue leakage;
 - QbaySM: An automated, cloud-hosted workflow management platform designed to manage back-office operations across centers and geographies, minimize costs and enhance customer service;
 - ;
 - BIDT Audit: An automated, cloud-hosted revenue integrity platform for the audit and recovery of any revenue losses resulting from non-compliance in travel agency bookings.
- Insurance TRAC
 - WNS InVog (Insurance-in-a-Box Solution): A target operating model designed to provide insurers with the combined advantage of technology platforms and BPaaS;
 - Claimonix: An auto claims management solution with claims reporting and repair management capabilities suited for small and mid-tier carriers;
 - Underwriting Workbench: An end-to-end process management solution to help underwriters access relevant data quickly and for efficient decision-making;
 - Claims STP: Claims STP is a suite of solutions designed to transform the end-to-end P&C claims management landscape with insurtech next-gen solutions, market intelligence and future-ready talent.
- Banking and Financial Services TRAC
 - Client Onboarding: This complete solution for onboarding clients in both retail and corporate banks includes KYC checks and identity verification; and
 - Card Dispute Management: This automates and streamlines the entire dispute cycle starting from dispute request through chargeback workflow to processing incoming chargeback requests.
- Shipping and Logistics TRAC
 - WNS Malkom: A freight automation platform, underpinned by ML, designed to automate the end-to-end bill of lading and customs invoicing process; and
 - WNS CollecTRAC: A re-usable collections bot that may be used as a plug-and-play solution or one that is ready-to-integrate with customer-specific portals and enterprise applications, designed to improve aging AR and turnaround time (“TAT”) for dispute resolution and response to customer queries.
- HPS
 - Infoturf.ai: Gen AI driven platform to automate the secondary research processes. It allows for document extraction, website extraction, target and open internet search and summarization through a workflow
- Healthcare TRAC
 - WNS Claims TRAC: A multi-channel healthcare claims processing and workflow platform for advanced document handling and operational efficiency.

- Hyperautomation
 - Malkom.AI: A Gen AI-integrated end-to-end freight automation platform on a low code orchestration layer for logistics carriers and shipping companies;
 - TravelBuddy: A travel fulfilment and booking automation solution with Gen AI capabilities on low code platform;
 - Card Dispute Management System: A system that automates the card-related disputes-to-settlements lifecycle and helps banks minimize financial losses and improve customer satisfaction with streamlined workflows on a single platform;
 - Rapid claims: A solution to process insurance claims from FNOL to settlement, reducing the time in FNOL and claims processing by improving the transparency and operational efficiencies;
 - Subrogation Claims Management System: A system to handle subrogation claims and maximize recovery opportunities with streamlined workflows, transparency and integrated document management; and
 - Automotive IDP: A solution that aims to provide enterprises in/related to the automotive industry with meaningful insights by extracting any unstructured or semi-structured data from driving licenses and titles with better accuracy, speed and intuitive user experience.

Cross-industry Technology Tools / Platforms. We utilize the following cross-industry technology tools and platforms in delivering services to our clients in this horizontal unit:

- CFO TRAC
 - Procure-to-Pay: A technology solution designed to facilitate multi-channel introduction of invoices, data extraction and processing, followed by seamless transfer to native enterprise resource planning systems for further action;
 - Order-to-Cash and Record-to-Report: A software-as-a-service solution designed to standardize the workflow processes across different F&A functions such as order-to-cash and record-to-report process in line with industry-leading practices.
- CPO TRAC: A procurement management solution that leverages digital advancements along with predictive and functional analytics designed to transform procurement functions
 - ProjectTRAC: A product for end-to-end procurement portfolio management with capabilities around project intake, project tracking, savings, value management and resource utilization;
 - PIA: This AI-based digital assistant, integrated with real-time data tools and automation for a simplified stakeholder experience across the procurement ecosystem, assists with guided buying and queries around procurement policy, purchase order, purchase requisition, invoice and project status;
 - KnowledgeTRAC: A one-stop procurement knowledge platform for category managers, for playbooks, category intelligence, collaboration and best practices;
 - IntelliTRAC: An AI-enabled tool – powered by Wide Narrow, an AI/ML-based collaborative market intelligence platform – designed to transform unstructured market data into meaningful and actionable insights, providing proactive market intelligence for category managers; and
 - CategoryTRAC: A next-generation category strategy and execution platform that provides portfolio management, analytics and intelligence to enable strategic category management.

Other Procurement Solutions:

- TSC Smart Risk: This is a cloud-based solution for ongoing risk monitoring and assessment of suppliers, supply markets and geographies to provide advance visibility into potential disruptions to our clients, allowing them to take timely and effective actions to mitigate supply chain threats;
- TSC Amplifi PRO: This is an on-demand digital procurement intelligence platform, delivering essential procurement intelligence (category and commodity) to the global procurement community;
- Workflow Automation: WNS Xpert
 - A proprietary low-code / no-code process-agnostic workflow automation platform with best-of-breed technology and scalable, secure architecture
- Case Management: WNS Trackpoint Pro
 - A proprietary, web-based case management solution designed to transform operations, track end-to-end task lifecycle and drive higher stakeholder satisfaction;

- Customer Experience
 - WNS EXPIRIUS: A digital customer experience model designed to integrate human-assisted design and domain expertise with AI-driven insights and consulting-led strategies, offering multiple solutions as mentioned below:
 - Conversational AI solutions based on a platform-driven delivery model, designed to lead to better customer experience at reduced operational cost; and
 - CCaaS (Contact center as a service) solutions offering voice, email, SMS, chat, video, web and social media services in parallel.
- RPA and Intelligent Automation TRAC™: A proprietary suite of automation solutions developed on third-party collaborators' platforms for RPA, cognitive technologies, ML and AI systems. It is designed to deliver automation and transformation services to our clients.
- Hyperautomation
 - TrustHall: An AI-enabled contract management system that can extract contract data, TrustHall seeks to automate the end-to-end lifecycle of contracts to reduce revenue losses and risks and help enterprises improve operational efficiencies and accelerate growth;
 - TalentHall: An HR recruitment software for automating and managing the full recruitment lifecycle from sourcing to onboarding, TalentHall is bolstered by an analytics dashboard and aims to reduce the time/cost-to-hire, improve the hiring process, identify the right candidates and enhance candidates' experience;
 - AppEzy: A no-code app builder that seeks to empower business users to design small applications with workflows and manage all the applications without any coding; and
 - Dynamic Case Management: A one-stop ticket-handling solution that aims to empower organizations to easily track, prioritize and resolve cases.

Sales and Marketing

The sales cycle for BPM services is time-consuming and complex in nature. The extended sales cycle generally includes initiating client contact, submitting requests for information and requests for proposals for client business, hosting client visits to our delivery centers (in person or virtually), and performing analysis (including diagnostic studies, proofs-of-concept, and pilot implementations) to demonstrate our delivery capabilities, finally culminating into a contract with the client. Due to the complex nature of the sales cycle, we have aligned our sales teams to our vertical business units and horizontal capabilities (such as WNS Triange) and staffed them with “hunting” or new relationship sales professionals (which we refer to as “hunters”), as well as “farming” or existing client relationship professionals (which we refer to as “farmers”). Our hunters and farmers have specialized industry knowledge and experience, which enable them to better understand prospective and existing clients’ business needs and to offer appropriate domain-specific solutions.

Our sales and sales support professionals are based in Australia, the UAE, Eastern Europe, India, Singapore, South Africa, the UK and the US. Our sales teams work closely with our global sales support team, which provides critical analytical support throughout the sales cycle. Other key capabilities offered by our sales support team include hyperautomation, transformation, consulting, generating leads for potential business opportunities and research support.

Our sales teams comprise highly experienced professionals, with an average tenure at WNS exceeding three years. They bring a wealth of industry expertise and leverage their knowledge to orchestrate transformative deals with new and existing clients. As at March 31, 2024, our front-line sales teams consisted of 157 members including hunters and farmers.

We continue to focus on large transformative opportunities that drive desired business outcomes for our clients. Our teams of farmers are responsible for identifying and initiating discussions with and selling services in new areas to existing clients, while our hunters are responsible for identifying opportunities with new clients who seek to outpace and outperform their peers by transforming their operational and digital service models.

Both farmers and hunters work with clients to co-create digital-led solutions that help our clients embrace change and deliver value to their end customers. By leveraging their detailed understanding of the clients’ business objectives gained through close interactions, our sales teams actively identify and target processes that can be better digitized and delivered by WNS’ expert talent with a view to improving self-service, cost efficiency, service accuracy, effectiveness, financial control and systematized performance consistency. Through this forward-looking design philosophy, we have developed a strong track record of increasing our sales year-on-year as well as expanding our relationships with existing clients.

A key aspect of our sales growth has been the ability of our sales leaders, in collaboration with their expert solutions and operations team, to both foresee and adapt to market changes that impact clients’ respective industries, operating and revenue models. The pervasiveness of AI and ML and the integration of data into the human-centric and automated decision making process have changed WNS’ approach to BPM. Our team’s focus has evolved into developing service models that utilize digital offerings and services by means of our proprietary and our industry alliance partners’ solutions. This helps us to address and often go beyond clients’ needs. We are an evolved digital solutions provider in key business verticals such as insurance, banking, manufacturing, healthcare, travel and retail. Our acquisitions of domain-agnostic operating companies such as Vuram, The Smart Cube and OptiBuy, combined with industry vertical expertise, deliver domain-specific hyperautomation solutions to our prospects and clients.

We take a long-term, holistic approach toward building client relationships – from initial contact to business as usual, underpinned by a multi-layered governance methodology to ensure collaboration, co-creation and service evolution. We believe it is the commitment of our sales, service and leadership teams that is the core reason behind clients collaborating with and continuing with WNS through opportune and turbulent times.

Clients

As at March 31, 2024, we had a diverse client base of 690 clients (with each client contributing more than \$0.01 million in revenue in fiscal 2024) across a variety of industries and service types, including companies that we believe are among the leading players in their respective industries.

We believe the diversity in our client profile differentiates us from our competitors. See “Part I – Item 5. Operating and Financial Review and Prospects – Revenue” for additional information on our client base.

The table below sets forth the number of our clients by revenue for the periods indicated. We believe that the large number of clients who generate more than \$1 million of annual revenue indicates our ability to extend the depth of our relationships with existing clients over time.

	Year ended March 31,	
	2024	2023
Below \$1.0 million	497	457
\$1.0 million to \$5.0 million	134	120
\$5.0 million to \$10.0 million	27	23
More than \$10.0 million	32	27

Competition

Competition in the BPM services industry is intense and growing steadily. See “Part I – Item 3. Key Information – D. Risk Factors – Risks Related to Our Business – We face competition from onshore and offshore BPM companies and from information technology companies that also offer BPM services. Our clients may also choose to run their business processes themselves, either in their home countries or through captive units located offshore.”

We compete primarily with:

- Focused BPM service companies with presence in offshore locations (primarily India), such as EXL Service Holdings, Inc., Firstsource Solutions Limited and Genpact Limited
- BPM divisions of numerous information technology service companies operating out of India, such as Cognizant Technology Solutions, Infosys Technologies Limited, Tata Consultancy Services Limited and Wipro Technologies Limited
- Global companies such as Accenture Limited, Capgemini, Electronic Data Systems Corporation, a division of Hewlett-Packard, and International Business Machines Corporation, which provide an array of products and services, including broad-based information technology, software, consulting and business process outsourcing services
- Global financial services and consulting firms such as Deloitte Private Limited, industry-focused niche technology players such as InterGlobe Enterprises Limited and Accelya Holding World SL, and specialty analytics service providers such as Mu Sigma Inc.

In addition, departments of certain companies may choose to perform their business processes in-house, and in some cases via an owned and operated facility in an offshore location such as India. Their employees provide these services as part of their regular business operations.

Intellectual Property

We leverage synergistic approach of utilizing our in-house proprietary software platforms and systems, seamlessly integrating with our clients' software systems and third-party software platforms. This integration forms the foundation for delivering our comprehensive BPM and Technology services.

Our proprietary solutions, complemented by licensed software (encompass both on-premise and cloud-hosted services, including software-as-a-service/platform-as-a-service models), enables us to strategically position and market our services as fully integrated solutions within our WNS TRAC[®] suite. These technology solutions are integrated into our core BPM service offerings in the majority of cases.

Our principal proprietary software solutions include:

1. WNS TRAC[®] industry-specific solutions, including the following:
 - **Insurance TRAC[™]** solutions including digital claims platform, **WNS InVog** (Insurance-in-a-box), and other proprietary solutions in our Insurance business unit;
 - **Travel TRAC[™]** solutions, including revenue accounting platform, fare audit platform (**Verifare Plus 3.0SM**), fare pro-ration solution (**SmartProSM**), revenue integrity solution (**BIDT**), queue distribution and productivity management solution (**QbaySM**). We have also launched a new solution this year, **TravelBuddy**, for corporate travel fulfillment process that leverages GenAI and Hyper-automation technologies for automated processing of requests.
 - **S&L TRAC[™]** solutions including **WNS Malkom**, a cloud native digital platform that covers end-to-end freight automation for logistics carriers and shipping companies, and helps drive optimization using AI/ML algorithms. Also, an expanded version of the solution, **Malkom.ai** was launched during the year that combines Gen AI and Hyper-automation for lifecycle processing of shipping documents with integration to client systems.
 - **Healthcare TRAC[™]** solutions including multi-channel workflow platform for advanced document handling and improvement in process and operational efficiency (**ClaimsTRAC[™]**) and Industry-specific point-solutions used in other business units.
2. WNS auto claims software platform (**Claimonix**) for insurers and fleet services, which we use in our WNS Assistance business, as well as other insurance clients;
3. WNS TRAC[®] cross-industry solutions, including the following:
 - **CFO TRAC[™]** solutions for our finance and accounting services, combining our proprietary software as well as solutions developed on 3rd party software. The suite includes **F&A TRAC[™]**, **AP TRAC[™]**, solution for end-to-end invoice processing workflow,
 - **Digital CIS TRAC[™]** solutions including **WNS EXPIRIUS** for our CIS (Customer Interaction Services) practice, combining multiple solutions across the customer interaction lifecycle
 - **CPO TRAC[™]** solutions for procurement including proprietary solutions like **ProjectTRAC**, **InsightTRAC**, **WNS Procurement Card** and **PIA** chatbot for procurement services
 - Process management solution and platform including, **TrackPoint Pro** (case management solution), **Bridge** (reporting and business intelligence platform) and **Xpert** (workflow platform)
4. **WNS RPA and Intelligent Automation TRAC[™]**, including our proprietary automation solutions and solutions developed on third party partner platforms for RPA, cognitive technologies, ML and AI systems for delivering automation and transformation services to our clients.
5. **WNS-Vuram** includes our hyperautomation proprietary solutions and accelerators on a low-code platform, such as **TrustHall**, for end-to-end commercial contract lifecycle management, **AppEzy** to empower business users with dynamic application building and workflows, **ESGHall** to enable organizations to achieve their ESG goals through automation and **Dynamic Case Management**, one-stop ticket handling solution which empowers organizations to easily track, prioritize, and resolve cases.
6. **The Smart Cube** includes proprietary assets across four core segments namely, Procurement & Supply Chain, Commercial, Sales & Marketing, Digital & Analytics and Strategy & Investment Research, and proprietary platform "**Amplifi PRO**".
7. **OptiBuy** provides procurement transformation and consulting through its proprietary assets including its "**OptiPRO**" methodology to help implement end-to-end procurement transformation with process mapping and mining analysis.

There are other proprietary software, point solutions and platform solutions developed on third party software used for cross-industry services including our WNS Triange business unit.

We routinely engage in the establishment of licensing and non-disclosure agreements with our clients concerning the utilization of their software platforms and systems. Our proprietary software platforms and systems are safeguarded by intellectual property rights, and we acquire licenses for third-party software platforms and systems from their respective owners. In adherence to our contracts with third-party software platform providers, any solutions developed by us using our domain knowledge based on such platforms are considered our intellectual property, unless specified otherwise.

Contracts with our clients typically stipulate that all customized intellectual property tailored specifically for their use will be assigned to them, unless expressly identified as our intellectual property.

To uphold the confidentiality of sensitive information, our employees are mandated to sign confidentiality agreements as a condition of their employment. These agreements encompass confidentiality obligations regarding both our company's and the client's intellectual property, extending beyond the duration of their employment. Additionally, these agreements ensure that any intellectual property created or developed by our employees during their employment is duly assigned to our organization.

Furthermore, we have taken measures to protect our brand identity by registering trademarks such as "WNS", "WNS-Extending Your Enterprise", and "WNS TRAC" in the majority of countries where our presence is established.

Technology

We have a dedicated team of technology experts who support clients at every stage of their engagement with us. The team designs, implements and supports technology solutions to enable delivery of business processes for our clients.

Enterprise grade Connectivity — We have designed and built a highly redundant, resilient, and secured network over Internet and global multi-protocol label switching ("MPLS") network, connecting all our delivery centers and client datacenters. We run data, voice and video services over this robust network to serve our clients.

Customer experience services technology infrastructure — We have deployed omni-channel contact center platforms with voice, web chat, e-mail, social media, and interactive voice response channels across all our delivery centers, designed to improve customer experience. These customized platforms orchestrate omni-channel customer journeys across digital channels including self-service and payment card industry data security standard compliance.

Data centers — We have built highly secure, redundant data centers for hosting our omni-channel contact center platforms, automation tools, corporate infrastructure and application services.

Cloud computing — We have adopted cloud computing services such as office productivity tools, virtual servers, virtual storage, and web and e-mail security, for some of our clients and our corporate use.

Work from Anywhere: We have designed a highly secure and resilient work-from-anywhere solution leveraging multi-cloud technology. We have plugged in the Zero-Trust platform designed to protect internal and external applications against compromised remote devices and data theft. Further, strengthening of the platform's security layer is done by implementing a multi-factor authentication.

Technology service management methodology — Our technology service delivery management is based on an information technology infrastructure library framework. We assist over 600 clients with technology implementation, service delivery and support for end user computing, wide area network, local area network telecommunications, customer interaction management platform, IT security, datacenter systems and cloud computing technology platforms.

Process and Quality Assurance and Risk Management

Our process and quality assurance compliance programs are critical for the success of our operations. We have an independent quality team to monitor, analyze, and provide feedback and report process performance and compliance. Our company-wide quality management system focuses on effectively managing our client processes on an ongoing basis. Our process delivery is managed by independent empowered teams and is measured regularly against pre-defined operational metrics. We have over 1,900 employees that help us meet quality assurance and ISO 9001 standards for Quality Management Systems and ensure continued compliance. We apply Lean Six Sigma methodologies, which are statistical and process-focused methodologies to improve and deliver consistent quality to customers. We apply well-defined quality management principles to improve and provide consistent levels of service quality to our clients. In fiscal 2024, more than 3,200 different projects / ideas completed using Lean Six Sigma / Kaizen methodologies and over 3,300 ideas/ additional projects are in progress. We also trained over 19,500 employees in ISO 9001 and Lean Six Sigma principles in fiscal 2024.

Our Board of Directors is primarily responsible for overseeing our risk management processes. The Board of Directors receives and reviews reports from the Chief Risk Officer as considered appropriate regarding our company's assessment of risks. The Board of Directors focuses on the most significant risks facing our company and our company's general risk management strategy, and also ensures that risks taken by our company are consistent with the Board's appetite for risk.

Our risk management framework also focuses on three important elements: business continuity planning, information security and operations risk management.

Our approach to business continuity planning involves implementation of an organization-wide business continuity management framework which includes continual self-assessment, strategy formulation, execution and review. Our business continuity strategy leverages our expanding network of delivery centers for operational and technological risk mitigation in the event of a disaster. To manage our business continuity planning program, we employ a dedicated team of experienced professionals. A customized business continuity strategy is developed for key clients, depending on their specific requirements. For mission-critical processes, operations are typically split across multiple delivery centers in accordance with client-approved customized business continuity plans.

We have further enhanced our business continuity strategy, in view of the COVID-19 pandemic, through the implementation of a secure hybrid "Work-from-Home and Work-from-Office" model.

"Our approach to information security involves implementation of an organization-wide information security management system, which complies with the ISO 27001:2013 to manage organizational information security risks. These measures seek to ensure that sensitive information pertaining to our company or our clients remains secure. Currently, information security systems at 52 delivery centers are ISO 27001:2013 certified, and we expect to seek similar certifications for our newer delivery centers. We also comply with the Payment Card Industry Data Security Standard ("PCI DSS") which is a security standard aimed at helping companies proactively protect cardholder data and sensitive authentication data. In addition, on an annual basis, we undergo "Service Organization Controls ("SOC") 1 Type 2" audits, pursuant to Statements on Standards for Attestation Engagement No. 18 and International Standards for Assurance Engagements No. 3402, with respect to our general control environment supporting operational delivery, and "SOC 2 Type 2" audits, with respect to the trust service categories of security, availability and confidentiality.

Our approach to operations risk management involves the implementation of a "three lines of defense" framework for our clients' offshored business processes. Under this framework, the quality assurance teams embedded within the business units act as the first line of defense, an independent and centralized risk management team acts as the second line of defense and an independent centralized audit team acts as the third line of defense. Our lines of defense are designed to identify potential risks, evaluate design efficiency and operating effectiveness of controls embedded within the outsourced business processes that we manage for our clients, and propose additional controls as appropriate for mitigation of the identified risks.

In addition, our clients may be governed by regulations specific to their industries or in the jurisdictions where they operate or where their customers are domiciled which may require them to comply with certain process-specific requirements. As we serve a large number of clients globally and across various industries, we rely on our clients to identify the process-specific compliance requirements and the measures that must be implemented in order to comply with their regulatory obligations. We assist our clients to maintain and enforce compliance in their business processes by implementing control and monitoring procedures and providing training to our employees serving specific client programs. These control and monitoring procedures are separate from and in addition to our periodic internal audits.

Human Capital

As at March 31, 2024, we had 60,125 employees, of whom 40,280 were based in India, 10,445 were based in the Philippines, 5,332 were based in South Africa, 1,205 were based in the US, 885 were based in Sri Lanka, 515 were based in Romania, 388 were based in the UK, 471 were based in China, 207 were based in Poland, 201 were based in Costa Rica, 99 were based in Australia, 25 were based in Turkey, 16 were based in Canada, 18 were based in Malaysia, 12 were based in Germany, 7 were based in Mexico, 6 were based in France, 6 were based in the United Arab Emirates, 3 were based in Singapore, 3 were based in Spain and 1 was based in Switzerland. Most of our associates hold university degrees. As at March 31, 2023, we had 59,755 employees. Our employees are not unionized. We believe that our employee relations are good. We focus heavily on recruiting, training and retaining our employees.

Recruiting and Retention

We believe that talent acquisition is an integral part of our overall organizational strategy. We have developed effective human resource strategies and demonstrated a strong track record in recruitment specific to the needs of our business units to optimize the training and development of our employees. As we continue to grow, we look to improve and enhance our candidate pool, which we source from recruitment agencies, job portals, advertisements, college campuses and walk-in applications. In addition, a significant number of our applicants are referred to us by existing employees. We recruited an average of 2,244 employees per month in fiscal 2024.

During fiscal 2024, 2023 and 2022, the attrition rate for our employees who had completed six months of employment with us was 31%, 39% and 36% respectively.

Learning and Development

In the past few years, we have been growing at an accelerated pace with a diversified client base. Our talent strategy complements our business strategy to access, mobilize and optimize talents for the organization's aspiration to impact clients and stakeholders. In the age of "new normal" and rapid digital transformation, we are poised to build a digital-capable and resilient workforce that is ready for the future.

We have created a learning strategy based on a combination of organizational, business-unit and horizontal strategies, employee input and leadership conversations. Our talent development team carries out an intensive analysis of our training needs at the organization, business unit and location levels each year. Final training plans are approved by the leaders of our business units in alignment with their respective strategies.

Our talent strategy consists of four main components: (i) future ready workforce, (ii) robust leadership bench, (iii) inclusive culture, and (iv) talent fungibility.

Future-ready Workforce. Digital technology is fast-evolving and is becoming increasingly more pervasive in our lives. We recognize the importance of a workforce that is ready for a digital future. We aim to prepare our workforce to become digital natives. Below are some of the programs that we have implemented to create a future-ready workforce.

- **WNS Education Program:** A division of the Learning Academy, WNS Education is dedicated to providing learning programs that empower employees to remain relevant amidst evolving times and shifting business priorities. In addition to a variety of curriculum-based certification programs, WNS Education offers numerous upskilling opportunities through curated self-paced programs, webinar series, keynote masterclasses and panel discussions with industry experts. The WNS Education Program aims at:
 - Building capabilities to lead digital transformation in the BPM space by enabling the workforce to create ready-to-deploy capstone projects;
 - Raising the organization's digital consciousness by driving awareness on and familiarizing the workforce with emerging technology;
 - Repurposing and re-skilling our workforce (since BPM-specific education is not available outside the WNS ecosystem) to create conduits between business and emerging technologies;
 - Preparing a workforce of digital natives who are tech-aware and capable of working on technological projects; and
 - Training domain experts to become AI / Gen AI evangelists and practitioners who actively integrate AI-powered solutions with their domain expertise to enhance client gains and efficiencies.

At WNS, we recognize the impact of these evolving paradigms, particularly those driven by AI, on our clients and their end-customers. As strategic partners to our clients, it is our commitment to reskill and upskill our workforce and align our solutions, products and services with these dynamic and disruptive trends through the WNS Education initiative.

With the rise of AI, WNS Education remains dedicated to keeping WNS employees up-to-date and establishing a people capability development framework for AI / Gen AI through 22+ specialized programs, including AI Evangelist, AI Practitioner and AI Thought Leadership. We have achieved significant milestones, including 50K+ learner footfalls in areas such as RPA, digital awareness, AI / Gen AI; 300+ Capstone Ideas; 20K+ Learning Badges, 16K LinkedIn certifications and 30K+ learning footfalls for AI-based learning programs. Additionally, we have forged partnerships with leading global learning partners such as Carnegie Mellon, NASSCOM FutureSkills, LinkedIn, Mindmap Consulting, KPMG, Emeritus, XED and Deloitte Consulting.

- **GLINT:** GLINT is an AI-powered LXP and knowledge cloud designed to enable employee journeys from end to end with learning, skilling and career mobility solutions. We partner with EdCast by Cornerstone to customize the platform for WNS employees. GLINT serves as our learning ecosystem, offering a diverse range of digital learning content accessible anytime, anywhere, on any device. It aims to accelerate skills development and foster inspiring learning experiences for individuals. GLINT seeks to deliver a unified, relevant, and engaging learning journey with modules tailored to WNS' business requirements. It supports AI-enabled searches across assets sourced from trusted content providers within and outside the organization. Moreover, GLINT offers robust features including content curation, learning plans with assignments, progress tracking and analytics, as well as social and gamification elements to enhance collaborative and interactive learning experiences.
- **Empowered LMS:** Enthraltech's LMS platform, called Empowered, caters to different learning modes, including asynchronous, synchronous and blending modes. Since its development about seven years ago, it has acquired a strong user base with over 100 customers leveraging its capabilities.

This platform is tailored in collaboration with EnthralTech to oversee structured learning programs in a modern and agile manner. It enables users to enhance learning outcomes, streamline training management processes and generate centralized learning reports. Users can further schedule training sessions, align instructors and content, manage user enrollments, deliver and monitor both classroom and virtual trainings, and capture session attendance and feedback.

The platform's assessment functionality facilitates comprehensive learner evaluation through various formats, including multiple-choice questions, quizzes, video-based questions and interactive simulations. Additionally, its AI-based proctoring capabilities ensure the integrity and security of assessments.

Robust Leadership Bench. We have also established a number of programs that focus on nurturing and developing future leaders of the organization.

- **Signature Leadership Development Program (“SLDP”):** This program has been specially designed and created for top leaders within the organization. Created in partnership with Korn Ferry and Harvard Business Publishing.

SLDP is a 12-month journey, designed as a combination of face-to-face residentials, virtual sessions, group and one-on-one coaching, and corporate immersions. The entire program has been curated to help participants continue their career and growth as enterprise leaders, while supporting WNS in its digital transformation journey and drive its strategic objectives.
- **The CEO Millennial Council:** The CEO Millennial Council is a marquee platform for the CEO and senior leaders to engage with the younger sections of the WNS workforce. The platform seeks to provide millennials and “Generation Z” employees an opportunity to share their thoughts and work with senior leaders, and contribute to shape the organization’s success. Its goal is to foster a global millennials community collaborating across regions and roles.
- **WNS’ Leadership Academy:** This initiative aims at leadership development, offering customized, role-specific, competency-aligned leadership development solutions for our leaders in the role band of C2 and above. The objective is to build leadership capabilities to enable the organization to reach its business goals. These programs consist of quarterly calendar programs and self-paced modules, primarily focusing on Gen AI, AI, and business unit-specific interventions, aligned with the Leadership Winning DNA framework. They are available across various geographical locations through partnerships with esteemed global learning vendors such as eCornell, Duarte Inc., Wilson Learning, and Strategic Proposals. These programs consistently receive high satisfaction scores, averaging 9 out of 10 in VoC feedback.
- **The Trusted Client Advisor (“TCA”):** The TCA program was curated for the global client partnering team as a virtual journey comprising both self-paced and live-webinar sessions. The virtual nature enabled outreach to and implementation with participants across the globe even during the COVID-19 lockdowns.
- **The WNS Sales Academy:** The WNS Sales Academy has been launched for our global sales team to foster a culture of continuous professional development. This curated program is a blend of self-paced learning, masterclasses from eminent speakers and roundtable conversations. The program content has been curated in partnership with LinkedIn Learning and is mapped to the essential aspects of WNS’ sales cycle, which include demand generation and pipeline, consulting and advisory, stakeholder management and relationships, negotiation and closing deals, and essential sales acumen.
- **“Q-rious” Awards:** Launched in December 2021, the Q-rious awards were conceived to fuel curiosity, influence knowledge acquisition and celebrate learning excellence. This program features forward-looking award categories, with leaderboards being published every quarter, leading to an exclusive annual award ceremony. The award categories (namely, Learning Content Curator, Learning Culture Enthusiast, Learning Guru, Learning Influencer and Learning Solution Architect) are incorporated into the League of Champions (LoC) portal.
- **i-Excel:** This leadership-learning program, accomplished in partnership with Harvard Business Publishing and Cornell University, is curated to meet the learning needs of specific groups from the business units, horizontal functions and support functions.
- **Building Coaching Capabilities**
 - **WNS Certified Coach:** Coaching as an acumen has emerged as one of the most sought-after skills in managing teams in a hybrid setup. This certification program focuses on upskilling and transforming our managers into coaches.
 - **Leader as Mentor and Coach:** This program has been created to help leaders acquire coaching and mentoring tools and techniques to augment their leadership style.

These leadership programs are available on multiple platforms in different formats, including self-paced courses, virtual instructor-led sessions, simulation-based training and other blended learning methods.

Inclusive Culture. We are committed to creating an inclusive culture within the organization. To this end, some of the programs we have implemented include:

- **Centurion Program:** This is a 30-month accelerated program to identify and nurture female employees in frontline management roles. It is aimed at enhancing their capabilities for future leadership positions and providing them with unique career advancement opportunities. The program consists of a 12-month academic phase followed by a tailored development journey. Additionally, it features a three-in-a-box mentoring initiative that pairs each Centurion participant with both a business leader and an HR leader to prepare the participant for a CII role. The business leader offers subject-matter guidance and developmental feedback, while the HR leader provides governance and support to ensure follow-through.
- **Bloomberg Gender Equality Index:** WNS has been included in the Bloomberg Gender Equality Index for three consecutive years from 2021 to 2023.

Talent Fungibility. The BPM industry has been revolutionized by Gen AI, AI, robotics and other digital disruptions. As such, there is an increasing need for a pool of fungible talents to meet changing business requirements. We have implemented a number of initiatives designed to keep our employees' skills relevant in the competitive market and in different roles.

Examples include:

- **The "Aspire" Program:** The Aspire program enables the creation of talent pools for roles that are expected to develop in the near future. Employees are taken through a specially designed journey which includes tie-ups with reputed academic institutes, leader-speak sessions, live projects, etc. Specifically tailored to talent from Solutions, Operations, Client Partner and WNS Technology Services domains, the program targets employees engaged in roles requiring substantial client interaction or deliverables and identified as Best Bets.
- **HR Leadership Program ("HRLP"):** This is a talent development program, curated and customized in partnership with Deloitte. It seeks to cultivate a versatile talent pool of prospective HR Leaders equipped with a broad understanding of diverse business and functional intricacies. The program spans an 18-month learning voyage, comprising academic immersion, cross-functional exposure, and leadership coaching components.
- **COMPASS:** This is a dedicated, self-paced learning platform for managers transitioning into new roles.
- **The CEO Millennial Council:** The CEO Millennial Council is a marquee platform for the CEO and senior leaders to engage with the younger sections of the WNS workforce. The platform seeks to provide millennials and "Generation Z" employees an opportunity to share their thoughts and work with senior leaders, and contribute to shape the organization's success. Its goal is to foster a global millennials community collaborating across regions and roles

Employee Health and Safety

WNS Occupational Health & Safety—Management System

WNS has a well-defined Occupational Health and Safety Management System and its major service delivery locations such as WNS India, Philippines, South Africa, Romania, and Sri Lanka have implemented and have been certified for the latest international standard ISO 45001:2018, which cover WNS' major headcount and area footprint. The organization has a systematic approach of integrating Environment Health and Safety ("EHS") into its business practices. Other locations of WNS will be included under the certification program in phases pursuant to the business/client requirement.

WNS has a well-defined EHS policy which is signed by the Group CEO. This policy reflects the intent, direction and commitment of the top management towards environment protection, health and safety of employees and contractor employees working at WNS. The four key elements of the EHS policy are:

- Environment & sustainability
- Encourage compliance
- Employees & stakeholders (clients, suppliers, contractors & government)
- EHS integration & business excellence

The purpose of EHS system is to identify and control hazards on an on-going basis to protect the environment and the health and safety of employees and stakeholders. Our EHS management system partners with all concerned internal and external stakeholders to provide a safe and health work place. Technically, the complete EHS Program follows the Plan Do Check Act ("PDCA") approach which provides the opportunity to identify the scope of improvement and move towards continual development.

EHS awareness is part of a new employee induction program. WNS has a dedicated team for risk management. The high-level risk assessments are performed and necessary control measures are placed accordingly to minimize risks. The risk management team also performs periodical risk audits at each location and follows up for the relevant closures. In addition to the high-level risk assessment performed by the risk management team, the hazard identification and risk assessment at functional/task level are also performed by the EHS team. The control measures are being set accordingly. Appropriate information and training are provided to concerned teams for better execution of the allotted role/task and continual improvement. EHS is a part of new employee induction program. Online trainings modules on health and safety topics with assessment are available for employees. Post completion of the assessment, the digital certificates are provided for the successful participants.

In addition, WNS has a dedicated corporate legal team that ensures complete adherence to applicable regulatory requirements. The organization has an automated online Ernst & Young Global Compliance Manager Tool ("GCT") to help ensure a high level of compliance.

- GCT contains a comprehensive repository of applicable statutory compliances for each entity/branch/function.
- IT provides timely alerts and enables the users to report compliance activities seamlessly.
- GCT dashboard provides a real-time status of the organization's compliance health to the management.

The on ground implementation of the local regulations and international standards as per ISO 45001 is co-ordinated by the facilities and admin- EHS function.

The EHS program of WNS not only protects the employees but also cares for the contract workers, through various trainings, awareness session and health screening camps. The program has a matured pathway for the management of sustainable development, while taking care of the health and safety of its employees and service providers. For this purpose, several new procedures and practices were also laid down. Sites are equipped with emergency mitigating systems and procedures. Sufficient exit routes, fire alarm and fighting equipments have been installed which are periodically inspected. Mock drills and other necessary trainings are also performed. Required periodical Internal, Client and Certification audits are also conducted to check maintenance of the program.

WNS has an Incident Management System which is an online intranet portal to report all types of incidents. The purpose of IMS is to ensure that all Occupational Illness, Injury & Learning Incident (Near Miss), Environmental Releases by spill or leakages are appropriately managed, promptly & appropriately reported. Any event that requires investigation (due to either its intensity of harm to people, environment or property or might have potential of causing such harm) are evaluated to find the root cause and necessary corrective and preventive action shall be taken wherever required in response to it for the enhancement of safety and environmentally sound at workplace.

The EHS policies and procedures include:

- 1) EHS Policy
- 2) Corporate EHS Manual
- 3) EHS Standard Procedures and Guidelines which has below major procedures and guidelines
- 4) EHS Committee
- 5) Compliance and Communication for Contractors, Service Providers & Suppliers
- 6) Change Management
- 7) Occupational Health Center Management
- 8) Walking Working Surfaces and Ladder Safety
- 9) Fire Prevention and Protection Systems
- 10) Occupational incident and Environmental Release
- 11) Sustainability Reporting

EHS Forms/Checklist:

- Change Management Form
- EHS Committee MOM Form
- Permit to work Form
- Fire Extinguisher Inspection Form
- Walking working Surfaces Checklist
- Health & Safety Management certification ISO45001:2018
- Occupational Safety and Health Award: Silver Award at the 4th OSH India Awards 2016 conducted by UBM.
- Global safety Summit Award 2019 for two categories, Environment Awards (ITES) and Health & Safety Awards (ITES) 2019

Environmental, Social and Governance

At WNS, sustainability represents a unified belief, a shared responsibility, and an unwavering commitment. By leveraging deep and meaningful partnerships with our stakeholders, we continuously strive to create sustainable outcomes that fulfil our dual objective of value creation and growth while strengthening our environment and societies. Our strategy is structured to seamlessly integrate sustainability into the very foundation of our operational framework. Rooted in the principle of creating trust among stakeholders, we prioritize the planet, people, and partnerships as the cornerstones of our strategy.

Our Sustainability Strategy is focused on:

- Mitigating climate risks by moving towards Carbon Net-Zero
- Enabling our clients to balance purpose and performance through digital-led innovative offerings
- Building the skills of tomorrow by providing an equitable and opportunity-led work environment
- Contributing towards building an inclusive society by providing education for the marginalized children and youth
- Creating the highest standards for Ethics, Integrity and Compliance to drive value and trust in every stakeholder (investors / shareholders) engagement

Being a signatory member to the United Nations Global Compact ('UNGC'), we have submitted our first Communication of Progress to UNGC in December 2023. We have published an ESG report in accordance with Global Reporting Initiative and our disclosure in the report are aligned with Sustainability Accounting Standards Boards, the guiding principles of the UNGC and the targets outlined in the United Nations Sustainable Development Goals.

For more information about our ESG initiatives, and accomplishments, please see our Sustainability Report available in the "About us" section of our website.

Regulations

Due to the industry and geographic diversity of our operations and services, our operations are subject to a variety of rules and regulations, and several federal and state agencies in Australia, China, Costa Rica, Canada, France, Germany, India, Ireland, Mauritius, Malaysia, the Mexico, the Netherlands, New Zealand, the Philippines, Poland, Portugal, Romania, Singapore, South Africa, Spain, Sri Lanka, Switzerland, Turkey, United Arab Emirates, the UK and the US that regulate various aspects of our business. See “Part I — Item 3. Key Information — D. Risk Factors — Risks Related to our Business — Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements. Failure to adhere to the laws and regulations that govern our business or our clients’ businesses that we are required to comply with in performing our services could harm our business.” We have benefitted from, and continue to benefit from, certain tax holidays and exemptions in various jurisdictions in which we have operations.

In fiscal 2024, 2023 and 2022, our tax rate in India, the Philippines and Sri Lanka impacted our effective tax rate. We would have incurred approximately \$10.3 million, \$20.7 million and \$20.9 million in additional income tax expense on our combined operations in our SEZ operations in India, the Philippines and Sri Lanka in fiscal 2024, 2023 and 2022 respectively, if the tax holidays and exemptions described below had not been available for the respective periods.

We expect our tax rate in India, the Philippines and Sri Lanka to continue to impact our effective tax rate. Our tax rate in India has been impacted by the reduction in the tax exemption enjoyed by our delivery center operating under the SEZ scheme. In fiscal 2024, we operated from various delivery centers in the Philippines which commenced operations from fiscal 2018 to fiscal 2024 and are eligible for tax exemption benefits expiring between fiscal 2024 and fiscal 2029. Following the expiry of the tax benefits, income generated by the Philippines subsidiary will be taxed at the prevailing special tax rate, which currently is 5.0% on gross profit. As per The Corporate Recovery and Tax Incentives for Enterprises Act (“CREATE”) which is effective from April 2021, enterprises will be taxed at 5% on gross profit for a fixed period of 10 years. Also, any changes in the regulations relating to work from home arrangements may impact the tax exemption benefits available to our Philippines subsidiary. From January 1, 2020, our operations in Sri Lanka are eligible to claim income tax exemption with respect to the profits earned from export revenue, as more fully described below.

India

Effective April 1, 2011, upon the expiration of this tax exemption, income derived from our operations in India became subject to the prevailing annual tax rate of 34.95%.

In 2005, the Government of India implemented the SEZ legislation, with the effect that taxable income of new operations established in designated SEZs may be eligible for a 15-year tax holiday scheme consisting of a complete tax holiday for the initial five years and a partial tax holiday for the subsequent ten years, subject to the satisfaction of certain capital investment conditions in the last five years. Since fiscal 2012, we have started operations in various delivery centers in Mumbai, Pune, Chennai, Gurgaon and Noida, India that were registered under the SEZ scheme. Some of these operations are eligible for a 100.0% income tax exemption for a period of five years from the date of commencement of operations expiring between fiscal 2022 and fiscal 2024. Following the expiry of the 100.0% income tax exemption, these operations are eligible for a 50.0% income tax exemption, which is set to expire between fiscal 2026 and fiscal 2034. Such income tax exemptions are only eligible for business units and operations set up under the SEZ legislation on or before March 31, 2020.

The Government of India enacted the India Tax Law effective April 1, 2019, which enables Indian companies to elect to be taxed at a lower income tax rate of 25.17% as compared to the current rate of 34.95% (applicable after expiry of tax holiday). Once a company elects into the lower income tax rate, a company may not benefit from any tax holidays associated with SEZ and certain other tax incentives and may not reverse its election.

The Government of India may enact new tax legislation that could impact the way we are taxed in the future. See “Part I — Item 3. Key Information — D. Risk Factors — Risks Related to Key Delivery Locations — Tax legislation and the results of actions by taxing authorities may have an adverse effect on our operations and our overall tax rate.”

Philippines

In fiscal 2024, we operated from various delivery centers in the Philippines which commenced operations from fiscal 2018 to fiscal 2024 and are eligible for tax exemption benefits expiring between fiscal 2024 and fiscal 2029. Following the expiry of the tax benefits, income generated by the Philippines subsidiary will be taxed at the prevailing special tax rate, which currently is 5.0% on gross profit. As per CREATE which is effective from April 2021, enterprises will be taxed at 5% on gross profit for a fixed period of 10 years.

Any changes in the regulations relating to work from home arrangements may impact the tax exemption benefits available to our Philippines subsidiary.

Sri Lanka

From January 1, 2020, our operations in Sri Lanka are eligible to claim income tax exemption with respect to the profits earned from export revenue.

Enforcement of Civil Liabilities

We are incorporated in Jersey, Channel Islands. Most of our directors and executive officers reside outside of the US. Substantially all of the assets of these persons and substantially all of our assets are located outside the US. As a result, there may be difficulties for investors in effecting service of process on these persons or us within the US, or in enforcing against these persons or us, either inside or outside the US, a judgment obtained in a US court, including in particular a judgment predicated upon the civil liability provisions of the federal securities or other laws of the US or any state thereof. It is doubtful whether an original action based on US federal securities laws can be brought before Jersey courts.

A judgment of a US court is not directly enforceable in Jersey, but constitutes a cause of action on the basis of which a judgment may be obtained in the Jersey courts which will be enforced by Jersey courts provided that:

- the court which pronounced the judgment had jurisdiction to entertain the case according to the principles recognized by Jersey law;
- the judgment is given on the merits and is final and conclusive — it cannot be altered by the courts which pronounced it;
- there is payable pursuant to the judgment a sum of money, being not considered by the Jersey courts to be a sum payable in respect of tax or other charges of a like nature or in respect of a fine or other penalty (subject to a non-money foreign judgment being in some circumstances also enforceable);
- the judgment can be enforced by execution in the jurisdiction in which the judgment is given;
- the person against whom the judgment is given does not benefit from immunity under the principles of public international law;
- there is no earlier judgment in another court between the same parties on the same issues as are dealt with in the judgment to be enforced;
- the judgment was not obtained by fraud or duress; and
- the recognition and enforcement of the judgment is not contrary to public policy in Jersey or the requirements of natural justice and the right to a fair trial, which in general terms require that notice of the US proceeding was properly served on the defendant, that the defendant was given the right to be heard and represented by counsel in a free and fair trial before an independent and impartial tribunal and that judicial proceedings were substantially conducted in accordance with what could reasonably be expected by the defendant under the law of the tribunal.

Jersey courts cannot enter into the substantive merits of the foreign judgment and cannot act as a court of appeal or review over the foreign courts. A plaintiff may be required to provide security for costs in the event of proceedings being initiated in Jersey.

It is the general policy of Jersey courts to assess damages in terms of compensation for the loss or damage actually sustained by the person to whom the compensation is awarded. The award of punitive damages is rare. It has been held not to be available in respect of claims for breach of contract. Whether a judgment is contrary to public policy depends on the facts of each case. Awards which are considered to be exorbitant, unconscionable, or grossly excessive may be contrary to Jersey public policy. The Protection of Trading Interests Act 1980, an Act of the UK extended to Jersey by the Protection of Trading Interests Act 1980 (Jersey) Order 1983 (“the Order”), provides that a judgment *inter alia* for multiple damages is not enforceable in Jersey. A judgment for multiple damages is defined as a judgment for an amount arrived at by doubling, trebling or otherwise multiplying a sum assessed as compensation for the loss or damage sustained by the person in whose favour the judgment is given. The Order provides that a qualifying defendant (which includes a citizen of the UK and colonies, a company incorporated in Jersey and a person carrying on business in Jersey) is in some circumstances able to recover such amount paid by it as represents the excess of such multiple damages over the sum assessed as compensation by the court that gave the judgment.

In India, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 (India) (the “Civil Code”), as amended. Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court in any country or territory outside India which the Indian government has by notification declared to be a reciprocating territory, such foreign judgment may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being in the nature of amounts payable in respect of taxes or other charges of a similar nature or in respect of fines or other penalties and does not include arbitration awards. The US has not been declared by the Indian government to be a reciprocating territory for the purposes of Section 44A of the Civil Code. Accordingly, a judgment of a foreign court, which is not a court in a reciprocating territory, may be enforced in India only by a fresh suit instituted in a court of India and not by proceedings in execution. Furthermore, the execution of the foreign decree under Section 44A of the Civil Code is also subject to the exception under Section 13 of the Civil Code, as discussed below.

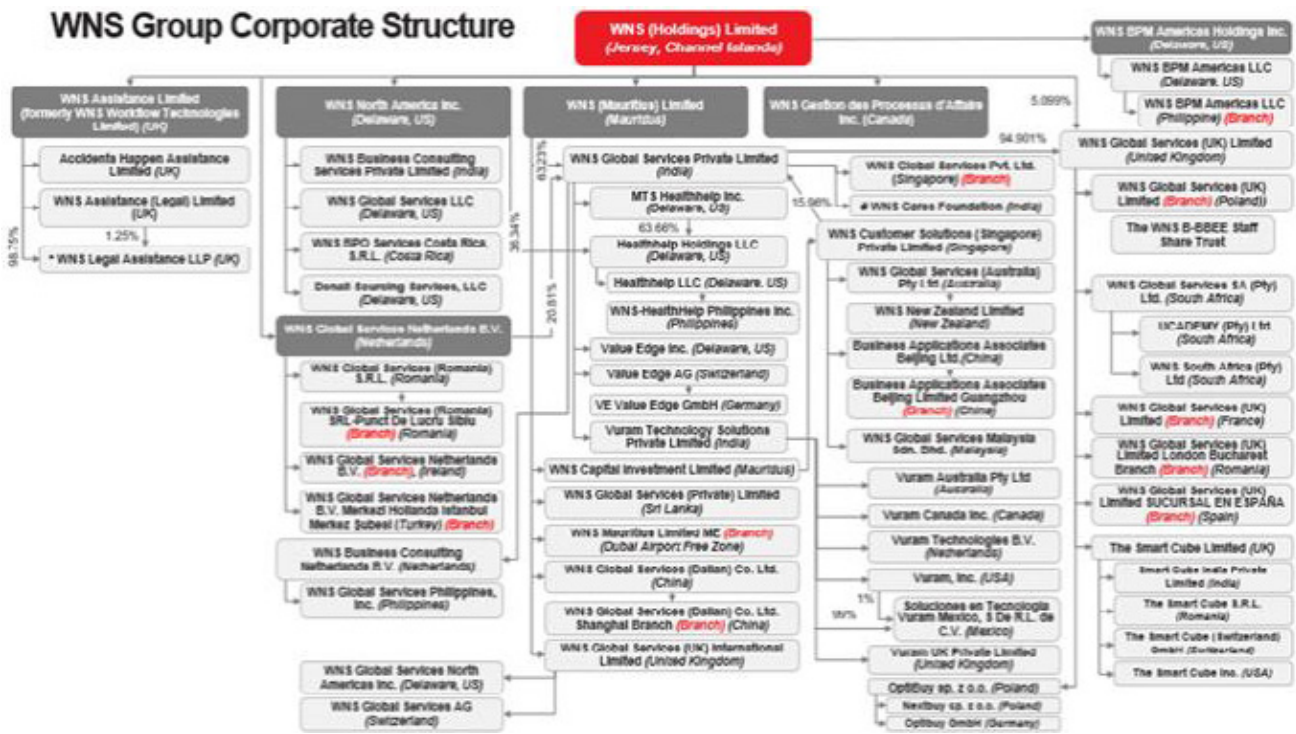
Section 13 of the Civil Code, states that a foreign judgment is conclusive as to any matter directly adjudicated upon except:

- where the judgment has not been pronounced by a court of competent jurisdiction;
- where the judgment has not been given on the merits of the case;
- where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable;
- where the proceedings in which the judgment was obtained were opposed to natural justice;
- where the judgment has been obtained by fraud; or
- where the judgment sustains a claim founded on a breach of any law in force in India.

The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy in India. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the Reserve Bank of India under the Indian Foreign Exchange Management Act, 1999, to repatriate any amount recovered pursuant to such execution and such amount may be subject to tax in accordance with applicable laws. Any judgment in a foreign currency would be converted into Indian rupees on the date of judgment and not on the date of payment. We cannot predict whether a suit brought in a court in India will be disposed of in a timely manner.

C. Organizational Structure

The following diagram illustrates our company’s organizational structure and the place of organization of each of our subsidiaries as at the date hereof. Unless otherwise indicated, each of our subsidiaries is wholly owned, directly or indirectly, by WNS (Holdings) Limited. Directly owned subsidiaries of WNS are represented by shaded boxes.



- # WNS Cares Foundation is a company registered under Section 8 of the Companies Act, 2013 (prev. Section 25 of Companies Act, 1956).
- Denali Sourcing Services, Inc. and WNS Global Service, Inc. were each converted into a limited liability company i.e. Denali Sourcing Services, LLC and WNS Global Service, LLC respectively with effect from April 1, 2023.
- Pursuant to the Order dated August 4, 2022 issued by the Hon’ble National Company Law Tribunal, Mumbai Bench, for amalgamation of WNS Information Services (India) Private Limited (“Transferor Company”) with WNS Global Services Private Limited (“Transferee Company”), the Transferee Company allotted 1,505 equity shares to WNS (Mauritius) Limited on June 19, 2023, The aggregate shareholding of WNS (Mauritius) Limited in the Transferee Company post such allotment increased from 63.18% to 63.23%.
- WNS GLOBAL SERVICES LISBON, UNIPESSOAL LDA was dissolved on November 29, 2023 and deregistered from the company registry on December 12, 2023.
- On December 14, 2023, WNS Global Services Private Limited acquired a further 24.77% stake of WNS Business Consulting Netherlands B.V. from WNS (Holdings) Limited, after which WNS Business Consulting Netherlands B.V became the wholly owned subsidiary of WNS Global Services Private Limited.
- WNS BPM Americas LLC- Philippine branch office was incorporated in Philippines with effect from February 12, 2024.
- With effect from April 7, 2024, Smart Cube Consulting Service (Dalian) Co., Ltd ceased to exist upon cancellation of its business license.
- WNS Global Services SA (Pty) Ltd redeemed 1 Redeemable Participating Preference Share effective April 19, 2024 resulting into no entitlement of The WNS B-BBEE Staff Share Trust for:
 - participation in the economic interest of WNS South Africa (Pty) Ltd
 - exercise of voting rights on any shareholder’s resolution proposed by WNS South Africa (Pty) Ltd.

D. Property, Plants and Equipment

As at March 31, 2024, we have an installed capacity of 41,599 production workstations, or seats, that can operate on an uninterrupted 24/7 basis and can be staffed on a three-shift per day basis.

The majority of our properties are leased by us. Most of our leases are renewable at our option, as indicated below. Details of the leases for each of our delivery centers and sales offices, including centers under construction, are summarized in the table below.

Location	Total Space (square feet)	Total number of work stations	Lease Expiration Date	Extendable Until ⁽¹⁾
India:				
Mumbai	364,627	3,309		
Godrej Plant 10			February 15, 2026	N/A
Godrej Plant 11			February 15, 2026	N/A
Godrej Plant 5			February 15, 2026	N/A
Raheja (SEZ), Airoli			May 31, 2029	N/A
Gurgaon	445,352	4,755		
World Tech Park Block – B2 – 9 th floor			April 30, 2027	April 30, 2032
World Tech Park Block – B3 – 9 th floor			April 30, 2027	April 30, 2032
World Tech Park – 8 th , 9 th , 10 th & part 11 th floor			April 30, 2027	April 30, 2032
World Tech Park – Remaining part of 11 th floor			April 30, 2027	April 30, 2032
World Tech Park – Block A3 – 11 th floor			April 30, 2027	April 30, 2032
World Tech Park – Block B3 – 10 th floor			April 30, 2027	April 30, 2032
World Tech Park – Block B2 – 10 th floor			April 30, 2027	April 30, 2032
World Tech Park – Block A2& A3 – 10 th floor			April 30, 2027	April 30, 2032
World Tech Park – Block B3 – 11 th floor			February 14, 2028	February 14, 2033
World Tech Park – Block B2 – 6 th floor			November 30, 2028	February 19, 2033
World Tech Park – Block B3 – 6 th floor			October 31, 2028	February 19, 2033
Pune	656,045	8,755		
Magarpatta			N/A	N/A
Weikfield – Phase I			February 14, 2028	N/A
Weikfield – Phase II			April 30, 2028	N/A
Weikfield – Phase III			June 14, 2028	N/A
Magarpatta (SEZ) – Level 5			February 14, 2026	N/A
Magarpatta (SEZ) – Level 6			October 26, 2026	N/A
Magarpatta (SEZ) – Level 7			February 28, 2027	N/A
Magarpatta – Tower 9			February 28, 2029	N/A
Pune Info city – 5 th floor			June 14, 2027	June 14, 2032
Pune Info city – 4 th floor			June 14, 2028	N/A
Pune Info city – 3 rd floor			September 30, 2028	September 30, 2033
Nashik	114,908	1,813		
Shreeniketan			June 30, 2028	N/A
Vtech			October 13, 2028	N/A
Ashoka Business Conclave – 6 th floor			November 19, 2024	N/A
Ashoka Business Conclave – 3 rd floor			November 19, 2025	N/A
Bangalore	191,890	1,987		
RMZ Centennial – Ground floor and Level 1			June 14, 2025	June 14, 2028
RMZ Centennial – Level 2 and 3			October 31, 2025	October 31, 2028
RMZ Centennial – Terrace			July 31, 2025	July 31, 2028
Chennai	187,263	1,801		
Prestige Cyber Tower			December 31, 2027	December 31, 2032
DLF (SEZ) – Phase 1&2			March 15, 2026	March 14, 2031
DLF IT SEZ – 9 th floor			March 15, 2026	March 15, 2031
Vuram Shyamala Towers – 3 rd floor ⁽⁵⁾			January 31, 2026	N/A
Vuram Shyamala Towers – 2 nd floor			June 30, 2025	June 30, 2028

Location	Total Space (square feet)	Total number of work stations	Lease Expiration Date	Extendable Until ⁽¹⁾
Vishakhapatnam	212,613	2,177		
Vizag IT Park Ltd			March 31, 2034	N/A
Tech Mahindra			March 31, 2026	March 31, 2029
Tirchy				
Vuram Elcott IT Park	5,976	80	February 28, 2025	February 28, 2028
Noida	56,111	615		
Brookfield			January 22, 2028	January 22, 2033
Windsor IT Park Smart Cube 3 rd floor.			March 31, 2025	N/A
Windsor IT Park Smart Cube 6 th floor.			December 31, 2032	N/A
Indore	52,214	527		
Brilliant Titanium – 5 th floor			May 14, 2032	April 30, 2037
Hyderabad	60,260	689		
Prestige Skytech – 3 rd Floor			December 9, 2028	December 9, 2033
Srilanka:	54,675	817		
Colombo (HNB) – Level 12 and 13			July 31, 2028	N/A
Colombo (Orion City)			August 24, 2028	August 24, 2033
UK:	14,509	170		
Ipswich (Museum Street)			May 23, 2028	N/A
Piccadilly (Malta House) ⁽²⁾			February 10, 2027	N/A
Lloyds Building ⁽²⁾			December 31, 2024	N/A
Farriers Yard – UK Smart cube ⁽⁴⁾			July 3, 2026	N/A
US:	74089	403		
Bellevue (sterling plaza) – 5 th and 6 th floors			June 30,2024	N/A
Pittsburg (One Waterfront Place)			July 31, 2027	March 31, 2032
Midtown Suites (Co-working space ⁽²⁾)			September 30, 2028	N/A
7909 Parklane Road, Columbia SC – 1 st floor			May 31, 2026	October 15, 2029
Vuram Tampa Oaks LLC			March 31, 2025	N/A
Houston (Northchase drive)			March 31, 2026	March 31, 2036
Canada:				
Canada Vuram Mindshare Space			August 31, 2024	N/A
Malaysia:				
Axiata Tower		23	May 14, 2026	N/A
Switzerland:	3788			
Zurich (Bahnhofstrasse ⁽²⁾)			Not specified	N/A
Romania:	25,218	92		
One Crotoceini Park, Bucharest Romania			March 31, 2034	N/A
Centrul de Afacer – 8 th floor ⁽⁶⁾			December 31, 2024	December 31, 2025
Simultan S.R.L – Smart Cube			May 31, 2024	N/A
Cowork Timisoara SRL			March 31, 2025	N/A
Philippines:				
Manila	652,387	8,492		
Eastwood – 10 th floor			June 30, 2026	N/A
Eastwood – 9 th floor			June 30, 2026	N/A
Techno Plaza II			April 30, 2026	N/A
Zeta Tower – 10 th floor			May 14, 2024	May 14, 2029
Exxa tower – 15 th floor			November 30, 2028	N/A
Exxa Tower – 16 th floor			June 14, 2028	June 14, 2032
Exxa Tower – 17 th floor			November 30, 2028	N/A
Giga Tower – 8 th floor			October 15, 2024	October 15, 2029
Giga Tower – 9 th floor			April 30, 2025	April 30, 2030
Ilo Ilo				
One Global Center			January 15, 2026	N/A
Three Techno Place – 4 th floor			March 16, 2027	March 16, 2032
Two Techno Place			April 30, 2029	April 30, 2034
Cybergate Tower 1 – 7 th floor			December 31, 2026	N/A
Cybergate Tower 2 – 3 rd and 4 th floor			December 15, 2027	December 15, 2032

Location	Total Space (square feet)	Total number of work stations	Lease Expiration Date	Extendable Until (1)
Alabang				
Vector 2 – 9 th and 10 th floors			February 28, 2027	February 28, 2032
Capella – 15 th and 16 th floors			May 31, 2026	N/A
FiliInvest Axis – 21 st floor			November 30, 2028	November 30, 2033
FiliInvest Axis – 22 nd floor			November 30, 2028	November 30, 2033
Tera Towers			December 31, 2027	December 31, 2032
Costa Rica:	12,592	199		
San Jose (Forum H)			April 30, 2025	N/A
United Arab Emirates:	1,130			N/A
Dubai Airport Free Trade Zone ⁽²⁾			October 31, 2026	N/A
South Africa:	332,374	4,047		
Cape Town				
Knowledge Park			March 31, 2025	March 31, 2030
Bridge Park			December 31, 2027	N/A
Sunclare, Claremont			May 31, 2028	May 31, 2033
Bellville				
Ambition House – 4 th floor			October 31, 2025	N/A
Durban				
Hippopark Avenue – Sections 1 and 2			April 30, 2025	N/A
Cornubia Momentum.			June, 30 2028	N/A
Poland:	28,222	323		
Gdynia (Luzycka Office Park) – Buildings C and D			August 31, 2027	N/A
Poland Equilibrium Optibuy			May 15, 2025	N/A
Poland Building 5 Mfynska Street Optibuy			December 31, 2024	N/A
Poland Technology Incubator Optibuy			August 16, 2026	N/A
China:	47,598	513		
Guangzhou (Zhongshan Street) – 22 nd and 30 th floors			April 30, 2027	N/A
Dalian (Dalian Software Park) – Building 22			May 15, 2026	N/A
Beijing (YongAnDongLi) – 5 th floor			Decemebr 31, 2026	N/A
Shanghai (Huangu PL)			January 31, 2025	N/A
Germany:	32	—		
Friedrich-Ebert-Anlage 36			October 31, 2024	N/A
Berlin			January 31, 2025	N/A
Australia:	1,216	—		
Sydney (Berry Street) ⁽²⁾			March 27, 2025	N/A
Co-working space – Vuram Melbourne			November 30, 2024	N/A
Turkey:				
SmartOffice (Denali registered office)	N/A	10	April 30, 2025	N/A

Notes:

N/A means not applicable.

- (1) We have signed a lease for new premises located at Central Avenue, Mumbai, India (the second, third and fourth floors), effective starting from April 1, 2023; the premises have 187,457 square feet of total space and are not yet operational.
- (2) These are sales facilities and hence workstations are not reported as at March 31, 2024.
- (3) One-Cotroceni Park, Bucharest Romania, with an area of 20,988 square feet and 230 seat capacity, signed for 120 months ending March 31, 2034 is currently under fit out and not yet operational.
- (4) We have issued a termination notice in relation to Farriers Yard – UK Smart cube facility to be surrendered in July 2024.
- (5) We have issued a termination notice in relation to Vuram Shyamla Towers-3rd floor, Chennai for the facility to be surrendered in May 2024.
- (6) We have issued a termination notice in realtion to Centrul de Afacer-8th floor, Romania for the facility to be surrendered in June 2024.
- (7) We surrendered Regus Manchester Didsbury, UK facility in April 2024.
- (8) We surrendered South Sackville, UK facility in April 2024.
- (9) We surrendered Maximus Tower, IT Parks Hyderabad facility in April 2024.

Our delivery centers are equipped with fiber optic connectivity and have backups to their power supply designed to achieve uninterrupted operations. In fiscal 2025, we intend to continue to streamline our operations by further consolidating production capacities in our delivery centers.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion on the financial condition and results of operations of our company should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report. Some of the statements in the following discussion contain forward-looking statements that involve risks and uncertainties. See “Special Note Regarding Forward-Looking Statements.” Our actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including, but not limited to, those described below and elsewhere in this annual report, particularly in the risk factors described in “Part I — Item 3 Key Information — D. Risk Factors.”

For a discussion of our results in fiscal 2023 compared to fiscal 2022 and certain comparative numbers in fiscal 2022, please refer to “Part I — Item 5. Operating and Financial Review and Prospects” contained in our Annual Report on Form 20-F for fiscal 2023 filed with the SEC on May 16, 2023.

Overview

We are a leading global provider of BPM services, offering comprehensive data, voice, analytical and business transformation services with a blended onshore, near shore and offshore delivery model. We transfer the business processes of our clients to our delivery centers, located in Canada, China, Costa Rica, India, Malaysia, the Philippines, Poland, Romania, South Africa, Sri Lanka, Turkey, the UK, and the US, with a view to offer cost savings, operational flexibility, improved quality and actionable insights to our clients. We seek to help our clients “transform” their businesses by identifying business and process optimization opportunities through technology-enabled solutions, improvements to their processes, global delivery capabilities, analytics and an understanding of their business.

We win outsourcing engagements from our clients based on our domain knowledge of their business, our experience in managing the specific processes they seek to outsource and our customer-centric approach. Effective April 1, 2023, we adopted a new organizational structure featuring four strategic business units (“SBUs”), each headed by a chief business officer. Under the new organizational structure, we combined our prior verticals into the four SBUs. The new structure is intended to help drive improved outcomes for global clients and enable us to better drive business synergies, enhance scalability, generate operating leverage, and create organizational depth. We now manage and report financial information through our four SBUs, which reflects how management reviews financial information and makes operating decisions.

Our operating segments, effective April 1, 2023, are as follows:

- Banking/Financial Services, and Insurance (“BFSI”) SBU (comprising our prior banking and financial services, and insurance verticals),
- Travel, Shipping/Logistics, and Utilities (“TSLU”) SBU (comprising our prior travel and leisure, shipping and logistics, and utilities verticals),
- Manufacturing/Retail/Consumer, Hi-tech/Professional Services, and Procurement (“MRHP”) SBU (comprising our prior diversified businesses and hi-tech and professional services verticals), and
- Healthcare/Life Sciences (“HCLS”) SBU (comprising prior our healthcare vertical)

Our portfolio of services includes specific processes that are tailored to address our clients’ specific business and industry practices. In addition, we offer a set of shared services that are common across multiple industries, including finance and accounting, customer experience services, research and analytics, technology services, legal services, and human resources outsourcing.

Although we typically enter into long-term contractual arrangements with our clients, these contracts can usually be terminated with or without cause by our clients and often with short notice periods. Nevertheless, our client relationships tend to be long-term in nature given the scale and complexity of the services we provide coupled with risks and costs associated with switching processes in-house or to other service providers. We structure each contract to meet our clients' specific business requirements and our target rate of return over the life of the contract. In addition, since the sales cycle for offshore BPM is long and complex, it is often difficult to predict the timing of new client engagements. As a result, we may experience fluctuations in growth rates and profitability from quarter to quarter, depending on the timing and nature of new contracts. Our operating results may also differ significantly from quarter to quarter due to seasonal changes in the operations of our clients. For example, our clients in the TSLU segment typically experience seasonal changes in their operations in connection with the US summer holiday season, as well as episodic factors such as adverse weather conditions. Our focus, however, is on deepening our client relationships and maximizing shareholder value over the life of a client's relationship with us.

The following table represents our revenue (a GAAP financial measure) for the periods indicated:

	<u>Year ended March 31,</u>	
	<u>2024</u>	<u>2023</u>
	<u>(US dollars in millions)</u>	
Revenue	\$1,323.4	\$1,224.3

Our revenue is generated primarily from providing BPM services. We have four reportable segments for financial statement reporting purposes — BFSI, TSLU, MRHP and HCLS. In our BFSI segment, we provide “fault” repairs. For “fault” repairs, we provide claims handling and repair management services, where we arrange for automobile repairs through a network of third party repair centers. In our repair management services, where we act as the principal in our dealings with the third party repair centers and our clients, the amounts which we invoice to our clients for payments made by us to third party repair centers are reported as revenue. Where we are not the principal in providing the services, we record revenue from repair services net of repair cost. See Note 2(s) to our consolidated financial statements included elsewhere in this annual report. Since we wholly subcontract the repairs to the repair centers, we evaluate the financial performance of our “fault” repair business based on revenue less repair payments to third party repair centers, which is a non-GAAP financial measure. We believe that revenue less repair payments (a non-GAAP financial measure) for “fault” repairs reflects more accurately the value addition of the BPM services that we directly provide to our clients. Management believes that revenue less repair payments (non-GAAP) may be useful to investors as a more accurate reflection of our performance and operational results.

Revenue less repair payments is a non-GAAP financial measure which is calculated as (a) revenue less (b) in our BFSI segment, payments to repair centers for “fault” repair cases where we act as the principal in our dealings with the third party repair centers and our clients. This non-GAAP financial information is not meant to be considered in isolation or as a substitute for our financial results prepared in accordance with GAAP. Our revenue less repair payments (non-GAAP) may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation. The following table reconciles our revenue (a GAAP financial measure) to revenue less repair payments (a non-GAAP financial measure) for the periods indicated:

	<u>Year ended March 31,</u>	
	<u>2024</u>	<u>2023</u>
	(US dollars in millions)	
Revenue	\$1,323.4	\$1,224.3
Less: Payments to repair centers ⁽¹⁾	39.1	62.2
Revenue less repair payments (non-GAAP)	<u>\$1,284.3</u>	<u>\$1,162.0</u>

Note:

- (1) Consists of payments to repair centers in our BFSI segment for “fault” repair cases where we act as the principal in our dealings with the third party repair centers and our clients.

The following table sets forth our constant currency revenue less repair payments (a non-GAAP financial measure) for the periods indicated. Constant currency revenue less repair payments is a non-GAAP financial measure. We present constant currency revenue less repair payments (non-GAAP) so that revenue less repair payments (non-GAAP) may be viewed without the impact of foreign currency exchange rate fluctuations, thereby facilitating period-to-period comparisons of business performance. Constant currency revenue less repair payments (non-GAAP) is presented by recalculating prior period’s revenue less repair payments (non-GAAP) denominated in currencies other than in US dollars using the foreign exchange rate used for the latest period, without taking into account the impact of hedging gains/losses. Our non-US dollar denominated revenue includes, but is not limited to, revenue denominated in pound sterling, the Australian dollar, the Euro and the South African rand. Management believes constant currency revenue less repair payments (non-GAAP) may be useful to investors in evaluating the underlying operating performance of our company. This non-GAAP financial information is not meant to be considered in isolation or as a substitute for our financial results prepared in accordance with GAAP. Our constant currency revenue less repair payments (non-GAAP) may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation.

	<u>Year ended March 31,</u>	
	<u>2024</u>	<u>2023</u>
	(US dollars in millions)	
Revenue less repair payments (non-GAAP)	\$1,284.3	\$1,162.0
Exchange rate impact	5.0	11.4
Constant currency revenue less repair payments (non-GAAP)	<u>\$1,289.2</u>	<u>\$1,173.4</u>

Additional Global Headquarters in New York and London

On January 18, 2024, we announced that we had added global headquarters locations in New York and London. The addition of these headquarters, alongside the existing Mumbai location, supports the decentralization of our senior leadership and decision-making as highlighted by our organizational structure change announced in April 2023. These new headquarters also reflect the evolution of our Company over the past 25 years, including the geographic diversification of our revenue mix and delivery footprint.

Global Economic Conditions

As we have operations in 13 countries and service clients across multiple geographic regions, our business, financial performance and results of operations depend significantly on worldwide macroeconomic and geo-political conditions. Recent economic conditions and geo-political developments have been and continue to be challenging for global economies and could materially and adversely affect our business and financial performance.

Economic factors, such as recessionary economic cycles, inflation, rising interest rates, fluctuations in foreign exchange rates, monetary tightening and volatility in the financial markets, have impacted, and may continue to impact, our business, financial condition and results of operations. The current global economic slowdown and the possibility of continued turbulence or uncertainty in the European, US, Asian and international financial markets and economies have adversely affected, and may continue to adversely affect, our and our clients' liquidity and financial condition. High levels of inflation in the various geographies where we operate have resulted in increased supply costs, which in turn have impacted pricing and consumer demand. Rising interest rates, coupled with illiquid credit markets and wider credit spreads, may increase our cost of borrowing and cause credit to become more limited, which could have a material adverse effect on not only on our financial condition, liquidity and cash flows, but also on our clients' ability to use credit to purchase our services or to make timely payments to us. In addition, as a result of high debt levels, a number of countries have required and may continue to require additional financial support, sovereign credit ratings have declined and may continue to decline, and there may be default on the sovereign debt obligations of certain countries. Uncertainties remain regarding future central bank and other economic policies in the US and EU. Such adverse macroeconomic conditions economic conditions may further lead to increased volatility in the currency and financial markets globally. For example, the recent appreciation of the US dollar may have an unpredictable impact on our company in a number of ways, including the conversion of our operating results into our reporting currency, the US dollar. For further information, see "Part I — Item 3. Key Information — D. Risk Factors — Risks Related to Our Business — Currency fluctuations among the Indian rupee, the pound sterling, the US dollar, the Australian dollar, the Euro, the South African rand and the Philippine peso could have a material adverse effect on our results of operations." In addition, volatility in the financial markets could have a material impact on our share price. We cannot predict the trajectory of the recent economic slowdown or any subsequent economic recovery. If adverse macroeconomic conditions continue for a prolonged period of time or even worsen, our business, financial condition and results of operations will be adversely affected.

Government policies or objectives pursued by countries in which we do business could potentially impact the demand for our services in certain countries. Changes in trade policies, increases in tariffs, the imposition of retaliatory tariffs, including those implemented by the United States, China and Europe and legislation requiring greater oversight of supply chains, may have a material adverse effect on global economic conditions and the stability of global financial markets and may reduce international trade.

Geopolitical crises, such as war, political instability and terrorist attacks, could disrupt our operations. The conflict between Russia and Ukraine and the recent conflict between Israel and Hamas have led and could lead to significant market and other disruptions, including significant volatility in commodity prices, supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage. In particular, we have operations in Poland and Romania, which border Ukraine and have been materially and adversely affected by inflation, particularly increases in energy and food prices, resulting from disrupted supplies from Russia and Ukraine. In addition, as a result of the ongoing military conflict, there has been a growing number of migrants in Poland and Romania. Such an influx of migrants could further exacerbate inflation in these two countries, thereby resulting in an upward pressure on wages, which could have a material adverse effect on our operations in these two countries. The length, impact and outcome of the ongoing military conflict in Ukraine are highly unpredictable. If the conflict continues or extends beyond Ukraine, it would continue to have a significant impact on the global economy and our operations in Poland and Romania.

Additionally, major political events, including the UK's withdrawal from the EU in January 2020, commonly referred to as "Brexit," has also created uncertainty for businesses such as ours that operate in these markets. While the UK and the EU have ratified a trade and cooperation agreement to govern their relationship after Brexit, the agreement merely sets forth a framework in many respects and requires additional bilateral negotiations between the UK and the EU as both parties continue to work on the rules for implementation. Significant political and economic uncertainty remains about how the precise terms of the relationship between the parties will differ from the terms before withdrawal. Such terms could adversely affect the economic conditions in affected markets as well as the stability of the global financial markets, which in turn have had and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. 24.2% of our revenues and 21.9% of our revenue less repair payments (non-GAAP) in fiscal 2024 and 25.4% of our revenues and 21.4% of our revenue less repair payments (non-GAAP) in fiscal 2023 were denominated in pound sterling. The extent and duration of the decline in the value of the pound sterling to the US dollar and other currencies is unknown at this time. A long-term reduction in the value of the pound sterling as a result of Brexit or otherwise could adversely impact our earnings growth rate and profitability. Although we believe that our hedging program is effective, there is no assurance that it will protect us against fluctuations in foreign currency exchange rates.

In addition to the pound sterling, a weakening of the rate of exchange for the US dollar or, to a lesser extent, the Australian dollar or the Euro (in which our revenue is principally denominated) against the Indian rupee, or to a lesser extent, the Philippine peso or the South African rand (in which a significant portion of our costs are denominated) would also adversely affect our results.

Fluctuations between the Indian rupee, the Philippine peso, the pound sterling, the South African rand, the Euro, or the Australian dollar, on the one hand, and the US dollar, on the other hand, also expose us to translation risk when transactions denominated in these currencies are translated into US dollars, our reporting currency. The exchange rates between each of the Indian rupee, the Philippine peso, the pound sterling, the South African rand, the Euro, and the Australian dollar, on the one hand, and the US dollar, on the other hand, have changed substantially in recent years and may fluctuate substantially in the future.

For example, in fiscal 2024, the Indian rupee depreciated against the US dollar by an average of 3.0%, the Philippine peso depreciated against the US dollar by an average of 1.0%, the South African rand depreciated against the US dollar by an average of 10.3%, the Australian dollar depreciated against the US dollar by an average of 4.0%, the Euro appreciated against the US dollar by an average of 4.1% and the pound sterling appreciated against the US dollar by an average of 4.2%.

The depreciation of the Indian rupee, the Philippine peso and the South African rand and the appreciation of the pound sterling and the Euro in each case against the US dollar in fiscal 2024 positively impacted our results of operations, whereas the depreciation of the Australian dollar against the US dollar negatively impacted our results of operations in fiscal 2024.

Impact of COVID-19

In May 2023, the World Health Organization declared that COVID-19 was no longer a global emergency. Countries around the world have also relaxed restrictions imposed over the past three years during the global outbreak of COVID-19, including the travel restrictions.

We have a business continuity planning mechanism in place and are actively working to understand our clients' changing requirements, adapt delivery to a "hybrid" model, ensure data security, prioritize critical processes, adjust service levels and manage discretionary costs (such as travel costs) and fixed costs (such as personnel costs). Our "hybrid" delivery capability steadily improved throughout fiscal 2022 and fiscal 2023, from delivering over 80% of our clients' requirements in April 2020 to 100% of our clients' requirements in the second, third and fourth quarters of fiscal 2022 and throughout fiscal 2023 and 2024. In addition, we have also worked, and continue to work with national, state, and local authorities, so as to comply with applicable rules and regulations related to "hybrid" and "work from home" models. We will continue to assess the impact of the COVID-19 pandemic on the Company and respond accordingly.

In fiscal 2024, the pandemic did not have a significant impact on our results. In the longer term, while we remain confident in our business and the quality of our services, the magnitude of COVID-19's impact to our business and financial performance in fiscal 2025 and beyond will be a function of several factors, including, but not limited to, the following:

- the possibility of a resurgence of COVID-19 in the future and the duration that it takes for our clients' businesses to stabilize and recover;
- the level of demand for services from clients across the industries, including the demand within their own customer base that we serve;
- our ability to implement policies and measures to ensure the health and safety of our employees;
- the impact and challenge of managing "remote working" arrangements on the effectiveness of our productivity or operating capability, due to varying local governmental regulations, client requirements, size and scale of operations and technology or infrastructure issues, such as hardware access, software compatibility and internet connectivity; and
- the volatility in exchange rate movements

We continue to work closely with our clients to maximize our ability to service their rapidly changing business requirements.

As at March 31, 2024, we had cash and cash equivalents and investments of \$244.3 million and outstanding long-term debt amounting to \$139.2 million and we had utilized short-term lines of credit amounting to \$40.0 million. The unutilized short term lines amounted to \$134.1 million as at March 31, 2024. Based on our current level of operations, we expect that our anticipated cash generated from operating activities, cash and cash equivalents on hand, and use of existing credit facilities will be sufficient to fund our debt repayment obligations, estimated capital expenditures, share repurchases and working capital needs for the next 12 months. However, under the current challenging economic and business conditions as discussed under "— Global Economic Conditions," there can be no assurance that our business activity would be maintained at the expected level to generate the anticipated cash flows from operations. Also, see "— Liquidity and Capital Resources" for more information.

Following the COVID-19 pandemic, more businesses globally continue to adopt delivery models with improved technology infrastructure, and incorporate elements of the "work from home" model. Countries may enact more flexible labor laws, which may potentially expand a company's employee base to include a higher number of part-time and gig workers, such as independent contractors, online platform workers, contract firm workers and on-call workers. This may allow businesses such as ours to expand delivery models beyond the larger cities and into the smaller ones, for example, Tier 2 and Tier 3 cities in India.

Revenue

We generate revenue by providing BPM services to our clients. The following table shows our revenue (a GAAP financial measure) and revenue less repair payments (a non-GAAP financial measure) for the periods indicated:

	Year ended March 31,		Change	
	2024	2023	\$	%
	(US dollars in millions)			
Revenue	\$1,323.4	\$1,224.3	99.1	8.1%
Revenue less repair payments (non-GAAP)	\$1,284.3	\$1,162.0	122.2	10.5%

We have a large client base diversified across industries and geographies. As at March 31, 2024, we had a diverse client base of 690 clients (with each client contributing more than \$0.01 million in revenue in fiscal 2024).

Our revenue is characterized by client, industry, service type, geographic and contract type diversity, as the analysis below indicates.

Revenue by Top Clients

In fiscal 2024 and 2023, the percentage of revenue and revenue less repair payments (non-GAAP) that we derived from our largest clients were in the proportions set forth in the following table:

	As a percentage of revenue		As a percentage of revenue less repair payments (non-GAAP)	
	Year ended March 31,		Year ended March 31,	
	2024	2023	2024	2023
Top client	4.9%	6.5%	5.1%	6.8%
Top five clients	20.9%	23.8%	21.6%	25.0%
Top ten clients	31.9%	37.4%	32.5%	38.4%
Top twenty clients	45.3%	51.1%	45.5%	51.1%

Revenue by SBUs

In fiscal 2024 and 2023, the percentage of revenue and revenue less repair payments (non-GAAP) that we derived from our SBUs were in the proportions set forth in the following table:

Strategic Business Unit	As a percentage of revenue		As a percentage of revenue less repair payments (non-GAAP)	
	Year ended March 31,		Year ended March 31,	
	2024	2023	2024	2023
BFSI	34.9%	33.2%	32.9%	29.6%
TSLU	30.7%	30.7%	31.6%	32.4%
MRHP	24.1%	22.7%	24.9%	23.9%
HCLS	12.5%	15.3%	12.9%	16.1%
Reconciling item ⁽¹⁾	(2.2)%	(1.9)%	(2.3)%	(2.0)%
Total	100.0%	100.0%	100.0%	100.0%

Note:

(1) Revenue under reconciling items includes inter and intra segment eliminations and impact of foreign exchange fluctuations

Certain services that we provide to our clients are subject to the seasonality of our clients' business. Accordingly, we typically see an increase in transaction related services within the travel and leisure industry during holiday seasons, such as during the US summer holidays (our fiscal second quarter); an increase in business in the insurance industry during the beginning and end of the fiscal year (our fiscal first and last quarters) and during the US peak winter season (our fiscal third quarter); and an increase in business in the consumer product industry during the US festive season towards the end of the calendar year when new product launches and campaigns typically happen (our fiscal third quarter).

Revenue by Service Type

In fiscal 2024 and 2023, our revenue and revenue less repair payments (non-GAAP) were diversified across service types in the proportions set forth in the following table:

Service Type	As a percentage of revenue		As a percentage of revenue less repair payments (non-GAAP)	
	Year ended March 31,		Year ended March 31,	
	2024	2023	2024	2023
Industry-specific ⁽¹⁾	40.8%	42.8%	39.0%	39.7%
Finance and accounting	21.5%	23.0%	22.2%	24.3%
Customer experience services	20.2%	19.4%	20.8%	20.4%
Research and analytics	12.4%	10.8%	12.7%	11.3%
Others ⁽²⁾	5.1%	4.0%	5.3%	4.3%
Total	100.0%	100.0%	100.0%	100.0%

Note:

- (1) Previously, we presented revenue and revenue less repair payments (non-GAAP) generated from “auto claims” service type separately. Commencing fiscal first quarter ended June 30, 2023, in line with our new organization structure that we adopted effective April 1, 2023, we have included such revenue and revenue less repair payments (non-GAAP) under “industry-specific” service type. The revenues from “autoclaims” service type for the year ended March 31, 2023 have similarly been included under “industry-specific” service type for comparative purposes.
- (2) Others includes revenue from technology services, legal services and human resources outsourcing services.

Revenue by Geography

In fiscal 2024 and 2023, our revenue and revenue less repair payments (non-GAAP) were derived from the following geographies (based on the location of our clients) in the proportions set forth below in the following table:

Geography	As a percentage of revenue		As a percentage of revenue less repair payments (non-GAAP)	
	Year ended March 31,		Year ended March 31,	
	2024	2023	2024	2023
North America (primarily the US)	47.1%	49.2%	48.5%	51.8%
UK	28.3%	28.7%	26.2%	24.9%
Europe (excluding the UK)	8.3%	7.1%	8.5%	7.4%
Australia	6.5%	6.1%	6.7%	6.4%
South Africa	1.0%	1.1%	1.0%	1.2%
Rest of world	8.8%	7.8%	9.1%	8.3%
Total	100.0%	100.0%	100.0%	100.0%

Our business in South Africa is evaluated for compliance with the South African government's BBBEE legislation against a BBBEE scorecard, which has different levels based on various criteria. South African government grants are available to businesses that meet specified conditions, including achieving a specified minimum BBBEE rating. A level one BBBEE rating has the most rigorous criteria. Additionally, many South African companies require their service providers to maintain a minimum BBBEE rating, and many of our South African client contracts contain clauses that allow our clients to terminate their contracts with us or impose specified penalties on us if we do not maintain a minimum BBBEE rating.

We conduct our domestic business in South Africa (serving clients based in South Africa) through our South Africa subsidiary, WNS South Africa (Pty) Ltd, and our international business in South Africa (serving clients based outside South Africa) through our South Africa subsidiary, WNS Global Services SA (Pty) Limited. During fiscal 2020, pursuant to the requirements of the South African government's BBBEE Codes of Good Practice, the WNS B-BBEE Staff Share Trust subscribed to one participating preference share issued by WNS Global Services SA (Pty) Ltd, which entitles it to 45.56% of voting rights in WNS South Africa (Pty) Ltd. In fiscal 2022, the voting rights were increased to 48.84% to help ensure WNS South Africa (Pty) Ltd maintains the same level. On April 19, 2024, WNS Global Services SA (Pty) Limited redeemed the one participating preference share on account of unwinding of Scheme B of WNS B-BBEE Staff Share Trust. We are currently working on a new ownership structure to ensure continued compliance with the requirements of the BBBEE legislation.

We achieved a level one rating in respect of WNS South Africa (Pty) Ltd in May 2023, which is valid until May 2024 and achieved a level seven rating in respect of WNS Global Services SA (Pty) Limited in June 2023 which is valid until June 2024. The BBBEE verification audit for WNS Global Services SA (Pty) Ltd is in process and the new rating is expected to be received by the end of May 2024. To help us achieve the requisite BBBEE rating for WNS Global Services SA (Pty) Limited, we have implemented a program that includes divesting some of our interests in such subsidiary to address the requirement relating to the percentage of ownership of an entity by "black people" (as defined under the applicable legislation). We expect to maintain a level one or achieve level two rating in respect of WNS South Africa (Pty) Ltd and maintain a rating between level six and eight in respect of WNS Global Services SA (Pty) Limited, which would help ensure that we continue to meet the minimum BBBEE rating required under our contracts with South African clients and be eligible for government grants associated with our domestic and international business. However, there is no assurance that WNS South Africa (Pty) Ltd or WNS Global Services SA (Pty) Limited will maintain their existing BBBEE ratings in the ongoing or future annual BBBEE verification audits. If we fail to maintain or achieve the required minimum BBBEE ratings, we will cease to be eligible for government grants, will be disqualified from bidding for certain business, and certain of our clients may terminate their contracts with us or impose penalties on us. These outcomes would have an adverse effect on our business, results of operations, financial condition and cash flows.

Revenue by Location of Delivery Centers

For fiscal 2024 and 2023, our revenue and revenue less repair payments (non-GAAP) were derived from the following geographies (based on the location of our delivery centers) in the proportions set forth in the following table:

Location of Delivery Center	As a percentage of revenue		As a percentage of revenue less repair payments (non-GAAP)	
	Year ended March 31,		Year ended March 31,	
	2024	2023	2024	2023
India	54.6%	51.9%	56.3%	54.7%
Philippines	14.3%	13.5%	14.7%	14.2%
United States ⁽¹⁾	12.0%	15.2%	12.4%	16.0%
South Africa	6.4%	5.1%	6.6%	5.4%
UK ⁽²⁾	5.8%	8.4%	3.0%	3.5%
Romania	2.0%	1.7%	2.0%	1.8%
Sri Lanka	1.3%	1.3%	1.4%	1.4%
China	1.2%	1.1%	1.2%	1.2%
Poland	1.0%	0.6%	1.0%	0.6%
Costa Rica	0.6%	0.4%	0.7%	0.5%
Australia ⁽³⁾	0.5%	0.4%	0.5%	0.4%
Spain ⁽⁴⁾	0.3%	0.4%	0.2%	0.3%
Malaysia	0.0%	0.0%	0.0%	0.0%
Total	100.0%	100.0%	100.0%	100.0%

Notes:

- (1) Includes revenue and revenue less repair payments (non-GAAP) derived from Canada, which were not significant.
- (2) Includes revenue and revenue less repair payments (non-GAAP) derived from Turkey and Germany, which were not significant.
- (3) Revenue from Australia is for processes being delivered under our “work from home” model. We do not have any delivery center in Australia.
- (4) In March 2023, WNS closed its delivery center in Spain. Commencing fiscal first quarter ended June 30, 2023, revenue from Spain is for processes being delivered under our “work from home” model. We do not have any delivery center in Spain.

Our Contracts

We provide our services under contracts with our clients, which typically range from three to five years, with some being rolling contracts with no end dates. Typically, these contracts can be terminated by our clients with or without cause and with short notice periods. However, we tend to have long-term relationships with our clients given the complex and comprehensive nature of the business processes executed by us, coupled with the switching costs and risks associated with relocating these processes in-house or to other service providers.

Each client contract has different terms and conditions based on the scope of services to be delivered and the requirements of that client. Occasionally, we may incur significant costs on certain contracts in the early stages of implementation, with the expectation that these costs will be recouped over the life of the contract to achieve our targeted returns. Each client contract has corresponding service level agreements that define certain operational metrics based on which our performance is measured. Some of our contracts specify penalties or damages payable by us in the event of failure to meet certain key service level standards within an agreed upon time frame.

When we are engaged by a client, we typically transfer that client’s processes to our delivery centers over a six-month period. This transfer process is subject to a number of potential delays. Therefore, we may not recognize significant revenue until several months after commencing a client engagement.

We charge for our services based on the following pricing models:

- 1) per full-time-equivalent arrangements, which typically involve billings based on the number of full-time employees (or equivalent) deployed on the execution of the business process outsourced;
- 2) per transaction arrangements, which typically involve billings based on the number of transactions processed (such as the number of e-mail responses, or airline coupons or insurance claims processed);
- 3) subscription arrangements, which typically involve billings based on per member per month, based on contractually agreed rates;
- 4) fixed-price arrangements, which typically involve billings based on achievements of pre-defined deliverables or milestones;
- 5) outcome-based arrangements, which typically involve billings based on the business result achieved by our clients through our service efforts (such as measured based on a reduction in days sales outstanding, an improvement in working capital, an increase in collections or a reduction in operating expenses); or
- 6) other pricing arrangements, including cost-plus arrangements, which typically involve billing the contractually agreed direct and indirect costs and a fee based on the number of employees deployed under the arrangement.

Apart from the above-mentioned pricing methods, a small portion of our revenue is comprised of reimbursements of out-of-pocket expenses incurred by us in providing services to our clients.

Outcome-based arrangements are examples of non-linear pricing models where revenues from platforms and solutions and the services we provide are linked to usage or savings by clients rather than the efforts deployed to provide these services. We intend to focus on increasing our service offerings that are based on non-linear pricing models that allow us to price our services based on the value we deliver to our clients rather than the headcount deployed to deliver the services to them. We believe that non-linear pricing models help us to grow our revenue without increasing our headcount. Accordingly, we expect increased use of non-linear pricing models to result in higher revenue per employee and improved margins. Non-linear revenues may be subject to short-term pressure on margins, however, as initiatives in developing the products and services take time to deliver. Moreover, in outcome-based arrangements, we bear the risk of failure to achieve clients' business objectives in connection with these projects. For more information, see "Part I — Item 3. Key Information — D. Risk Factors — Risks Related to Our Business – If our pricing structures do not accurately anticipate the cost and complexity of performing our work, our profitability may be negatively affected."

Revenue by Contract Type

For fiscal 2024 and 2023, our revenue and revenue less repair payments (non-GAAP) were diversified by contract type in the proportions set forth in the following table:

<u>Revenue by Contract type</u>	<u>As a percentage of revenue</u>		<u>As a percentage of revenue less</u>	
	<u>Year ended March 31,</u>		<u>repair payments (non-GAAP)</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Full-time-equivalent	71.2%	67.7%	73.4%	71.4%
Transaction	14.3%	14.8%	11.7%	10.2%
Subscription	5.1%	7.7%	5.3%	8.1%
Fixed price	5.1%	5.5%	5.3%	5.8%
Others ⁽¹⁾	4.3%	4.3%	4.3%	4.5%
Total	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

Note:

- (1) Others includes revenue from “outcome-based arrangements”, which typically involve billings based on the business result achieved by our clients through our service efforts (such as a reduction in days sales outstanding, an improvement in working capital, an increase in collections or a reduction in operating expenses).

Expenses

The majority of our expenses consist of cost of revenue and operating expenses. The key components of our cost of revenue are employee costs, payments to repair centers, facilities costs, depreciation, legal and professional costs, and travel expenses. Our operating expenses include selling and marketing expenses, general and administrative expenses, foreign exchange gains and losses and amortization of intangible assets. Our non-operating expenses include finance expenses as well as other expenses recorded under “other income, net.”

Cost of Revenue

Employee costs represent the largest component of cost of revenue. In addition to employee salaries, employee costs include costs related to recruitment, training and retention, and share-based compensation expense. Historically, our employee costs have increased primarily due to increases in the number of employees to support our growth and, to a lesser extent, to recruit, train and retain employees. Salary levels in India and our ability to efficiently manage and retain our employees significantly influence our cost of revenue. See “Part I — Item 4. Information on the Company — B. Business Overview — Human Capital.” Regulatory developments may, however, result in wage increases in India and increase our cost of revenue.

For example, the Code on Wages 2019, Industrial Relations Code 2020, Social Security Code 2020 and Occupational Safety, Health & Working Condition Code 2020 received assent from the President of India on September 28, 2020. However, the rules implementing these Acts have not yet been published and the effective date from which these changes are applicable has yet to be announced. Accordingly, while we are unable to ascertain with certainty the financial impact due to these changes, it is possible that our wage costs in India may increase as a result of these changes when they become effective. See “Part I — Item. 3. Key Information. — D. Risk Factors — Risks Related to Our Business — Wage increases may prevent us from sustaining our competitive advantage and may reduce our profit margin.” We seek to mitigate these cost increases through improvements in employee productivity, employee retention and asset utilization.

Our facilities costs comprise lease rentals, utilities cost, facilities management and telecommunication network cost. Most of our leases for our facilities are long-term agreements and have escalation clauses which provide for increases in rent at periodic intervals. Most of these agreements have clauses that have fixed escalation of lease rentals.

We create capacity in our operational infrastructure ahead of anticipated demand as it takes six to nine months to build up a new site. Hence, our cost of revenue as a percentage of revenue may be higher during periods in which we carry such additional capacity.

Once we are engaged by a client in a new contract, we normally have a transition period to transfer the client’s processes to our delivery centers and accordingly incur costs related to such transfer.

Selling and Marketing Expenses

Our selling and marketing expenses comprise primarily employee costs for sales and marketing personnel, share-based compensation expense, brand building expenses, legal and professional fees, travel expenses, and other general expenses relating to selling and marketing.

Selling and marketing expenses as a proportion of revenue was 5.9% in fiscal 2024 as compared with 5.2% for fiscal 2023. Selling and marketing expenses as a proportion of revenue less repair payments (non-GAAP) was 6.1% in fiscal 2024 as compared with 5.5% for fiscal 2023.

General and Administrative Expenses

Our general and administrative expenses comprise primarily employee costs for senior management and other support personnel, share-based compensation expense, legal and professional fees, travel expenses, and other general expenses not related to cost of revenue and selling and marketing.

General and administrative expenses as a proportion of revenue was 13.9% in fiscal 2024 as compared with 13.8% in fiscal 2023. General and administrative expenses as a proportion of revenue less repair payments (non-GAAP) was 14.3% in fiscal 2024 as compared with 14.6% in fiscal 2023.

Foreign Exchange Loss / (Gain), Net

Foreign exchange loss / (gain), net include:

- marked to market gains or losses on derivative instruments that do not qualify for “hedge” accounting and are deemed ineffective;
- realized foreign currency exchange gains or losses on settlement of transactions in foreign currency and derivative instruments; and
- unrealized foreign currency exchange gains or losses on revaluation of other assets and liabilities.

We had a foreign exchange gain of \$0.7 million in fiscal 2024 as compared to a gain of \$1.0 million in fiscal 2023.

Amortization of Intangible Assets

Amortization of intangible assets is primarily associated with our acquisitions of Fusion in June 2012, Value Edge in June 2016, Denali in January 2017, HealthHelp in March 2017, Vuram in July 2022, The Smart Cube in December 2022, OptiBuy in December 2022 and amortization of intangible assets associated with business transfers from CEPROCS in December 2021 and a large insurance company in October 2022.

Other Income, Net

Other income, net comprises interest income, income from investments, reversal of acquisition related contingent consideration, gain or loss on sale of assets and other miscellaneous income and expenses.

Finance Expense

Finance expense primarily relates to interest charges payable on our term loans and short-term borrowings, transaction costs and gains/losses on settlement of related derivative instruments. On adoption of IFRS 16, with effect from April 1, 2019, interest expense on lease liabilities is reflected in this line item. It includes changes in the fair value of contingent consideration relating to our acquisitions.

Operating Data

Our profit margin is largely a function of our asset utilization and the rates we are able to recover for our services. One of the most significant components of our asset utilization is our seat utilization rate which is the average number of work shifts per day, out of a maximum of three, for which we are able to utilize our seats. Generally, an improvement in seat utilization rate will improve our profitability unless there are other factors which increase our costs such as an increase in lease rentals, large ramp-ups to build new seats, and increases in costs related to repairs and renovations to our existing or used seats. In addition, an increase in seat utilization rate as a result of an increase in the volume of work will generally result in a lower cost per seat and a higher profit margin as the total fixed costs of our built up seats remain the same while each seat is generating more revenue.

The following table presents certain operating data as at the dates indicated:

	As at March 31,	
	2024	2023
Total headcount	60,125	59,755
Built up seats ⁽¹⁾	41,599	37,222
Used seats ⁽¹⁾	—	—
Seat utilization rate ^{(1) (2)}	—	—

Notes:

- (1) “Built up seats” refers to the total number of production seats (excluding support functions like finance, human resources, administration and seats dedicated for business continuity planning) that are set up in any premises. “Used seats” refers to the number of built up seats that are being used by employees. The remainder would be termed “vacant seats.” The vacant seats would get converted into used seats when we increase headcount.

The service delivery capacities of our remote-working employees may not be equivalent to their normal capacities when working in our delivery centers.

The “hybrid” model continued to be used in fiscal 2024 and fiscal 2023. Accordingly, the used seats details and seat utilization rate details are not relevant for fiscal 2024 and fiscal 2023. However, we have made significant progress towards in-person operations averaging 68% “work from office” during fiscal 2024.

- (2) The seat utilization rate is calculated by dividing the average total headcount by the average number of built up seats to show the rate at which we are able to utilize our built up seats. Average total headcount and average number of built up seats are calculated by dividing the aggregate of the total headcount or number of built up seats, as the case may be, as at the beginning and end of the fiscal year by two.

Our total headcount and built up seats increased from March 31, 2023 to March 31, 2024 primarily in line with our revenue growth and higher work from office

We expect our total headcount in fiscal 2025 to increase as compared to fiscal 2024 as the impact of an increased flow of business from new and existing clients is expected to continue to increase our hiring requirements in fiscal 2025.

Foreign Exchange

Exchange Rates

We report our financial results in US dollars and our results of operations would be adversely affected if the pound sterling or, to a lesser extent, the Euro or the Australian dollar depreciates against the US dollar, or if the Indian rupee or, to a lesser extent, the Philippine peso or the South African rand appreciates against the US dollar. Although a substantial portion of our revenue and revenue less repair payments (non-GAAP) is denominated in US dollars (59.3% and 61.1%, respectively, in fiscal 2024 and 59.4% and 62.6%, respectively, in fiscal 2023), pound sterling (24.2% and 21.9%, respectively, in fiscal 2024 and 25.4% and 21.4%, respectively, in fiscal 2023), and, to a lesser extent, the Euro (7.4% and 7.6%, respectively, in fiscal 2024 and 6.4% and 6.8%, respectively, in fiscal 2023), the Australian dollars (6.0% and 6.2%, respectively, in fiscal 2024 and 5.7% and 6.0%, respectively, in fiscal 2023), and the South African rand (0.9% and 1.0%, respectively, in fiscal 2024 and 1.1% and 1.1%, respectively, in fiscal 2023), most of our expenses (net of payments to repair centers) are incurred and paid in Indian rupees (45.9% in fiscal 2024 and 46.0% in fiscal 2023) and, to a lesser extent, in the Philippine peso (11.7% in fiscal 2024 and 11.8% in fiscal 2023) and the South African rand (5.9% in fiscal 2024 and 5.2% in fiscal 2023). The exchange rates between these currencies and the US dollar have changed substantially in recent years and may fluctuate substantially in the future.

The average Indian rupee to US dollar exchange rate was approximately ₹83.04 per \$1.00 in fiscal 2024, which represented a depreciation of the Indian rupee of 3.0% as compared with the average exchange rate of ₹80.33 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the Indian rupee of 7.8% as compared with the average exchange rate of approximately ₹74.49 per \$1.00 in fiscal 2022.

The average pound sterling to US dollar exchange rate was approximately £0.80 per \$1.00 in fiscal 2024, which represented an appreciation of the pound sterling of 4.2% as compared with the average exchange rate of approximately £0.83 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the pound sterling of 11.8% as compared with the average exchange rate of approximately £0.73 per \$1.00 in fiscal 2022.

The average Australian dollar to US dollar exchange rate was approximately A\$1.52 per \$1.00 in fiscal 2024, which represented a depreciation of the Australian dollar of 4.0% as compared with the average exchange rate of approximately A\$1.46 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the Australian dollar of 7.3% as compared with the average exchange rate of approximately A\$1.35 per \$1.00 in fiscal 2022.

The average Euro to US dollar exchange rate was approximately €0.92 per \$1.00 in fiscal 2024, which represented an appreciation of the Euro of 4.1% as compared with the average exchange rate of approximately €0.96 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the Euro of 10.4% as compared with the average exchange rate of approximately €0.860 per \$1.00 in fiscal 2022.

The average South African rand to US dollar exchange rate was approximately R18.73 per \$1.00 in fiscal 2024, which represented a depreciation of the South African rand of 10.3% as compared with the average exchange rate of approximately R16.98 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the South African rand of 14.4% as compared with the average exchange rate of approximately R14.85 per \$1.00 in fiscal 2022.

The average Philippine peso to US dollar exchange rate was approximately PHP55.90 per \$1.00 in fiscal 2024, which represented a depreciation of the Philippine peso of 1.0% as compared with the average exchange rate of approximately PHP55.32 per \$1.00 in fiscal 2023, which in turn represented a depreciation of the Philippine peso of 10.5% as compared with the average exchange rate of approximately PHP50.07 per \$1.00 in fiscal 2022.

The depreciation of the Indian rupee, Philippine peso and the South African rand against the US dollar in fiscal 2024 and the appreciation of the pound sterling, the Euro against the US dollar in fiscal 2024, positively impacted our results of operations whereas the depreciation the Australian dollar against the US dollar negatively impacted our results of operations during the year. Increases in our cost of revenue, and other expenses were partially offset by the positive impact of the depreciation of Indian rupee in fiscal 2024. The depreciation of the Indian rupee, Philippine peso and the South African rand against the US dollar in fiscal 2023 positively impacted our results of operations whereas the depreciation of the pound sterling, the Euro and the Australian dollar in each case against the US dollar negatively impacted our results of operations during the year. See “Part I — Item 11. Quantitative and Qualitative Disclosures About Market Risk — B. Risk Management Procedures — Components of Market Risk — Exchange Rate Risk.”

We have subsidiaries in several countries and hence, the functional currencies of these entities differ from our reporting currency, the US dollar. The financial statements of these entities are translated to the reporting currency as at the balance sheet date. Adjustments resulting from the translation of these financial statements from functional currency to reporting currency are accumulated and reported as other comprehensive income/(loss), which is a separate component of equity and such exchange differences are recognized in our consolidated statement of income in the period in which such subsidiaries are disposed. Foreign currency transaction gains and losses are recorded as other income or expense.

Currency Regulation

Our Indian subsidiaries are registered as exporters of BPM services with STPI or Special Economic Zone (“SEZ”). According to the prevailing foreign exchange regulations in India, an exporter of BPM services registered with STPI or SEZ is required to receive its export proceeds in India within a period of nine months from the date of such exports in order to avail itself of the tax and other benefits. In the event that such a registered exporter has received any advance against exports in foreign exchange from its overseas customers, it is required to render the requisite services so that such advances are earned within a period of one year from the date of such receipt. If such a registered exporter does not meet these conditions, it will be required to obtain permission from the Reserve Bank of India to receive and realize such foreign currency earnings.

A majority of the payments we receive from our clients are denominated in pound sterling and US dollars. For most of our clients, our subsidiaries in Mauritius, the Netherlands, Australia, the UK and the US enter into contractual agreements directly with our clients for the provision of BPM services by our Indian subsidiaries, which hold the foreign currency receipts in an export earners’ foreign currency account. All foreign exchange requirements, such as for the import of capital goods, expenses incurred during overseas travel by employees and discharge of foreign exchange expenses or liabilities, can be met using the foreign currency in the export earners’ foreign currency account in India. As and when funds are required by us, the funds in the export earners’ foreign currency account may be transferred to an ordinary rupee-denominated account in India.

There are currently no Jersey, UK or US foreign exchange control restrictions on the payment of dividends on our ordinary shares or on the conduct of our operations.

Income Taxes

We operate in multiple tax jurisdictions including Australia, China, Costa Rica, Canada, France, Germany, India, Ireland, Mauritius, Malaysia, Mexico, the Netherlands, New Zealand, the Philippines, Poland, Portugal, Romania, Singapore, South Africa, Spain, Sri Lanka, Switzerland, Turkey, United Arab Emirates, the UK and the US. As a result, our effective tax rate changes from year to year based on recurring factors such as the geographical mix of income before taxes, state and local taxes, the ratio of permanent items to pre-tax book income and the implementation of various global tax strategies, as well as non-recurring events.

In fiscal 2024, 2023 and 2022, our tax rate in India, the Philippines and Sri Lanka impacted our effective tax rate. We would have incurred approximately \$10.3 million, \$20.7 million and \$20.9 million in additional income tax expense on our combined operations in our SEZ operations in India, the Philippines and Sri Lanka in fiscal 2024, 2023 and 2022 respectively, if the tax holidays and exemptions described below had not been available for the respective periods.

We expect our tax rate in India, the Philippines and Sri Lanka to continue to impact our effective tax rate. Our tax rate in India has been impacted by the reduction in the tax exemption enjoyed by our delivery center operating under the SEZ scheme as discussed below. In fiscal 2024, we operated from various delivery centers in the Philippines which commenced operations from fiscal 2018 to fiscal 2024 and are eligible for tax exemption benefits expiring between fiscal 2024 and fiscal 2029. Following the expiry of the tax benefits, income generated by the Philippines subsidiary will be taxed at the prevailing special tax rate, which currently is 5.0% on gross profit. As per CREATE which is effective from April 2021, enterprises will be taxed at 5% on gross profit for a fixed period of 10 years. Also, any changes in the regulations relating to work from home arrangements may impact the tax exemption benefits available to our Philippines subsidiary. From January 1, 2020, our operations in Sri Lanka are eligible to claim income tax exemption with respect to the profits earned from export revenue, as more fully described below.

India

In the past, the majority of our Indian operations were eligible to claim income tax exemption with respect to profits earned from export revenue from operating units registered under the STPI. The benefit was available for a period of 10 years from the date of commencement of operations, but not beyond March 31, 2011. Effective April 1, 2011, upon the expiration of this tax exemption, income derived from our operations in India became subject to the prevailing annual tax rate, which was 34.95% in fiscal 2024, 2023 and 2022.

In 2005, the Government of India implemented the SEZ legislation, with the effect that taxable income of new operations established in designated SEZs may be eligible for a 15-year tax holiday scheme consisting of a complete tax holiday for the initial five years and a partial tax holiday for the subsequent ten years, subject to the satisfaction of certain capital investment conditions in the last five years. From fiscal 2012 until fiscal 2022, the Company started operations in various delivery centers in Mumbai, Pune, Chennai, Gurgaon and Noida, India that were registered under the SEZ scheme. Some of these operations are eligible for a 100% income tax exemption for a period of five years from the date of commencement of operations, which are set to expire between fiscal 2022 and fiscal 2024. Following the expiry of the 100% income tax exemption, these operations are eligible for a 50% income tax exemption which are set to expire between fiscal 2026 and fiscal 2034. Such income tax exemption are only eligible for business units and operations set up under the SEZ legislation on or before March 31, 2020.

The Government of India may enact new tax legislation that could impact the way we are taxed in the future. For example, the change in the law in fiscal 2017 has resulted in any new business units or operation units set up under the SEZ legislation after March 31, 2020 not being eligible for the same income tax holidays that our existing SEZ operations currently enjoy. See “Part I — Item 3. Key Information — D. Risk Factors — Risks Related to Key Delivery Locations — Tax legislation and the results of actions by taxing authorities may have an adverse effect on our operations and our overall tax rate”.

Philippines

In fiscal 2024, we operated from various delivery centers in the Philippines which commenced operations from fiscal 2018 to fiscal 2024 and are eligible for tax exemption benefits expiring between fiscal 2024 and fiscal 2029. Following the expiry of the tax benefits, income generated by the Philippines subsidiary will be taxed at the prevailing special tax rate, which currently is 5.0% on gross profit. As per CREATE which is effective from April 2021, enterprises will be taxed at 5% on gross profit for a fixed period of 10 years.

Any changes in the regulations relating to work-from-home arrangements may impact the tax exemption benefits available to our Philippines subsidiary.

Sri Lanka

From January 1, 2020, our operations in Sri Lanka are eligible to claim income tax exemption with respect to the profits earned from export revenue.

Results of Operations

The following table sets forth certain financial information as a percentage of revenue and revenue less repair payments (non-GAAP) for the periods indicated:

	As a percentage of			
	Revenue		Revenue less repair payments (non-GAAP)	
	Year ended March 31,		Year ended March 31,	
	2024	2023	2024	2023
Cost of revenue	63.8%	65.5%	62.7%	63.6%
Gross profit	36.2%	34.5%	37.3%	36.4%
Operating expenses:				
Selling and marketing expenses	5.9%	5.2%	6.1%	5.5%
General and administrative expenses	13.9%	13.8%	14.3%	14.6%
Foreign exchange loss / (gain), net	(0.1)%	(0.1)%	(0.1)%	(0.1)%
Impairment of intangible assets	2.3%	— %	2.4%	— %
Amortization of intangible assets	2.5%	1.9%	2.6%	2.0%
Operating profit	11.6%	13.7%	11.9%	14.4%
Other income, net	(3.0)%	(1.3)%	(3.1)%	(1.4)%
Finance expense	2.2%	1.5%	2.3%	1.6%
Income tax expense	1.8%	2.2%	1.8%	2.3%
Profit after tax	10.6%	11.2%	10.9%	11.8%

The following table reconciles revenue (a GAAP financial measure) to revenue less repair payments (a non-GAAP financial measure) and sets forth payments to repair centers and revenue less repair payments (non-GAAP) as a percentage of revenue for the periods indicated:

	Year ended March 31,			
	2024	2023	2024	2023
	(US dollars in millions)			
Revenue	\$1,323.4	\$1,224.3	100.0%	100.0%
Less: Payments to repair centers	39.1	62.2	3.0%	5.1%
Revenue less repair payments (non-GAAP)	\$1,284.3	\$1,162.0	97.0%	94.9%

The following table presents our results of operations for the periods indicated:

	Year ended March 31,	
	2024	2023
	(US dollars in millions)	
Revenue	\$1,323.4	\$1,224.3
Cost of revenue ⁽¹⁾	844.9	801.5
Gross profit	478.4	422.7
Operating expenses:		
Selling and marketing expenses ⁽²⁾	78.3	63.5
General and administrative expenses ⁽³⁾	183.6	169.3
Foreign exchange loss / (gains), net	(0.7)	(1.0)
Impairment of intangible assets	30.9	—
Amortization of intangible assets	33.0	23.6
Operating profit	153.3	167.3
Other income, net	(39.4)	(16.0)
Finance expense	29.1	18.8
Profit before income taxes	163.6	164.5
Income tax expense	23.4	27.2
Profit after tax	<u>\$ 140.1</u>	<u>\$ 137.3</u>

Notes:

- (1) Includes share-based compensation expense of \$10.0 million in fiscal 2024 and \$8.1 million in fiscal 2023.
- (2) Includes share-based compensation expense of \$7.0 million in fiscal 2024 and \$6.4 million in fiscal 2023.
- (3) Includes share-based compensation expense of \$34.6 million in fiscal 2024 and \$35.3 million in fiscal 2023.

Fiscal 2024 Compared to Fiscal 2023

Revenue

The following table sets forth our revenue and percentage change in revenue for the periods indicated:

	Year ended March 31,		Change	% Change
	2024	2023		
Revenue	\$1,323.4	\$1,224.3	\$ 99.1	8.1%

The increase in revenue of \$99.1 million was primarily attributable to an increase in revenue from existing clients of \$121.1 million (including revenue of \$46.8 million from Vuram, The Smart Cube and OptiBuy which we acquired on July 1, 2022, December 16, 2022 and December 14, 2022, respectively) and an appreciation of the pound sterling and the Euro by an average of 4.2% and 4.1%, respectively, against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023. The increase was partially offset by lower revenues from new clients of \$19.2 million and higher hedging loss on our revenue by \$2.8 million to a loss of \$5.0 million in fiscal 2024 from a loss of \$2.2 million in fiscal 2023. The increase in revenue was primarily attributable to higher revenues in our BFSI, MRHP and TSLU segments, partially offset by lower revenues in our HCLS segment. The decrease in revenues in our HCLS segment was in part attributable to the ramp-down of a large healthcare process for a client.

Revenue by Geography

The following table sets forth the composition of our revenue based on the location of our clients in our key geographies for the periods indicated:

	Revenue		As a percentage of revenue	
	Year ended March 31,		2024	2024
	2024	2023		
	(US dollars in millions)			
North America (primarily the US)	\$ 623.4	\$ 602.5	47.1%	49.2%
UK	375.0	351.0	28.3%	28.7%
Europe (excluding the UK)	109.2	86.5	8.3%	7.1%
Australia	86.0	74.7	6.5%	6.1%
South Africa	13.4	13.5	1.0%	1.1%
Rest of world	116.4	96.0	8.8%	7.8%
Total	\$1,323.4	\$1,224.3	100.0%	100.0%

The increase in revenue from the UK region was primarily attributable to higher revenues in our TSLU, MRHP and HCLS segments and an appreciation of the pound sterling against the US dollar by an average of 4.2% for fiscal 2024 as compared to the average exchange rate for fiscal 2023, partially offset by lower revenue in our BFSI segment. The increase in revenue from the Europe (excluding the UK) region was primarily attributable to higher revenues in all our segments and an appreciation of the Euro against the US dollar by an average of 4.1% for fiscal 2024 as compared to the average exchange rate for fiscal 2023. The increase in revenue in the North America (primarily the US) region was primarily attributable to higher revenues in our BFSI and MRHP segments, partially offset by lower revenues in our HCLS and TSLU segments. The increase in revenue from the rest of world region was primarily attributable to higher revenues in all our segments. The increase in revenue from the Australia region was primarily attributable to higher revenues in our BFSI, TSLU and MRHP segments, partially offset by lower revenues in our HCLS segment, and a depreciation of the Australian dollar against the US dollar by an average of 4.0% for fiscal 2024, as compared to the average exchange rate in fiscal 2023. The decrease in revenue from the South Africa region was primarily attributable to lower revenues in our TSLU segment and a depreciation of the South African rand against the US dollar by an average of 10.3% for fiscal 2024, as compared to the average exchange rate in fiscal 2023, partially offset by higher revenues in our MRHP and BFSI segments.

Revenue Less Repair Payments (non-GAAP)

The following table sets forth our revenue less repair payments (non-GAAP) and percentage change in revenue less repair payments (non-GAAP) for the periods indicated:

	Year ended March 31,		Change	% Change
	2024	2023		
Revenue less repair payments (non-GAAP)	\$1,284.3	\$1,162.0	\$122.2	10.5%

The increase in revenue less repair payments (non-GAAP) of \$122.2 million was primarily attributable to an increase in revenue less repair payments (non-GAAP) from existing clients of \$143.4 million, (including revenue of \$46.8 million from Vuram, The Smart Cube and OptiBuy which we acquired on July 1, 2022, December 16, 2022 and December 14, 2022, respectively) and an appreciation of the pound sterling and the Euro by an average of 4.2% and 4.1%, respectively, against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023. The increase was partially offset by lower revenue less repair payments (non-GAAP) from new clients of \$18.3 million and a higher hedging loss on our revenue by \$2.8 million to a loss of \$5.0 million in fiscal 2024 from a loss of \$2.2 million in fiscal 2023. The increase in revenue was primarily attributable to higher revenues in our BFSI, MRHP and TSLU segments, partially offset by lower revenues in our HCLS segment. The decrease in revenues in our HCLS segment was in part attributable to the ramp-down of a large healthcare process for a client.

Revenue Less Repair Payments (non-GAAP) by Geography

The following table sets forth the composition of our revenue less repair payments (non-GAAP) based on the location of our clients in our key geographies for the periods indicated:

	Revenue less repair payments (non-GAAP)		As a percentage of revenue less repair payments (non-GAAP)	
	Year ended March 31,		2024	2023
	2024	2023		
	(US dollars in millions)			
North America (primarily the US)	\$ 623.4	\$ 602.5	48.5%	51.8%
UK	335.9	288.8	26.2%	24.9%
Europe (excluding the UK)	109.2	86.5	8.5%	7.4%
Australia	86.0	74.7	6.7%	6.4%
South Africa	13.4	13.5	1.0%	1.2%
Rest of world	116.4	96.0	9.1%	8.3%
Total	\$ 1,284.3	\$ 1,162.0	100.0%	100.0%

The increase in revenue less repair payments (non-GAAP) from the UK region was primarily attributable to higher revenue less repair payments (non-GAAP) in all our segments and an appreciation of the pound sterling against the US dollar by an average of 4.2% for fiscal 2024 as compared to the average exchange rate for fiscal 2023. The increase in revenue less repair payments (non-GAAP) from the Europe (excluding the UK) region was primarily attributable to higher revenue less repair payments (non-GAAP) in all our segments and an appreciation of the Euro against the US dollar by an average of 4.1% for fiscal 2024 as compared to the average exchange rate for fiscal 2023. The increase in revenue less repair payments (non-GAAP) in the North America (primarily the US) region was primarily attributable to higher revenue less repair payments (non-GAAP) in our BFSI and MRHP segments, partially offset by lower revenue less repair payments (non-GAAP) in our HCLS and TSLU segments. The increase in revenue less repair payments (non-GAAP) from the rest of world region was primarily attributable to higher revenue less repair payments (non-GAAP) in all our segments. The increase in revenue less repair payments (non-GAAP) from the Australia region was primarily attributable to higher revenue less repair payments (non-GAAP) in our BFSI, TSLU and MRHP segments, partially offset by lower revenue less repair payments (non-GAAP) in our HCLS segment, and a depreciation of the Australian dollar against the US dollar by an average of 4.0% for fiscal 2024, as compared to the average exchange rate in fiscal 2023. The decrease in revenue less repair payments (non-GAAP) from the South Africa region was primarily attributable to lower revenue less repair payments (non-GAAP) in our TSLU segment and a depreciation of the South African rand against the US dollar by an average of 10.3% for fiscal 2024, as compared to the average exchange rate in fiscal 2023, partially offset by higher revenue less repair payments (non-GAAP) in our MRHP and BFSI segments.

Cost of Revenue

The following table sets forth the composition of our cost of revenue for the periods indicated:

	Year ended March 31,		Change
	2024	2023	
	(US dollars in millions)		
Employee costs	\$ 627.9	\$ 578.3	\$ 49.7
Repair payments	39.1	62.2	(23.1)
Facilities costs	80.7	67.5	13.3
Depreciation	54.9	48.7	6.3
Legal and professional costs	12.2	12.4	(0.2)
Travel costs	8.6	7.3	1.2
Other costs	21.4	25.2	(3.7)
Total cost of revenue	\$ 844.9	\$ 801.5	\$ 43.4
As a percentage of revenue	63.8%	65.5%	

The increase in cost of revenue was primarily due to higher employee costs on account of higher headcount (including headcount from Vuram, The Smart Cube and OptiBuy, which we acquired on July 1, 2022, December 16, 2022 and December 14, 2022, respectively), wage inflation and higher facilities running costs due to an increase in facilities utilization (as our employees gradually returned to the office); higher travel costs due to increased travel on account of the easing of COVID-19 related travel restrictions in most countries and an appreciation of the pound sterling and the Euro against the US dollar by an average of 4.2% and 4.1% respectively in fiscal 2024 as compared to the average exchange rate in fiscal 2023 which resulted in an increase in our cost by approximately \$1.4 million. These increases were partially offset by (i) lower other costs primarily lower sub-contracting costs (primarily due to the ramp-down of a large healthcare process for a client) (ii) the depreciation of the Indian rupee, the Philippine peso and the South African rand against the US dollar by an average of 3.1%, 1.0% and 10.3%, respectively, for fiscal 2024, as compared to the respective average exchange rates for fiscal 2023, which resulted in a decrease in our cost of revenue by approximately \$15.9 million. Further, the cost of revenue associated with COVID-19 related business continuity costs, such as costs arising from the provision of accommodation to our employees, rental laptops and WIFI dongles, which are devices that allow remote access via the Internet, as we shifted to a “hybrid” model, decreased by \$3.1 million to \$2.2 million in fiscal 2024 as compared to \$5.3 million in fiscal 2023.

Gross Profit

The following table sets forth our gross profit for the periods indicated:

	Year ended March 31,		Change
	2024	2023	
	(US dollars in millions)		
Gross profit	\$ 478.4	\$ 422.7	\$ 55.7
As a percentage of revenue	36.2%	34.5%	
As a percentage of revenue less repair payments (non-GAAP)	37.3%	36.4%	

Gross profit as a percentage of revenue increased in fiscal 2024 from fiscal 2023, due to a higher revenue as discussed above.

Gross profit as a percentage of revenue less repair payments (non-GAAP) increased in fiscal 2024 from fiscal 2023, primarily due to a higher revenue less repair payments (non-GAAP) as discussed above.

During fiscal 2024, our built up seats increased by 11.8% from 37,222 as at the end of fiscal 2023 to 41,599 as at the end of fiscal 2024 due to the expansion of facilities in the Philippines and South Africa and new facilities added in Chennai, Gurgaon, Hyderabad and Vizag in India. The increase was partially offset by surrender of facilities in Romania, South Africa and Chennai in India. Our total headcount increased by 0.6% from 59,755 as at March 31, 2023 to 60,125 as at March 31, 2024, in line with the increase in revenue generation by such hires.

For further information, see notes (1) and (2) to the table presenting certain operating data in “— Operating Data” above.

Selling and Marketing Expenses

The following table sets forth the composition of our selling and marketing expenses for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	(US dollars in millions)		
Employee costs	\$ 62.1	\$ 51.7	\$ 10.4
Other costs	16.2	11.8	4.4
Total selling and marketing expenses	\$ 78.3	\$ 63.5	\$ 14.9
As a percentage of revenue	5.9%	5.2%	
As a percentage of revenue less repair payments (non-GAAP)	6.1%	5.5%	

The increase in our selling and marketing expenses was primarily due to an increase in employee costs due to wage inflation and higher share-based compensation costs and an increase in other costs due to higher marketing costs and higher travel costs and an appreciation of the the pound sterling against the US dollar by an average of 4.2% in fiscal 2024, as compared to the average exchange rates in fiscal 2023 which resulted in an increase of selling and marketing expenses by approximately \$0.7 million.

General and Administrative Expenses

The following table sets forth the composition of our general and administrative expenses for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	(US dollars in millions)		
Employee costs	\$ 141.3	\$ 130.8	\$ 10.5
Other costs	42.3	38.6	3.8
Total general and administrative expenses	\$ 183.6	\$ 169.3	\$ 14.3
As a percentage of revenue	13.9%	13.8%	
As a percentage of revenue less repair payments (non-GAAP)	14.3%	14.6%	

The increase in general and administrative expenses was primarily due to an increase in employee costs due to higher salaries on account of higher headcount (including headcount from Vuram, The Smart Cube and OptiBuy, which we acquired on July 1, 2022, December 16, 2022 and December 14, 2022, respectively) and wage inflation and an increase in other costs due to higher travel costs and costs related to the termination of our ADS facility and the listing of ordinary shares directly on the NYSE and costs associated with the transition to voluntarily filing as a domestic issuer reporting under US GAAP, partially offset by the depreciation of the Indian rupee and the South African rand against the US dollar by an average of 3.0% and 10.3%, respectively, for fiscal 2024 as compared to the average exchange rates for fiscal 2023, which reduced our general and administrative expenses by approximately \$2.6 million.

Foreign Exchange Loss / (Gain), Net

The following table sets forth our foreign exchange loss / (gain), net for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	(US dollars in millions)		
Foreign exchange loss/ (gain), net	\$ (0.7)	\$ (1.0)	\$ 0.3

We recorded foreign exchange gain of \$0.7 million in fiscal 2024, primarily on account of a revaluation gain of \$0.7 million as compared to a foreign exchange gain of \$1.0 million in fiscal 2023, primarily on account of a revaluation gain of \$1.0 million.

Impairment of Intangible assets

The following table sets forth our impairment of intangible assets for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	(US dollars in millions)		
Impairment of Intangible assets	\$ 30.9	\$ —	\$ 30.9

We recorded Impairment of Intangible Assets of \$30.9 million in fiscal 2024, primarily on account of an impairment charge to the customer relationship intangible related to our large HCLS client termination.

Amortization of Intangible Assets

The following table sets forth our amortization of intangible assets for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	(US dollars in millions)		
Amortization of intangible assets	\$ 33.0	\$ 23.6	\$ 9.4

The increase in amortization of intangible assets was primarily attributable to the amortization of intangibles assets associated with our acquisition of Vuram (which we acquired in July 2022), The Smart Cube (which we acquired in December 2022) and OptiBuy (which we acquired in December 2022) and amortization of intangible assets associated with the business transfer from a large insurance company (in October 2022). This increase was partially offset by the completion of the amortization of certain intangible assets associated with our Fusion acquisition.

Operating Profit

The following table sets forth our operating profit for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	(US dollars in millions)		
Operating profit	\$ 153.3	\$ 167.3	\$(14.1)
As a percentage of revenue	11.6%	13.7%	
As a percentage of revenue less repair payments (non-GAAP)	11.9%	14.4%	

Operating profit as a percentage of revenue was lower in fiscal 2024 as compared to fiscal 2023 notwithstanding higher revenues in fiscal 2024 due to higher selling and marketing expenses, general and administrative expenses, impairment of intangibles and amortization of intangible assets and lower foreign exchange gains as a percentage of revenue, partially offset by lower cost of revenue as a percentage of revenue.

Operating profit as a percentage of revenue less repair payments (non-GAAP) was lower in fiscal 2024 from fiscal 2023 notwithstanding higher revenues less repair payments (non-GAAP) in fiscal 2024 due to higher selling and marketing expenses, impairment of intangibles and amortization of intangible assets and lower foreign exchange gains as a percentage of revenue, partially offset by lower cost of revenue and general and administrative expenses, as a percentage of revenue less repair payments (non-GAAP).

Other Income, net

The following table sets forth our other income, net for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	<u>(US dollars in millions)</u>		
Other income, net	\$ (39.4)	\$ (16.0)	\$ (23.4)

Other income, net was higher primarily due to the write back of the contingent consideration related to our acquisition of Vuram, which we acquired in July 2022.

Finance Expense

The following table sets forth our finance expense for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	<u>(US dollars in millions)</u>		
Finance expense	\$ 29.1	\$ 18.8	\$ 10.3

Finance expense increased primarily due to higher interest on the right of use assets under IFRS 16, and higher interest on long-term loans taken for general corporate purposes and for the acquisition of The Smart Cube and an increase in the fair value of contingent considerations relating to our acquisitions.

Income Tax Expense

The following table sets forth our income tax expense for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	<u>(US dollars in millions)</u>		
Income tax expense	\$ 23.4	\$ 27.2	\$ (3.8)

The decrease in income tax expense was primarily due to a one time reversal of deferred tax liability of \$9.5 million on intangibles, offset by an overall increase in taxable profit and an increase in tax rate in UK in fiscal 2024 and further offset by one-time deferred tax asset benefit of \$1.7 million due to recognition of previously unrecognized deferred tax assets in fiscal 2023.

Profit After Tax

The following table sets forth our profit after tax for the periods indicated:

	<u>Year ended March 31,</u>		<u>Change</u>
	<u>2024</u>	<u>2023</u>	
	<u>(US dollars in millions)</u>		
Profit after tax	\$ 140.1	\$ 137.3	\$ 2.8
As a percentage of revenue	10.6%	11.2%	
As a percentage of revenue less repair payments (non-GAAP)	10.9%	11.8%	

The decrease in profit after tax as a percentage of revenue as well as a percentage of revenue less repair payments (non-GAAP) was primarily on account of lower operating profit as a percentage of revenue and lower operating profit as a percentage of revenue less repair payments (non-GAAP) and higher finance expense, partially offset by higher other income and lower income tax expense, as explained above.

Fiscal 2023 Compared to Fiscal 2022

For a discussion of our results in fiscal 2023 compared to fiscal 2022, please see “Part I — Item 5. Operating and Financial Review and Prospects — Results of Operations — Fiscal 2023 Compared to Fiscal 2022” contained in our Annual Report on Form 20-F for fiscal 2022 filed with the SEC on May 16, 2023.

Results by Reportable Segment

For purposes of evaluating operating performance and allocating resources, we have organized our company by operating segments. See Note 28 to our consolidated financial statements included elsewhere in this annual report. For financial statement reporting purposes, we aggregate the segments that meet the criteria for aggregation as set forth in IFRS 8 “*Operating Segments*” (“IFRS 8”).

The Company provides business process management services. Effective April 1, 2023, the Company adopted a new organizational structure featuring four “SBUs”, each headed by a chief business officer. Under the new organizational structure, the Company combined its prior verticals into the four SBUs. The new structure is intended to help drive improved outcomes for global clients and enable the Company to better drive business synergies, enhance scalability, generate operating leverage, and create organizational depth. The Company now manages and reports financial information through its four SBUs, which reflects how management reviews financial information and makes operating decisions.

The SBUs’ performance is reviewed by the Group Chief Executive Officer, who has been identified as the Chief Operating decision Maker (“CODM”) as defined by IFRS 8, “Operating Segments”. The CODM evaluates the Company’s performance and allocates resources based on revenue growth and operating performance of SBUs. The Company’s operating segments, effective April 1, 2023, are as follows:

- TSLU: Travel and leisure, shipping and logistics and utilities;
- MRHP: Diversified businesses (including manufacturing, retail and CPG, media and entertainment, and telecommunication), hi-tech and professional services, and procurement;
- HCLS: Healthcare and life sciences; and
- BFSI: Banking and financial services.

The Company uses revenue less repair payments (non-GAAP) as a primary measure to allocate resources and measure segment performance. Revenue less repair payments is a non-GAAP measure which is calculated as (a) revenue less (b) in the Company's BFSI SBU, payments to repair centers for "Fault" repair cases where the Company acts as the principal in its dealings with the third party repair centers and its clients.

The CODM does not evaluate certain operating expenses, finance expense, other income, net and income taxes by segment, therefore the Company does not allocate these expenses by segment.

The segment results for the year ended March 31, 2024 are as follows:

(US dollars in millions)	TSLU	MRHP	HCLS	BFSI	Reconciling item ⁽³⁾	Total
Revenue from external customers						
Segment Revenue	\$406.1	\$319.3	\$165.9	\$461.9	\$ (29.8)	\$1,323.4
Payments to repair centers	—	—	—	39.1	—	39.1
Revenue less repair payments (non-GAAP)	406.1	319.3	165.9	422.8	(29.8)	1,284.3
Adjusted cost of revenue ⁽¹⁾⁽²⁾	234.6	183.2	113.3	258.0	6.7	795.8
Segment gross profit	171.5	136.1	52.6	164.8	(36.5)	488.5
Other costs						219.6
Other income, net						(39.4)
Finance expense						29.1
Impairment of intangible assets						30.9
Amortization of intangible assets						33.0
Share-based compensation expense						51.7
Income- tax expense						23.4
Profit after tax						\$ 140.1

(1) Excludes share-based compensation expense.

(2) Adjusted cost of revenue under reconciling items includes inter and intra segment eliminations and unallocated expenses.

(3) Revenue under reconciling items includes inter and intra segment eliminations and impact of foreign exchange fluctuations.

The segment results for the year ended March 31, 2023 are as follows:

(US dollars in millions)	<u>TSLU</u>	<u>MRHP</u>	<u>HCLS</u>	<u>BFSI</u>	<u>Reconciling item ⁽³⁾</u>	<u>Total</u>
Revenue from external customers						
Segment Revenue	\$376.2	\$278.2	\$187.4	\$406.4	\$ (23.9)	\$1,224.3
Payments to repair centers	—	—	—	62.2	—	62.2
Revenue less repair payments (non-GAAP)	<u>376.2</u>	<u>\$278.2</u>	<u>\$187.4</u>	<u>344.2</u>	<u>(23.9)</u>	<u>1,162.0</u>
Adjusted cost of revenue ^{(1) (2)}	<u>223.0</u>	<u>168.5</u>	<u>134.0</u>	<u>209.4</u>	<u>(3.7)</u>	<u>731.2</u>
Segment gross profit	153.2	109.7	53.3	134.8	(20.2)	430.8
Other costs						190.1
Other income, net						(16.0)
Finance expense						18.8
Impairment of intangible assets						—
Amortization of intangible assets						23.6
Share-based compensation expense						49.7
Income- tax expense						27.2
Profit after tax						<u>\$ 137.3</u>

(1) Excludes share-based compensation expense.

(2) Adjusted cost of revenue under reconciling items includes inter and intra segment eliminations and unallocated expenses.

(3) Revenue under reconciling items includes inter and intra segment eliminations and impact of foreign exchange fluctuations.

TSLU

Segment Revenue

Fiscal 2024 Compared to Fiscal 2023

Revenue and revenue less repair payments (non-GAAP) in the TSLU segment increased by 8.0% to \$406.1 million in fiscal 2024 from \$376.2 million in fiscal 2023. This increase was primarily attributable to the increase in revenues for existing clients by \$26.4 million and revenue from new clients of \$3.5 million and an appreciation of the pound sterling and the Euro by an average of 4.2% and 4.1%, respectively, in each case against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023. The increase was partially offset by a depreciation of the Australian dollar and the South African rand by an average of 4.0% and 10.3% respectively, in each case against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023.

Fiscal 2023 Compared to Fiscal 2022

Revenue and revenue less repair payments (non-GAAP) in the TSLU segment increased by 18.5% to \$376.2 million in fiscal 2023 from \$317.4 million in fiscal 2022. This increase was primarily attributable to the increase in revenues for existing clients by \$49.7 million and revenue from new clients of \$9.1 million. The increase was partially offset by a depreciation of the pound sterling, the Euro, Australian dollar and the South African rand by an average of 11.8%, 10.4%, 7.3% and 14.4% respectively, in each case against the US dollar in fiscal 2023, as compared to the respective average exchange rates in fiscal 2022.

Segment Gross Profit

Fiscal 2024 Compared to Fiscal 2023

Segment gross profit in the TSLU segment increased by 12.0% to \$171.5 million in fiscal 2024 from \$153.2 million in fiscal 2023. The increase was primarily attributable to higher segment revenue, partially offset by higher cost of revenue primarily higher employee cost on account of wage inflation and higher facilities running costs due to an increase in facilities utilization (as our employees gradually returned to the office) and higher travel cost.

Fiscal 2023 Compared to Fiscal 2022

Segment gross profit in the TSLU segment increased by 31.0% to \$153.2 million in fiscal 2023 from \$117.0 million in fiscal 2022. The increase was primarily attributable to higher segment revenue, partially offset by higher cost of revenue primarily higher employee cost on account higher headcount and wage inflation, higher facilities running costs due to an increase in facilities utilization (as our employees gradually returned to the office) and higher travel cost.

MRHP

Segment Revenue

Fiscal 2024 Compared to Fiscal 2023

Revenue and revenue less repair payments (non-GAAP) in the MRHP segment increased by 14.7% to \$319.3 million in fiscal 2024 from \$278.2 million in fiscal 2023. This increase was primarily attributable to the increase in revenues for existing clients by \$31.9 million and revenue from new clients of \$9.4 million and an appreciation of the pound sterling and the Euro by an average of 4.2% and 4.1%, respectively, in each case against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023. The increase was partially offset by a depreciation of the Australian dollar by an average of 4.0% against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023.

Fiscal 2023 Compared to Fiscal 2022

Revenue and revenue less repair payments (non-GAAP) in the MRHP segment increased by 27.8% to \$278.2 million in fiscal 2023 from \$217.7 million in fiscal 2022. This increase was primarily attributable to the increase in revenues for existing clients by \$32.3 million and revenue from new clients of \$28.2 million. The increase was partially offset by a depreciation of the pound sterling, the Euro and Australian dollar by an average of 11.8%, 10.4% and 7.3%, in each case against the US dollar in fiscal 2023, as compared to the respective average exchange rates in fiscal 2022.

Segment Gross Profit

Fiscal 2024 Compared to Fiscal 2023

Segment gross profit in the MRHP segment increased by 24.0% to \$136.1 million in fiscal 2024 from \$109.7 million in fiscal 2023. The increase was primarily attributable to higher segment revenue, partially offset by higher cost of revenue primarily higher employee cost on account of higher headcount and wage inflation, higher facilities running costs due to an increase in facilities utilization (as our employees gradually returned to the office) and higher travel cost.

Fiscal 2023 Compared to Fiscal 2022

Segment gross profit in the MRHP segment increased by 39.4% to \$109.7 million in fiscal 2023 from \$92.1 million in fiscal 2022. The increase was primarily attributable to higher segment revenue, partially offset by higher cost of revenue primarily higher employee cost on account of higher headcount and wage inflation, higher facilities running costs due to an increase in facilities utilization (as our employees gradually returned to the office) and higher travel cost.

HCLS

Segment Revenue

Fiscal 2024 Compared to Fiscal 2023

Revenue and revenue less repair payments (non-GAAP) in the HCLS segment decreased by 11.5% to \$165.9 million in fiscal 2024 from \$187.4 million in fiscal 2023. This decrease was primarily attributable to the ramp-down of a large healthcare process for a client and a depreciation of the Australian dollar by an average of 4.0% against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023. The decrease was partially offset by an appreciation of the pound sterling and the Euro by an average of 4.2% and 4.1%, respectively, in each case against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023.

Fiscal 2023 Compared to Fiscal 2022

Revenue and revenue less repair payments (non-GAAP) in the HCLS segment decreased by 4.2% to \$187.4 million in fiscal 2023 from \$195.7 million in fiscal 2022. This decrease was primarily attributable to the ramp-down of a large healthcare process for a client and a depreciation of the pound sterling, the Euro and Australian dollar by an average of 11.8%, 10.4% and 7.3%, in each case against the US dollar in fiscal 2023, as compared to the respective average exchange rates in fiscal 2022.

Segment Gross Profit

Fiscal 2024 Compared to Fiscal 2023

Segment gross profit in the HCLS segment decreased by 1.3% to \$52.6 million in fiscal 2024 from \$53.3 million in fiscal 2023. The decrease was primarily attributable to lower segment revenue, partially offset by lower cost of revenue primarily lower employee cost on account of lower headcount.

Fiscal 2023 Compared to Fiscal 2022

Segment gross profit in the HCLS segment decreased by 16.3% to \$53.3 million in fiscal 2023 from \$63.7 million in fiscal 2022. The decrease was primarily attributable to lower segment revenue and higher cost of revenue primarily higher employee cost on account of wage inflation.

BFSI

Segment Revenue

Fiscal 2024 Compared to Fiscal 2023

Revenue in the BFSI segment increased by 13.6% to \$461.9 million in fiscal 2024 from \$406.4 million in fiscal 2023. This increase was primarily attributable to the increase in revenues for existing clients by \$43.7 million and revenue from new clients of \$11.6 million and an appreciation of the pound sterling and the Euro by an average of 4.2% and 4.1%, respectively, in each case against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023. The increase was partially offset by a depreciation of the Australian dollar by an average of 4.0% against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023.

Revenue less repair payments (non-GAAP) in the BFSI segment increased by 22.8% to \$422.8 million in fiscal 2024 from \$344.2 million in fiscal 2023. This increase was primarily attributable to the increase in revenues for existing clients by \$66.9 million and revenue from new clients of \$11.6 million and an appreciation of the pound sterling and the Euro by an average of 4.2% and 4.1%, respectively, in each case against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023. The increase was partially offset by a depreciation of the Australian dollar by an average of 4.0% against the US dollar in fiscal 2024, as compared to the respective average exchange rates in fiscal 2023.

Fiscal 2023 Compared to Fiscal 2022

Revenue in the BFSI segment increased by 4.4% to \$406.4 million in fiscal 2023 from \$389.2 million in fiscal 2022. This increase was primarily attributable to the increase in revenues from new clients of \$32.0 million. The increase was partially offset by a depreciation of the pound sterling, the Euro and Australian dollar by an average of 11.8%, 10.4% and 7.3%, in each case against the US dollar in fiscal 2023, as compared to the respective average exchange rates in fiscal 2022 and lower revenues from existing clients by \$14.8 million.

Revenue less repair payments (non-GAAP) in the BFSI segment increased by 12.4% to \$344.2 million in fiscal 2023 from \$306.2 million in fiscal 2022. This increase was primarily attributable to the increase in revenues for existing clients for \$6.8 million and increase in revenue from new clients of \$31.1 million. The increase was partially offset by a depreciation of the pound sterling, the Euro and Australian dollar by an average of 11.8%, 10.4% and 7.3%, in each case against the US dollar in fiscal 2023, as compared to the respective average exchange rates in fiscal 2022.

Segment Gross Profit

Fiscal 2024 Compared to Fiscal 2023

Segment gross profit in the BFSI segment increased by 22.3% to \$164.8 million in fiscal 2024 from \$134.8 million in fiscal 2023. The increase was primarily attributable to higher segment revenue, partially offset by higher cost of revenue primarily higher employee cost on account of higher headcount and wage inflation, higher facilities running costs due to an increase in facilities utilization (as our employees gradually returned to the office) and higher travel cost.

Fiscal 2023 Compared to Fiscal 2022

Segment gross profit in the BFSI segment increased by 10.3% to \$134.8 million in fiscal 2023 from \$122.2 million in fiscal 2022. The increase was primarily attributable to higher segment revenue, partially offset by higher cost of revenue primarily higher employee cost on account of higher headcount and wage inflation, higher facilities running costs due to an increase in facilities utilization (as our employees gradually returned to the office) and higher travel cost.

Tax Assessment Orders

Transfer pricing regulations to which we are subject require that any international transaction among the WNS group enterprises be on arm's-length terms. We believe that the international transactions among the WNS group enterprises are on arm's-length terms. If, however, the applicable tax authorities determine that the transactions among the WNS group enterprises do not meet arm's-length criteria, we may incur increased tax liability, including accrued interest and penalties. This would cause our tax expense to increase, possibly materially, thereby reducing our profitability and cash flows. We have signed an advance pricing agreement with the Government of India providing for the agreement on transfer pricing matters over certain transactions covered thereunder for a period of five years starting from April 2018. We have filed an application with the Government of India for the renewal of the advance pricing agreement on similar terms for another five years starting from April 2023. The applicable tax authorities may also disallow deductions or tax holiday benefits claimed by us and assess additional taxable income on us in connection with their review of our tax returns.

From time to time, we receive orders of assessment from the Indian tax authorities assessing additional taxable income on us and/or our subsidiaries in connection with their review of our tax returns. We currently have orders of assessment for fiscal 2003 through fiscal 2020 pending before various appellate authorities. These orders assess additional taxable income that could in the aggregate give rise to an estimated ₹343.8 million (\$4.1 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹49.1 million (\$0.6 million based on the exchange rate on March 31, 2024).

The following sets forth the details of these orders of assessment:

Entity	Tax year(s)	Amount demanded (including interest)		Interest on amount Demanded	
		₹	\$	₹	\$
Permanent establishment of WNS North America Inc ("WNS NA Inc") in India	Fiscal 2003	0.1	(0.1) ⁽¹⁾	—	—
Permanent establishment of WNS NA Inc and WNS Global Services UK Limited ("WNS UK") in India	Fiscal 2004	8.1	(0.1) ⁽¹⁾	—	—
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2005	4.1	(0.1) ⁽¹⁾	—	—
WNS Global	Fiscal 2006	29.8	(0.4) ⁽¹⁾	7.7	(0.1) ⁽¹⁾
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2006	13.2	(0.2) ⁽¹⁾	5.6	(0.1) ⁽¹⁾
Permanent establishment of WNS NA Inc. and WNS UK in India	Fiscal 2007	23.1	(0.3) ⁽¹⁾	5.4	(0.1) ⁽¹⁾
WNS Global	Fiscal 2009	55.2	(0.6) ⁽¹⁾	—	—
WNS Business Consulting Services Private Limited ("WNS BCS")	Fiscal 2010	1.0	(0.1) ⁽¹⁾	—	—
Permanent establishment of WNS NA Inc in India	Fiscal 2011	31.0	(0.4) ⁽¹⁾	9.9	(0.1) ⁽¹⁾
WNS Global	Fiscal 2016	45.2	(0.4) ⁽¹⁾	20.50	(0.2) ⁽¹⁾
WNS Global	Fiscal 2020	133.0	(1.4) ⁽¹⁾	—	—
Total		₹ 343.8	\$ (4.1)⁽¹⁾	₹ 49.1	\$ (0.6)⁽¹⁾

Note:

(1) Based on the exchange rate as at March 31, 2024.

The aforementioned orders of assessment allege that the transfer prices we applied to certain of the international transactions between WNS Global or WNS BCS (each of which is one of our Indian subsidiaries), as the case may be, and our other wholly-owned subsidiaries named above were not on arm's-length terms, disallow a tax holiday benefit claimed by us, deny the set off of brought forward business losses and unabsorbed depreciation and disallow certain expenses claimed as tax deductible by WNS Global or WNS BCS, as the case may be. As at March 31, 2024, we have provided a tax reserve of ₹774.3 million (\$9.3 million based on the exchange rate on March 31, 2024) primarily on account of the Indian tax authorities' denying the set-off of brought forward business losses and unabsorbed depreciation. We have appealed against these orders of assessment before higher appellate authorities.

In addition, we currently have orders of assessment pertaining to similar issues that have been decided in our favor by appellate authorities, vacating tax demands of ₹6,907.0 million (\$82.8 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹2,457.1 million (\$29.5 million based on the exchange rate on March 31, 2024). The income tax authorities have filed or may file appeals against these orders at higher appellate authorities.

In case of disputes, the Indian tax authorities may require us to deposit with them all or a portion of the disputed amounts pending resolution of the matters on appeal. Any amount paid by us as deposits will be refunded to us with interest if we succeed in our appeals. We have deposited ₹904.1 million (\$10.8 million based on the exchange rate on March 31, 2024) of the disputed amount with the tax authorities and may be required to deposit the remaining portion of the disputed amount with the tax authorities pending final resolution of the respective matters.

As at March 31, 2024, corporate tax returns for fiscal year 2021 and thereafter remain subject to examination by tax authorities in India.

After consultation with our Indian tax advisors and based on the facts of these cases, legal opinions from counsel on certain matters, the nature of the tax authorities' disallowances and the orders from appellate authorities deciding similar issues in our favor in respect of assessment orders for earlier fiscal years, we believe these orders are unlikely to be sustained at the higher appellate authorities and we intend to vigorously dispute the orders of assessment.

In addition, we currently have orders of assessment outstanding for various years pertaining to pre-acquisition period of Smart Cube India Private Limited acquired in fiscal 2023, which assess additional taxable income that could in the aggregate give rise to an estimated ₹63.2 million (\$0.8 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹31.1 million (\$0.4 million based on the exchange rate on March 31, 2024). These orders of assessment disallow tax holiday benefit claimed by Smart Cube India Private Limited. Smart Cube India Private Limited has appealed against these orders of assessment before higher appellate authorities.

We have received orders of assessment from the VAT, service tax and GST authorities, demanding payment of ₹244.1 million (\$2.9 million based on the exchange rate on March 31, 2024) towards VAT, service tax and GST for the period April 1, 2014 to March 31, 2020. The tax authorities have rejected input tax credit on certain types of input services. Based on consultations with our tax advisors, we believe these orders of assessments will more likely than not be vacated by the higher appellate authorities and we intend to dispute the orders of assessments.

In 2016, we also received an assessment order from the Sri Lankan Tax Authority, demanding payment of LKR 25.2 million (\$0.1 million based on the exchange rate on March 31, 2024) in connection with the review of our tax return for fiscal year 2012. The assessment order challenges the tax exemption that we have claimed for export business. We have filed an appeal against the assessment order with the Sri Lankan Tax Appeal Commission in this regard.

Based on consultations with our tax advisors, we believe this order of assessment will more likely than not be vacated by the higher appellate authorities and we intend to dispute the order of assessment. No assurance can be given, however, that we will prevail in our tax disputes. If we do not prevail, payment of additional taxes, interest and penalties may adversely affect our results of operations, financial condition and cash flows. There can also be no assurance that we will not receive similar or additional orders of assessment in the future.

Liquidity and Capital Resources

Our capital requirements are principally for the establishment of operating facilities to support our growth and acquisitions, to fund our debt repayment obligations, to fund our acquisitions and to fund the repurchase of ordinary shares under our share repurchase programs, as described in further detail below, see "— Share Repurchases." Our sources of liquidity include cash and cash equivalents and cash flow from operations, supplemented by equity and debt financing and bank credit lines as required.

As at March 31, 2024, we had cash and cash equivalents of \$87.4 million which were primarily held in Indian rupees, pound sterling, Sri Lankan Rupees, Philippine pesos, Romanian leu, US dollars, Australian dollars and South African rand. We typically seek to invest our available cash on hand in bank deposits and money market instruments. Our investments include primarily bank deposits, mutual funds which totaled \$156.8 million as at March 31, 2024.

As at March 31, 2024, we had \$139.2 million debt outstanding. We also had available lines of credit amounting to \$174.1 million, and \$40.0 million were drawn under these lines of credit, as discussed below. These limits can be utilized in accordance with the agreed terms and prevailing interest rates at the time of borrowing.

In July 2022, WNS (Mauritius) Limited obtained a term loan facility of \$80.0 million from The Hongkong and Shanghai Banking Corporation Limited, Hong Kong and Citibank N.A., Hong Kong Branch for general corporate purposes. The loan bears interest at a rate equivalent to the SOFR plus a margin of 1.20% per annum. WNS (Mauritius) Limited's obligations under the term loan are guaranteed by WNS. The term loan is secured by a pledge of shares of WNS (Mauritius) Limited held by WNS. The facility agreement for the term loan contains certain covenants, including restrictive covenants relating to our indebtedness and financial covenants relating to our EBITDA to debt service ratio and total net borrowings to EBITDA ratio, each as defined in the facility agreement. The loan matures in July 2027 and the principal is repayable in 10 semi-annual installments of \$8.0 million each. On January 9, 2023, July 11, 2023 and January 11, 2024 the Company made scheduled repayment of \$8.0 million each.

In December 2022, WNS UK obtained a term loan facility of £83.0 million (\$102.4 million based on the exchange rate on March 31, 2023) from The Hongkong and Shanghai Banking Corporation Limited, Hong Kong and Citibank N.A., UK Branch to fund our acquisition of The Smart Cube. The loan bears interest at a rate equivalent to the pound sterling overnight index average (“SONIA”) plus a margin of 1.25% per annum. WNS UK’s obligations under the term loan are guaranteed by WNS. The term loan is secured by a pledge of shares of WNS (Mauritius) Limited held by WNS. The facility agreement for the term loan contains certain covenants, including restrictive covenants relating to our indebtedness and financial covenants relating to our EBITDA to debt service ratio and total net borrowings to EBITDA ratio, each as defined in the facility agreement. The loan matures in December 2027 and the principal is repayable in 10 semi-annual installments of £8.3 million each. On June 16, 2023 and December 18, 2023 the Company made scheduled repayment of £8.3 million each.

- As at March 31, 2024, our Indian subsidiary, WNS Global, had an unsecured line of credit of ₹840 million (\$10.1 million based on the exchange rate on March 31, 2024) from The Hongkong and Shanghai Banking Corporation Limited, ₹600 million (\$7.2 million based on the exchange rate on March 31, 2024) from JP Morgan Chase Bank, N.A., ₹800 million (\$9.6 million based on the exchange rate on March 31, 2024) from Citibank N.A., ₹750 million (\$9.0 million based on the exchange rate on March 31, 2024) from Axis Bank, ₹600 million (\$7.2 million based on the exchange rate on March 31, 2024) from DBS Bank, ₹600 million (\$7.2 million based on the exchange rate on March 31, 2024) from HDFC Bank, ₹600 million (\$7.2 million based on the exchange rate on March 31, 2024) from ICICI Bank and ₹600 million (\$7.2 million based on the exchange rate on March 31, 2024) from Standard Chartered Bank for working capital purposes. Interest on these lines of credit would be determined on the date of the borrowing. These lines of credit generally can be withdrawn by the relevant lender at any time. As at March 31, 2024, there was no outstanding amount under this facility.
- As at March 31, 2024 WNS UK had a working capital facility of £30.0 million (\$37.9 million based on the exchange rate on March 31, 2024) from HSBC Bank plc. The working capital facility bears interest at Bank of England base rate plus a margin of 2.00% per annum. Interest is payable on a quarterly basis. The facility is subject to conditions to drawdown and can be withdrawn by the lender at any time by notice to the borrower. As at March 31, 2024, there was no outstanding amount under this facility.
- As at March 31, 2024 our South African subsidiary, WNS Global Services SA (Pty) Ltd., had an unsecured line of credit of ZAR 30.0 million (\$1.6 million based on the exchange rate on March 31, 2024) from The HSBC Bank plc. for working capital purposes. This facility bears interest at prime rate less a margin of 2.25% per annum. This line of credit can be withdrawn by the lender at any time. As at March 31, 2024, there was no outstanding amount under this facility.
- As at March 31, 2024, WNS North America Inc., had an unsecured line of credit of \$55.0 million from The HSBC Bank plc. for working capital purposes. This facility bears interest at prime rate or SOFR plus a margin of 1.65% per annum. This line of credit can be withdrawn by the lender at any time. As at March 31, 2024, \$40.0 million was utilized under this facility.
- As at March 31, 2024, WNS Global Services Philippines Inc. had an unsecured line of credit of \$15.0 million from The HSBC Bank plc. for working capital purposes. This line of credit can be withdrawn by the lender at any time. As at March 31, 2024, there was no outstanding amount under this facility.

In March 2017, our Mauritius subsidiary, WNS (Mauritius) Limited, obtained a term loan facility for \$84.0 million from HSBC Bank (Mauritius) Ltd. and Standard Chartered Bank, UK. The proceeds from this loan facility were used to finance our acquisition of HealthHelp. The loan bore interest at a rate equivalent to the three-month US dollar LIBOR plus a margin of 0.95% per annum. In connection with the term loan, we entered into interest rate swaps with banks to swap the variable portion of the interest based on the three-month US dollar LIBOR to a fixed rate of 1.9635%. WNS (Mauritius) Limited’s obligations under the term loan were guaranteed by WNS. The term loan was secured by a pledge of shares of WNS (Mauritius) Limited held by WNS. The facility agreement for the term loan contained certain covenants, including restrictive covenants relating to our indebtedness and financial covenants relating to our EBITDA to debt service ratio and total borrowings to EBITDA ratio, each as defined in the facility agreement. The loan matured in March 2022 and the principal was repayable in 10 semiannual installments of \$8.4 million each. On September 14, 2017, March 14, 2018, September 17, 2018, March 14, 2019, September 16, 2019, March 16, 2020, September 14, 2020, March 15, 2021, September 14, 2021 we made scheduled repayments of \$8.4 million each and on March 14, 2022 we repaid the final installment of \$8.4 million. As a result of our repayment of the final instalment, HSBC Bank (Mauritius) Limited released the pledge on shares of WNS (Mauritius) Limited.

As at March 31, 2024, bank guarantees amounting to \$0.9 million were provided on behalf of certain of our subsidiaries to regulatory authorities and other third parties.

Based on our current level of operations, we expect that our anticipated cash generated from operating activities, cash and cash equivalents on hand, and use of existing credit facilities will be sufficient to fund our estimated capital expenditures, share repurchases and working capital needs for the next 12 months. However, if our lines of credit were to become unavailable for any reason, we would require additional financing to fund our capital expenditures, share repurchases and working capital needs. We currently expect our capital expenditures needs in fiscal 2025 to be approximately \$65.0 million. The geographical distribution, timing and volume of our capital expenditures in the future will depend on new client contracts we may enter into or the expansion of our business under our existing client contracts. Our capital expenditure in fiscal 2024 amounted to \$54.3 million and our capital commitments (net of capital advances) as at March 31, 2024 were \$8.0 million. Of the capital expenditure incurred in fiscal 2024, approximately \$26.4 million was incurred in India, approximately \$12.1 million was incurred in South Africa, approximately \$9.1 million was incurred in the Philippines, approximately \$4.8 million was incurred in the US, approximately \$0.7 million was incurred in UK, approximately \$1.2 million was incurred in the rest of the world. Of the capital commitments of \$8.0 million, we plan to spend approximately \$3.0 million in India, approximately \$1.4 million in the Philippines, approximately \$1.9 million in South Africa, approximately \$1.7 million in the rest of the world.

Further, under the current challenging economic and business conditions as discussed under “— Global Economic Conditions” above, there can be no assurance that our business activity would be maintained at the expected level to generate the anticipated cash flows from operations. If the current market conditions deteriorate, we may experience a decrease in demand for our services, resulting in our cash flows from operations being lower than anticipated. If our cash flows from operations are lower than anticipated, including as a result of the ongoing downturn in the market conditions or otherwise, we may need to obtain additional financing to meet our debt repayment obligations and pursue certain of our expansion plans. Further, we may in the future make further acquisitions. If we have significant growth through acquisitions or require additional operating facilities beyond those currently planned to service new client contracts, we may also need to obtain additional financing. We believe in maintaining maximum flexibility when it comes to financing our business. We regularly evaluate our current and future financing needs. Depending on market conditions, we may access the capital markets to strengthen our capital position, and provide us with additional liquidity for general corporate purposes, which may include capital expenditures acquisitions, refinancing of indebtedness and working capital. If current market conditions deteriorate, we may not be able to obtain additional financing or any such additional financing may be available to us on unfavorable terms. An inability to pursue additional opportunities will have a material adverse effect on our ability to maintain our desired level of revenue growth in future periods.

The following table shows our cash flows in fiscal 2024 and 2023:

	Year ended March 31,	
	2024	2023
	(US dollars in millions)	
Net cash provided by operating activities	\$ 229.2	\$ 205.0
Net cash used in investing activities	\$ (26.5)	\$ (233.2)
Net cash provided by / (used in) financing activities	\$ (238.0)	\$ 63.0

Cash Flows from Operating Activities

Net cash provided by operating activities increased to \$229.2 million in fiscal 2024 from \$205 million in fiscal 2023. The increase in net cash provided by operating activities was attributable to an increase in profit as adjusted for non-cash and other items by \$34.0 million and an increase in cash inflow on account of working capital changes by \$11.3 million, which was partially offset by an increase in interest paid on our long-term debt and lease liabilities by \$11.9 million, an increase in taxes paid by \$7.1 million and a decrease in interest received by \$1.9 million.

The profit after tax as adjusted for non-cash and other items, primarily comprised the following: (i) profit after tax of \$140.1 million in fiscal 2024 as compared to \$137.3 million in fiscal 2023; (ii) impairment of intangible assets of \$30.9 million in fiscal 2024 as compared to \$nil in fiscal 2023; (iii) depreciation and amortization expense of \$89.7 million in fiscal 2024 as compared to \$73.8 million in fiscal 2023; (iv) interest expense of \$28.7 million in fiscal 2024 as compared to \$18.6 million in fiscal 2023; (v) unrealized loss on derivative instruments of \$1.5 million in fiscal 2024 as compared to an unrealized gain of \$2.4 million on derivative instruments in fiscal 2023; (vi) share-based compensation expense of \$51.7 million in fiscal 2024 as compared to \$49.7 million in fiscal 2023; (vii) interest income of \$3.5 million for fiscal 2024 as compared to \$5.3 million for fiscal 2023; (viii) allowances for expected credit losses of \$0.2 million for fiscal 2024 as compared to a reversal of allowance for expected credit losses of \$0.8 million for fiscal 2023 (ix) income from mutual fund of \$10.5 million in fiscal 2024 as compared to \$8.0 million in fiscal 2023; (x) income tax expense (current tax and deferred tax) of \$23.5 million in fiscal 2023 as compared to \$27.2 million in fiscal 2023; (xi) unrealized exchange gain of \$3.9 million in fiscal 2024 as compared to an unrealized exchange loss of \$2.2 million in fiscal 2023; (xii) reversal of contingent consideration of \$22.5 million in fiscal 2024 as compared to \$nil in fiscal 2023.

Cash outflow on account of working capital changes was \$28.6 million in fiscal 2024 as compared to \$39.9 million in fiscal 2023.

This was primarily on account of a decrease in cash outflow in relation to other assets by \$22.7 million, a decrease in relation to trade payables by \$7.3 million and a decrease in cash outflow in relation to contract liabilities by \$2.7 million, partially offset by a decrease in cash inflow in relation to other liabilities by \$14.1 million and an increase in cash outflow from trade receivables by \$7.3 million.

Cash Flows from Investing Activities

Net cash used in investing activities decreased to \$26.5 million in fiscal 2024 from \$233.2 million in fiscal 2023. This was primarily on account of net cash outflow of \$nil towards our acquisitions and business transfer made in fiscal 2024 as compared to \$312.8 million in fiscal 2023, partially offset by a cash outflow of \$54.3 million in fiscal 2024 towards the purchase of property and equipment (comprising mainly leasehold improvements, furniture and fixtures, office equipment and information technology equipment) and intangible assets (comprising computer software), as compared to \$45.0 million in fiscal 2023 and a net cash inflow of \$27.2 million from sale of mutual fund in fiscal 2024 as compared to a net cash inflow of \$66.3 million in fiscal 2023; and a net cash outflow (placement of fixed deposits, net of maturities) towards our fixed deposit investments of \$2.5 million in fiscal 2024 as compared to net cash inflow (maturity of fixed deposits, net of placements) of \$37.5 million in fiscal 2023 and profit of sale of mutual fund of \$3.8 million in fiscal 2024 as compared to \$7.7 million in fiscal 2023, and proceeds from redemption of investment in mutual fund of \$nil in fiscal 2024 as compared to \$12.3 million in fiscal 2023.

Cash Flows from Financing Activities

Net cash used in financing activities was \$238.0 million in fiscal 2024 as compared to a net cash provided by financing activities of \$63.0 million in fiscal 2023. This was primarily on account of cash outflow of \$215.3 million towards share repurchases in fiscal 2024 as compared to \$81.6 million in fiscal 2023 and a cash outflow of \$37.1 million towards repayment of long term debt in fiscal 2024 as compared to a cash inflow due to proceeds from long term debt (net of repayment of \$8.0 million) of \$172.9 million in fiscal 2023 partially offset by a cash inflow from availment of short term line of credit of \$40.3 million (net of repayment of \$67.3 million) in fiscal 2024 as compared to availment of short term line of credit of \$0.3 million (net of repayment of \$31.4 million) in fiscal 2023 and a cash outflow of \$26.5 million towards the principal payment of lease liabilities in fiscal 2024 as compared to \$28.1 million in fiscal 2023.

Contractual Obligations

Our principal commitments consist of expected principal cash payments relating to our obligations under operating leases for office space, which represent minimum lease payments for office space, and purchase obligations for property and equipment. The following table sets out our total future contractual obligations as at March 31, 2024 on a consolidated basis:

	Payments Due By Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
	(US dollars in millions)				
Trade payables	\$ 25.0	\$ 25.0	\$ —	\$ —	\$ —
Short-term line of credit	40.0	40.0	—	—	—
Long term debt (before netting off debt issuance costs)	139.8	37.0	73.9	29.0	—
Estimated interest payments ⁽¹⁾	17.3	7.9	8.5	0.9	—
Lease liabilities	250.0	42.3	74.7	58.8	74.2
Purchase obligations (net of capital advances)	8.0	8.0	—	—	—
Total	\$480.1	\$ 160.2	\$ 157.1	\$ 88.7	\$ 74.2

(1) Interest payments are based on effective interest rates as of March 31, 2024.

Research and Development

We have committed, and expect to continue to commit in the future, a portion of our resources to research and development. We are investing substantially in Triange, our “research, data, analytics and AI” practice, to strengthen our offerings to enable business growth and digital transformation for our clients. We collaborate with clients on their data driven transformation journey and enhance the returns on their analytics investments through our cloud-based AI/ML driven offerings and platforms with next-gen technologies.

Trend Information

Please refer to “—Results of Operations” for a discussion of the most recent trends in our services, sales and expenses by the end of fiscal 2024. In addition, please refer to discussions included therein for a discussion of known trends, uncertainties, demands, commitments or events that we believe are reasonably likely to have a material effect on our net sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information to be not necessarily indicative of our future operating results or financial condition.

Critical Accounting Estimates

The discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements included elsewhere in this annual report which have been prepared in accordance with IFRS, as issued by the IASB. Note 2 to our consolidated financial statements included elsewhere in this annual report describes our significant accounting policies and is an essential part of our consolidated financial statements.

We believe the following to be critical accounting estimates. By “critical accounting estimates,” we mean policies that are both important to our financial condition and financial results and require critical management judgments and estimates. Although we believe that our judgments and estimates are appropriate, actual future results may differ from our estimates.

i. Revenue recognition

Our determination of whether BPM services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment.

We provide automobile claims handling services, wherein we enter into contracts with its clients to process all their claims over the contract period and the fees are determined either on a per claim basis or as a fixed payment for the contract period. Where the contracts are on a per claim basis, we invoice the client at the inception of the claim process. We estimate the processing period for the claims and recognize revenue over the estimated processing period. This processing period generally ranges between one to two months. The processing time may be greater for new clients and the estimated service period is adjusted accordingly. The processing period is estimated based on historical experience and other relevant factors, if any.

ii. Current income taxes

The major tax jurisdictions for us are India, the Philippines, South Africa, UK, and US, though we also file tax returns in other foreign jurisdictions. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

iii. Deferred income taxes

The assessment of the probability of future taxable profit in which deferred tax assets can be utilized is based on our latest approved budget forecast, which is adjusted for significant non-taxable profit and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the numerous jurisdictions in which we operate are also carefully taken into consideration. If a positive forecast of taxable profit indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

iv. Impairment

An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to our assets within the next financial year. The calculation of impairment loss involves significant estimates and assumptions which include revenue and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate and future economic and market conditions.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

v. Valuation of derivative financial instruments

Management uses appropriate valuation techniques, such as binomial lattice model, in measuring the fair value of derivative financial instruments, where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

vi. Accounting for defined benefit plans

In accounting for pension and post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include expected return on plan assets, discount rate assumptions and rate of future compensation increases. To estimate these factors, actuarial consultants also use estimates such as withdrawal, turnover, and mortality rates which require significant judgment. The actuarial assumptions used by us may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

vii. Share-based compensation expense

The share-based compensation expense is determined based on our estimate of equity instruments that will eventually vest and valuation using the Monte-Carlo simulation and the binomial lattice model.

viii. Business combinations

Business combinations are accounted for using the acquisition method under the provisions of IFRS 3 (Revised), "*Business Combinations*."

The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued, and liabilities incurred at the date of acquisition. The cost of the acquisition also includes the fair value of any contingent consideration. Identifiable tangible and intangible assets acquired, and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

Contingent consideration liability is remeasured to fair value at each reporting date until the contingency is resolved, any changes in fair value are recognized in consolidated statement of income.

ix. Impairment of non-derivative financial assets

We apply the forward-looking ECL model for recognizing impairment loss on financial assets that are measured at amortized cost or at fair value through other comprehensive income ("FVOCI"). Loss allowance for trade receivables and unbilled revenue with no significant financing component are measured at an amount equal to lifetime ECL. We apply the simplified approach for determining the lifetime ECL allowance using our historical credit loss experience adjusted for factors that are specific to the debtor.

For all other financial assets, we recognize lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instruments has not increased significantly since the initial recognition, we measure the loss allowance for that financial instrument equal to 12-month ECL. The impairment assessment is performed annually and the amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain/loss under "General and administrative expenses" in the consolidated statement of income.

x. Leases

We determine the lease term as the non-cancellable period of a lease including any option to extend or terminate the lease, if the use of such option is reasonably certain. We make an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, we consider factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to operations, taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. We have applied an incremental borrowing rate for the purpose of computing lease liabilities based on the rate prevailing in respective geographies.

xi. Property and equipment

We depreciate property and equipment on a straight-line basis over the estimated useful lives of assets. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their useful lives. The estimated useful lives of assets are reviewed at least annually.

Share Repurchases

In fiscal 2021, our shareholders authorized a share repurchase program for the repurchase of up to 3,300,000 ADSs, at a price range of \$10 to \$110 per ADS. Pursuant to the terms of the repurchase program, our ADSs may be purchased in the open market from time to time for 36 months from April 1, 2021, the date the shareholders resolution approving the repurchase program was passed. We were not obligated under the repurchase program to repurchase a specific number of ADSs, and the repurchase program may be suspended at any time at our discretion. We held the shares underlying any such repurchased ADSs as treasury shares.

In fiscal 2022, we purchased 1,100,000 ADSs in the open market for a total consideration of \$85.0 million (including transaction costs) under the above-mentioned share repurchase program. We funded the repurchases under the repurchase program with cash on hand. In fiscal 2022, we cancelled 2,200,000 ADSs that were held as treasury shares for an aggregate cost of \$163.7 million (including share cancellation charges \$0.1 million). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$0.3 million and in share premium amounting to \$163.4 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

In fiscal 2023, we purchased 1,100,000 ADSs in the open market for a total consideration of \$81.6 million (including transaction costs) under the above-mentioned share repurchase program. We funded the repurchases under the repurchase program with cash on hand. In fiscal 2023, based on authorization from the Board of Directors, we cancelled 1,100,000 ADSs that were held as treasury shares for an aggregate cost of \$81.7 million (including share cancellation charges \$0.1 million). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$0.1 million and in share premium amounting to \$81.6 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

In fiscal 2024, we purchased 1,100,000 ADSs in the open market for a total consideration of \$85.6 million (including transaction costs) under the above-mentioned share repurchase program and concluded the program. We funded the repurchases under the repurchase program with cash on hand. In fiscal 2024, we received authorization from the Board of Directors to cancel, and cancelled, 1,100,000 ADSs that were held as treasury shares for an aggregate cost of \$85.7 million (including share cancellation charges). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$0.1 million and in share premium amounting to \$85.5 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

In fiscal 2024, our shareholders authorized a new share repurchase program for the repurchase of up to 3,300,000 of our ADSs, each representing one ordinary share, at a price range of \$10 to \$180 per ADS. Pursuant to the terms of the repurchase program, our ADSs may be purchased in the open market from time to time for 42 months from October 1, 2023 to March 31, 2027. We are not obligated under the repurchase program to repurchase a specific number of ADSs, and the repurchase program may be suspended at any time at our discretion. We may fund the repurchases with internal or external sources.

In fiscal 2024, we purchased 2,200,000 ADSs in the open market for a total consideration of \$129.7 million (including transaction costs) under the above-mentioned share repurchase program. In fiscal 2024, we received authorization from the Board of Directors to cancel, and cancelled, 2,200,000 ADSs that were held as treasury shares for an aggregate cost of \$129.8 million (including share cancellation charges \$0.1 million). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$0.3 million, in share premium amounting to \$41.1 million and in retained earnings amounting to \$88.4 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

From February 8, 2024 to May 10, 2024, we purchased 1,200,000 ADSs in the open market for a total consideration of \$71.5 million (including transaction costs) under the above-mentioned share repurchase program pursuant to a repurchase plan under Rule 10b5-1 of the Exchange Act that we entered into on February 2, 2024.

In March 2024, we terminated our ADS facility and exchanged outstanding ADSs for ordinary shares. Due to this termination, the remaining 1.1 million ADSs yet to be repurchased under the above share repurchase program have become unavailable for repurchase until we obtain an approval from our shareholders for repurchasing of an equivalent amount of ordinary shares. We will hold an extraordinary general meeting on May 30, 2024, at which shareholders will be requested to authorize the purchase of the remaining 1.1 million ordinary shares.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Executive Officers

Our Board of Directors consists of nine directors. The following table sets forth the name, age (as at March 31, 2024) and position of each of our directors and executive officers as at the date hereof.

<u>Name</u>	<u>Age</u>	
Directors		
Timothy L. Main ⁽¹⁾⁽²⁾	66	Non-Executive Chairman
Jason Liberty ⁽³⁾	48	Director
Keshav R. Murugesh	60	Director and Group Chief Executive Officer
Françoise Gri ⁽¹⁾⁽⁴⁾	66	Director
Keith Haviland ⁽⁵⁾	65	Director
Mario P. Vitale ⁽⁵⁾	68	Director
Lan Tu ⁽²⁾⁽⁶⁾	57	Director
Diane de Saint Victor ⁽¹⁾⁽²⁾	69	Director
Judy Marlinski ⁽⁵⁾	60	Director
Executive Officers		
Keshav R. Murugesh	60	Group Chief Executive Officer
Sanjay Puria	50	Group Chief Financial Officer
Swaminathan Rajamani	47	Chief People Officer

Notes:

- (1) Member of our Compensation Committee.
- (2) Member of our NCG & ESG Committee.
- (3) Chairman of our Audit Committee.
- (4) Chairperson of our NCG & ESG Committee.
- (5) Member of our Audit Committee.
- (6) Chairperson of our Compensation Committee.

Summarized below is relevant biographical information covering at least the past five years for each of our directors and executive officers.

Directors

Timothy L. Main was appointed to our Board of Directors in June 2021, and he also serves on our Compensation and NCG & ESG Committee. In September 2021, he was appointed as a Non-Executive Chairman of the Board. He serves on the Board of Quest Diagnostics as a Director, Chair of the Cybersecurity Committee and a member of the Audit & Finance and Governance committees. He also serves on the Board of Utopic Software. Most recently, he was a Trustee in Shorecrest Preparatory School. He has spent his entire career in the B2B services or outsourcing environment, including more than 25 years at Jabil, a leading provider of manufacturing services with a global operational footprint. He was the non-executive Chairman of the Board of Directors and a member of the Cyber Committee at Jabil Inc. During his tenure as Chief Executive Officer of Jabil, he led the company's transformation and growth through organic growth and strategic acquisitions. He has rich experience and a distinguished track record in international operations, corporate governance, vision and strategy, and technology-led growth. Mr. Main holds degrees from Michigan University and the Thunderbird School of Global Management. The business address of Mr. Main is 515, Madison Avenue, 8th Floor, New York, NY 10022, United States.

Françoise Gri was appointed to our Board of Directors in May 2015 and is the Chairperson of our NCG & ESG committee and a Member of Compensation Committee. She brings over 32 years of international business experience to WNS. She is a Board Member of Omnes Education (formerly INSEEC U), a private multidisciplinary higher education and research institution. She also serves as the Chairperson on Board of Maisons du Monde and a Director of Francaise Des Jeux. Most recently, she served as a Director on the Boards of Edenred, Credit Agricole & Credit Agricole Corporate & Investment Bank and as a chairperson of the Risk Committee at Crédit Agricole. She also served as Chief Executive Officer of Pierre & Vacances-Center Parcs Group, a European leader in local tourism. In her previous roles, she was Executive Vice President – France, and then for all of Southern Europe, at Manpower, Inc., a workforce solutions company which she joined in 2007. During her 26-year career at IBM, she served in various executive positions, being at last as the President and Country GM for IBM France. Ms. Gri has a Master of Science degree in computer engineering from Ecole Nationale Supérieure d'Informatique et Mathématiques Appliquées in Grenoble, France. The business address of Ms. Gri is Malta House, 36-38 Piccadilly, London, W1J 0DP.

Keith Haviland was appointed to our Board and Audit Committee in July 2017. He brings significant global technology and business experience to WNS, including strategic vision, executive leadership, operational execution and C-suite relationships. He spent 23 years with Accenture where he was a key founder of their offshore business model and technology global delivery network, establishing Accenture's centers in India and other locations. He later became responsible for all client-facing technology services including consulting, systems integration and outsourcing. He finished his tenure at Accenture in 2013 as Senior Managing Director of Technology Services and a member of their Global Leadership Council. Currently, Keith is an Emmy nominated and award winning film producer and the founder of Haviland Digital Limited, a company dedicated to creating award-winning intelligent film, television and digital media. He also serves on the board of several private companies, namely, Mission Control Productions Limited, Caravan Media Limited, 35 Yard Development Limited, Tin Goose Films Ltd and as the sole Director of Spacewoman Films Limited. He is also a limited partner at Space Capital Partners GP LLC, Space Capital II LP & Space Capital III. Mr. Haviland received a Master of Arts degree from Gonville and Caius College, Cambridge University in Mathematics and Management Science and is Fellow of the British Computer Society, a Fellow of the Institution of Engineering and Technology and a Liveryman of the Worshipful Company of Information Technologists. The business address of Mr. Haviland is Malta House, 36-38 Piccadilly, London, W1J 0DP.

Mario P. Vitale was appointed to the WNS's Board and Audit Committee in October 2017. He has over 42 years of experience in the insurance industry. Currently, Mr. Vitale serves as the Chief Executive Officer of Resilience Cyber Insurance Solutions, a startup of a cyber-insurance platform for insurance. He also serves as a CEO of Vitality Risk, LLC and as a Board Chairman of Resilience Bermuda (wholly subsidiary entity of Resilience Cyber Insurance Solutions). Most recently, he was also a member of the advisory board of Kalepa Insurance and Director on the Board of Broad Street Partners, an insurance brokerage Services Company. He also served as the Trustee of St John's University College of Insurance and as a Director of Growth source Academy, a non-profit organization. He was the Chief Executive Officer of Aspen Insurance, a leading specialty insurer. In his previous roles, he has been the Chief Executive Officer of Zurich Insurance Group's Global Corporate business in North America from October 2006 to March 2011 and the Chief Executive Officer of Willis North America from January 2000 to October 2006. He was the Chairman of the Board of Blue Marble, a micro-insurance company from February 2016 to April 2017. Mr. Vitale has a Bachelor of Arts degree in Risk Management from St. John's University — The Peter J. Tobin College of Business. The business address of Mr. Vitale is 515 Madison Avenue, 8th Floor, New York, NY 10022.

Jason Liberty was appointed to our Board of Directors in February 2020. Mr. Liberty is the Chairman of our Audit Committee. Mr. Liberty has over 26 years of finance experience and deep domain expertise in the travel and leisure vertical. Currently, Mr. Liberty is the Director, President and Chief Executive Officer for Royal Caribbean Cruises Ltd ("Royal Caribbean"). Since joining Royal Caribbean in 2005, Mr. Liberty has had many roles, most recently as Executive Vice President and Chief Financial Officer. In his former role he was responsible for overseeing their finance and accounting, strategy, shared service operations, technology, supply chain, port operations, legal and risk management functions. Before joining Royal Caribbean Cruises Ltd., he was a senior manager with KPMG, LLP. Mr. Liberty earned his Master of Business Administration degree from University of North Carolina at Chapel-Hill, Kenan-Flagler Business School. The business address of Mr. Liberty is 515 Madison Avenue, 8th Floor, New York, NY 10022.

Lan Tu was appointed to our Board in February 2022 and serves as the Chairperson of our Compensation and member of our NCG & ESG Committees. Currently, Ms. Tu is the Senior Independent Director on the board of Shawbrook Bank Ltd. and Shawbrook Group PLC and a member of the Nominations, Remuneration, Risk and Audit committees. She also serves as a Non-Executive Director on the Board of PayPoint Group plc and is a member of the Nomination and Remuneration committees together with the Audit committee. She serves as the Vice-Chair and Independent Lay member (director) on the Council/ Board of King's College London and is a member of its Remuneration, Audit and Risk committee and Staff and Culture Strategy committee. Ms. Tu is also a Director in Lonsdale Road Management Company Ltd. Ms. Tu brings more than 32 years of diverse business experience to WNS, especially in strategic growth and financial services. She also served as the first chief executive officer of Virgin Money Investments and as a Non-Executive Director at Arrow Global Group plc. Ms. Tu's prior experience includes serving as the Chief Strategy Officer at ABRDN plc. She spent 12 years at American Express in a variety of roles. She began her career at McKinsey & Company in its London office. Ms. Tu holds a Master of Business Administration degree from Harvard Business School and a Joint Honors Bachelor of Science degree from King's College London. The business address of Ms. Tu is Malta House, 36-38 Piccadilly, London, W1J 0DP.

Diane de Saint Victor was appointed to our Board in April 2023. Ms. De Saint Victor also serves on WNS' Compensation and NCG & ESG committees. She brings decades of transformative business experience to WNS, including deep expertise in ESG and digital compliance, international law, talent management, and government relations. She has held senior-level roles with companies across varied industries during her career including global industrial, consumer goods, and financial services firms. Ms. De Saint Victor currently serves as a non-executive director on the boards of Imperial Brands, C&A BV, and as a Board Member of Global Center for Risk and Innovation (GCRI). Most recently, Ms. De Saint Victor served as a Director on Board of Transocean. She also served as an Executive Committee Member of ABB, a Switzerland based technology leader in electrification and automation, where she led the global legal function as General Counsel. Prior to joining ABB, she held executive positions at Airbus Group, SCA Hygiene, Honeywell International, General Electric, and GE Healthcare. She has previously held the position of non-executive director on the Barclays board. She holds a Business Law and an International Law degree from Paris, France Law School'. The business address of Ms. De Saint Victor is Malta House, 36-38 Piccadilly, London, W1J 0DP

Judy Marlinski was appointed to our Board in December 2023 and serves on our Audit Committee. She has over 35 years of experience in financial services and international markets, having held executive-level positions in the investment management and wealth management industries. Currently, she serves as the Chair of the Board of Independent Directors for Newton Investment Management, a subsidiary of BNY Mellon Investment Management, in North America and the UK. Most recently, Judy was the Head of Fidelity Investments Institutional Product and Advisory Solutions Group from 2020 to 2021. Previously, she served as President of Fidelity Institutional Asset Management (FIAM) from 2017 to 2020, Head of Fidelity Investments Product Solutions and Innovation from 2016-2017, and President and CEO of Fidelity International (FIL), Japan from 2011 to 2016. She holds a Master of Business Administration from Boston University and a Bachelor of Science from Cornell University. The business address of Ms. Marlinski is 515 Madison Avenue, 8th Floor, New York, NY 10022

Keshav R. Murugesh was appointed our Group Chief Executive Officer and director in February 2010. As CEO he leads the transformation of WNS' business model throughout the years, resulting in the WNS' leadership in digital-led business transformation, with clients investing heavily in Domain, Digital and Data to Insights. He also serves on the Board of WNS Cares Foundation, a company that focuses on WNS's CSR arm and sustainability initiatives. Prior to joining WNS, Mr. Murugesh was the Chief Executive Officer of Syntel Inc., a Nasdaq-listed information technology company. He holds a Bachelor of Commerce degree and is a Fellow of The Institute of Chartered Accountants of India. Prior to Syntel, he worked in various capacities with ITC Limited, an affiliate of BAT Plc. between 1989 and 2002. Keshav also serves as the Chairperson of Confederation of Indian Industry (CII) UK which is a pivotal entity for Indian industries and the global business community that offers proactive and strategic assistance to Indian companies in UK. He also serves as Honorary Co-Chief Mentor and Non-executive member of Project Management Committee for the Kalpataru Center of Entrepreneurship on the "Industry 4.0" domain. Presently, he is an Executive Council member of the National Association of Software and Service Companies ("NASSCOM"), an industry association for the IT-BPM sector in India. He is also a Charter Member of the Board of Trustees for TiE Mumbai, which is a non-profit organization focused on fostering entrepreneurship through mentoring, networking, funding and incubation and a member on advisory board of Atlas Skilltech University, a self-financed academic university. Previously, he held the position of Director at the Data Security Council of India, a not-for-profit, industry body on data protection in India set up by NASSCOM (from 2019 to 2020) and Vice-Chairman of the Executive Council of NASSCOM. He was the Chairman of the Audit Committee of NASSCOM (from 2017 to 2018) of which he stepped off on being elected Vice Chairman of NASSCOM. He was the Honorary Chairman of The Confederation of Indian Industry – Western India's Education Committee (from 2017 to 2018). He also served as a former chairman of the BPM Council at NASSCOM. From 2005 to 2011, he was the Chairman of Students in Free Enterprise, which is non-profit organization in India involved in educational outreach projects in partnership with businesses across the globe. Mr. Murugesh has been based in the UK since March 18, 2022. The business address of Mr. Murugesh is Malta House, 36-38 Piccadilly, W1J 0DP, London, United Kingdom.

Executive Officers

*Keshav R. Muruges*h is our Group Chief Executive Officer. Please see “— Directors” above for Mr. Muruges’s biographical information.

Sanjay Puria serves as our Group Chief Financial Officer. He is based in Mumbai, India and leads WNS’s global finance, information technology and procurement services functions. Presently, he serves on the Board of WNS Cares Foundation. Mr. Puria has over 26 years of experience, out of which over 22 years have been in the offshore services industry. He is a veteran at WNS, having managed several key finance functions including corporate strategy, mergers and acquisitions, financial planning and analysis, and strategic business development before taking over as the Group Chief Financial Officer. Prior to WNS, he was at the helm of operations for a global provider of integrated information technology and knowledge process outsourcing solutions, where his role focuses on managing acquisitions, joint ventures, complex and multi-year contracts, strategizing on geographical expansion, revenue and cost management, pricing and commercials and implementation of LEAN initiatives. Mr. Puria is also a member of NASSCOM BPM Council, a not-for-profit industry association for IT-BPM sector in India. Mr. Puria is a Chartered Accountant from the Institute of Chartered Accountants of India and has passed the Certified Public Accountant examination from the American Institute of Certified Public Accountants. The business address of Mr. Puria is Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli, (West) Mumbai 400 079, India. In April 2024, we announced that Mr. Puria will step down from his role as Chief Financial Officer effective July 25, 2024. We have appointed Mr. Arijit Sen, our corporate finance controller as our Group Chief Financial Officer effective the same date, succeeding Mr. Puria.

Swaminathan Rajamani is our Chief People Officer. Presently, he serves on the Board of WNS Cares Foundation. He leads WNS’s Human Resources function and is responsible for the entire gamut of people-oriented processes. Prior to joining WNS, he was with CA Technologies, where he served as Vice President — Human Resources and was the Country Head — HR for India. He has also served as Head of HR Operations at Syntel and thereafter, for a short while, was its Global HR Head. Prior to Syntel, he had a long tenure at GE spanning multiple roles such as Master Black Belt — HR and Assistant Vice President and Head — Operations for HR, Customer Research and Operational Analytics, apart from other roles in mergers and acquisitions. He is a certified Change Acceleration Coach and a keen practitioner of Six Sigma. He has a Masters in Social Work degree from the University of Madras. The business address of Mr. Rajamani is Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli, (West) Mumbai 400 079, India.

B. Compensation

Compensation Discussion and Analysis

Compensation Objectives

Our compensation philosophy is to align employee compensation with our business objectives, so that compensation is used as a strategic tool that helps us recruit, motivate and retain highly talented individuals who are committed to our core values: clients first, integrity, respect, collaboration, learning and excellence. We believe that our compensation programs are integral to achieving our goal of “One WNS One Goal — Outperform!”

Our Compensation Committee is responsible for reviewing the overall goals and objectives of our executive compensation programs, as well as our compensation plans, and making changes to such goals, objectives and plans. Our Compensation Committee bases our executive compensation programs on the following objectives, which guide us in establishing and maintaining all of our compensation programs:

- ***Pay Differentiation: Based on the Job Responsibility, Individual Performance and Company Performance.*** As employees progress to higher levels in our company, their ability to directly impact our results and strategic initiatives increases. Therefore, as employees progress, an increasing proportion of their pay is linked to company performance and tied to creation of shareholder value.
- ***Pay for Performance.*** Our compensation is designed to pay for performance and thus we provide higher compensation for strong performance and, conversely, lower compensation for poor performance and/or where company performance falls short of expectations. Our compensation programs are designed to ensure that successful, high-performing employees remain motivated and committed during periods of temporary downturns in our performance.
- ***Balanced in Focus on Long-Term versus Short-Term Goals.*** As part of our compensation philosophy, we believe that equity-based compensation should be higher for employees with greater levels of responsibility and influence on our long-term results. Therefore, a significant portion of these individuals’ total compensation is dependent on our long-term share price appreciation. In addition, our compensation philosophy seeks to incentivize our executives to focus on achieving short-term performance goals in a manner that supports and encourages long-term success and profitability.
- ***Competitive Value of the Job in the Marketplace.*** In order to attract and retain a highly skilled work force in a global market space, we remain competitive with the pay of other employers who compete with us for talent in relevant markets.
- ***Easy to understand.*** We believe that all aspects of executive compensation should be clearly, comprehensibly and promptly disclosed to employees in order to effectively motivate them. Employees need to easily understand how their efforts can affect their pay, both directly through individual performance accomplishments and indirectly through contributions to achieving our strategic, financial and operational goals. We also believe that compensation for our employees should be administered uniformly across our company with clear-cut objectives and performance metrics to eliminate the potential for individual supervisor bias.

Our Compensation Committee also considers risk when developing our compensation programs and believes that the design of our compensation programs should not encourage excessive or inappropriate risk taking.

Components of Executive Compensation

The compensation of our executive officers consists of the following five primary components:

- Base salary or, in the case of executive officers based in India, fixed compensation;
- Cash bonus or variable incentive;
- Equity incentive grants of RSUs;
- Other benefits and perquisites; and
- Severance benefits.

The following is a discussion of our considerations in determining each of the compensation components for our executive officers.

Base Salary or Fixed Compensation

Base salary is a fixed element of our executives' annual cash compensation, which is not tied to any performance criteria. We consider base salary an important part of an executive's compensation and our Compensation Committee reviews each executive officer's base salary annually as well as at the time of a promotion or other change in responsibility. Any base salary adjustments are usually approved early in the fiscal year, effective as at April 1, or as set out in the relevant employment agreement. The specific amount of base salary for each executive officer depends on the executive's role, scope of responsibilities, experience and skills. Market practices are also considered in setting base salaries. Base salaries are intended to assist us in attracting executives and recognizing differing levels of responsibility and contribution among executives.

Cash Bonus or Variable Incentive

In addition to base salary, annual cash bonuses are another important piece of total compensation for our executive officers. Annual bonus opportunities are intended to support the achievement of our business strategies by tying a meaningful portion of compensation to the achievement of established objectives for the year. These objectives are discussed in more detail below. Annual bonus opportunities also are a key tool in attracting highly sought-after executives, and cash bonuses add a variable component to our overall compensation structure.

Equity Incentive Grants of RSUs

Our equity-based incentive program, through which we grant RSUs, is a key element of the total compensation for our executive officers. This equity-based incentive program is intended to attract and retain highly qualified individuals, align their long-term interests with those of our shareholders, avoid short-term focus and effectively execute our long-term business strategies. Our equity-based compensation is subject to multi-year vesting requirements by which executives' gains can either be realized through (i) the achievement of set performance criteria and continued employment through the vesting period, or, simply, (ii) continued employment through the vesting period.

We believe that our executive officers should also own and hold our equity to further align their interests with the long-term interests of our shareholders and further promote our commitment to sound corporate governance practices. To achieve this, we have adopted share ownership guidelines, pursuant to which each executive officer is required to achieve their respective target share ownership level over a period of five years. For further details see "Part I — Item 6E. Share Ownership — Share Ownership Guidelines."

Other Benefits and Perquisites

We provide benefits and perquisites to our executive officers that are generally available to and consistent with those provided to our other employees in the country in which the executive officer is located. We believe these benefits are consistent with the objectives of our compensation philosophy and allow our executive officers to work more efficiently. Such benefits and perquisites are intended to enhance the competitiveness of our overall compensation program. Such benefits normally include medical, accidental and life insurance coverage, retirement benefits, club membership, reimbursement of telephone expenses, a car and related maintenance expenses, leased residential accommodation and other miscellaneous benefits which are customary in the location where the executive officer resides and are generally available to other employees in the country. All executive officers are covered by the directors' and officers' liability insurance policy maintained by us.

Severance Benefits

Under the terms of our employment agreements, we are sometimes obligated to pay severance or other enhanced benefits to our executive officers upon termination of their employment.

Our executive officers globally have enhanced levels of benefits based on their job level, seniority and probable loss of employment after a change in control. Executive officers generally are paid severance for a longer period as compared to other employees.

- *Accelerated vesting of equity awards.* All granted but unvested share options and RSUs would vest immediately and become exercisable (in the case of share options) by our executive officers subject to certain conditions set out in the applicable equity incentive plans or their individual employment agreements.
- *Severance and notice payment.* Eligible terminated executive officers would receive severance and notice payments as reflected in their individual employment agreements.
- *Benefit continuation.* Eligible terminated executive officers would receive basic employee benefits such as medical and life insurance and other perquisites as reflected in their individual employment agreements.

In addition, we provide change in control severance protection to certain executive officers. Our Compensation Committee believes that such protection is intended to preserve employee morale and productivity and encourage retention in the face of the disruptive impact of an actual or rumored change in control. In addition, for executive officers, the program is intended to align executive officers' and shareholders' interests by enabling executive officers to consider corporate transactions that are in the best interests of our shareholders and other constituents without undue concern over whether the transactions may jeopardize the executive officers' own interest or employment.

Our Assessment Process

Our Compensation Committee has established a number of processes to assist it in ensuring that our executive compensation programs are achieving their objectives. Our Compensation Committee typically reviews each component of compensation at least every 12 months with the goal of allocating compensation between long-term and currently paid compensation and between cash and non-cash compensation, and combining the compensation elements for each executive in a manner we believe best fulfills the objectives of our compensation programs.

Our Compensation Committee is responsible for reviewing the performance of each of our executive officers, approving the compensation level of each of our executive officers, establishing criteria for the grant of equity awards for each of our executive officers and approving such equity grants. Each of these tasks is generally performed annually by our Compensation Committee.

There are no predetermined individual or corporate performance factors or goals that are used by our Compensation Committee to establish the amounts or mix of any elements of compensation for the executive officers. Our Compensation Committee works closely with our Group Chief Executive Officer, discussing with him our company's overall performance and his evaluation of and compensation recommendations for our executive officers. From time to time, our Compensation Committee also seeks the advice and recommendations of an external compensation consultant to benchmark certain components of our compensation practices against those of its peers. The companies selected for such benchmarking include companies in similar industries and generally of similar sizes and market capitalizations. Where compensation information is not available for any specific position an executive officer holds for companies that provide business and technology services, our Compensation Committee reviews data corresponding to the most comparable position and also considers the comparative experience of executives.

Our Compensation Committee then utilizes its judgment and experience in making all compensation determinations. Our Compensation Committee's determination of compensation levels is based upon what the members of the committee deem appropriate, considering information such as the factors listed above, as well as input from our Group Chief Executive Officer and, from time to time, information and advice provided by an independent compensation consultant.

Other processes that our Compensation Committee has established to assist in ensuring that our compensation programs operate in line with their objectives are:

- *Assessment of Company Performance:* Our Compensation Committee uses financial performance measures to determine a significant portion of the size of payouts under our cash bonus program. The financial performance measures, adopted on improving both top line (which refers to our revenue less repair payments (non-GAAP) as described in "Part I — Item 5. Operating and Financial Review and Prospects — Overview") and bottom line (which refers to our adjusted net income ("ANI") (non-GAAP), which is calculated as our profit excluding goodwill & intangible impairment, share-based compensation expense, acquisition-related expenses or benefits, costs related to the termination of ADS program and listing of ordinary shares, costs related to the transition to voluntarily reporting on US domestic issuer forms and amortization of intangible assets and including the tax effect thereon, and other measures, such as our adjusted operating margin are pre-established by our Compensation Committee annually. When the pre-determined financial measures are achieved, executive officers receive amounts that are set for these targets. These measures reflect targets that are intended to be aggressive but attainable. The remainder of an individual's payout under our cash bonus program is determined by the achievement of individual performance objectives.
- *Assessment of Individual Performance:* Individual performance has a strong impact on the compensation of all employees, including our executive officers. The evaluation of an individual's performance determines a portion of the size of payouts under our cash bonus program and also influences any changes in base salary. Our Compensation Committee, along with our Group Chief Executive Officer, set the respective performance objectives for the fiscal year for the executive officers. The performance objectives are initially proposed by our Group Chief Executive Officer and modified, as appropriate, by our Compensation Committee based on the performance assessment conducted for the preceding fiscal year and also looking at goals for the current fiscal year. Every evaluation metric is supplemented with key performance indicators. At the end of the fiscal year, our Group Chief Executive Officer discusses individuals' respective achievement of the pre-established objectives as well as their contribution to our company's overall performance and other leadership accomplishments. This evaluation is shared with our Compensation Committee. After the discussion, our Compensation Committee, in discussion with our Group Chief Executive Officer, assigns a corresponding numerical performance rating that translates into specific payouts under our cash bonus program and also influences any changes in base salary.

The Compensation Committee approves awards under our cash bonus or variable incentive program consistent with the achievement of applicable goals.

The Committee on occasion makes exceptions to payments in strict accordance with achievement of goals based on unusual or extraordinary circumstances. Executive officers must be on the payroll of our company on the last day of the fiscal year, March 31, to be eligible for payment under our cash bonus or variable incentive program.

Compensation decisions are designed to promote our fundamental business objectives and strategy. Our Compensation Committee periodically reviews matters such as succession planning, management performance and the business environment and considers such matters in making compensation decisions.

Benchmarking and Use of Compensation Consultant in Fiscal 2024

During fiscal 2024, our Compensation Committee reviewed compensation programs for our executive officers against publicly available compensation data, which was compiled directly by our external compensation consultant. The companies selected by our external compensation consultant for its survey for benchmarking our executive officers’ compensation included companies in similar industries and generally of similar sizes and market capitalizations.

The list of peer companies against which we benchmarked the compensation of our Group Chief Executive Officer and named executive officers in fiscal 2024 included the following:

Peer Group Companies for Named Executive Officers other than the Group Chief Executive Officer*		
Accenture	Genpact	Wipro
Cognizant	HCL Technologies	
EXL Services	Infosys	
Peer Group Companies for the Group Chief Executive Officer		
Cognizant	Genpact	Wipro
Conduent	HCL Technologies	
EXL Services	Teleperformance	

* Different subsets of the peer group were used for different named executive officers depending on the officer’s position and geographic location.

Our Compensation Committee used the data derived by our external compensation consultant primarily to ensure that our executive compensation programs are competitive. A selected subset of peer companies from those listed above that were found most closely comparable as benchmark for a particular position were considered to arrive at the compensation benchmark review of individual executive officers. Where compensation information was not publicly disclosed for a specific management position in the relevant industry, our Compensation Committee reviewed data corresponding to the most comparable position and also considered the comparative experience of the relevant executive officers.

There is enough flexibility in the existing compensation programs to respond and adjust to the evolving business environment. Accordingly, an individual's compensation elements could be changed by our Compensation Committee based on changes in job responsibilities of the executive. In addition to input from our external compensation consultant's survey, our Compensation Committee also took into consideration our performance and industry indicators in deciding our compensation for fiscal 2024.

Based on the elements listed above and in line with our compensation philosophy, in fiscal 2024 our Compensation Committee adjusted our executive officers compensation as described in "—Executive Compensation for Fiscal 2024" below.

Executive Compensation for Fiscal 2024

Total Compensation of Executive Officers

The following table sets forth the total compensation paid or proposed to be paid to each of our Group Chief Executive Officer, Group Chief Financial Officer and other named executive officers for services rendered in fiscal 2024 (excluding grants of RSUs which are described below).

Name	Base Salary ⁽¹⁾	Benefits	Bonus	Other Payments ⁽²⁾	Total
Keshav Murugesh	\$ 958,157	\$543,010	\$1,234,958	\$ —	\$2,736,125
Sanjay Puria	\$ 460,289	\$ 59,304	\$ 497,264	\$ —	\$1,016,857
Gautam Barai	\$ —	\$ 34,611	\$ —	\$ 593,875	\$ 628,486
R Swaminathan	\$ 443,036	\$ 56,148	\$ 478,616	\$ —	\$ 977,800
Total	\$ 1,861,482	\$693,073	\$2,210,838	\$ 593,875	\$5,359,268

Note:

- (1) Base salary does not include amount contributed towards provident fund which is set out in the table under "—Other Benefits and Perquisites."
- (2) Other payments include one-time ex-gratia payment made to Gautam Barai upon his separation from the company.

Base Salary or Fixed Compensation

In reviewing base salaries for executive officers, our Compensation Committee reviewed compensation programs for our executive officers against publicly available compensation data compiled by our external compensation consultant and considered local market conditions, market data, the executive officer's experience and responsibilities, the perceived risk of having to replace the named executive officer and the fact that the executive officers in fiscal 2024 had satisfactorily performed against their prior year's individual performance objectives.

Our Compensation Committee has made the following determinations on the executive officers base salary:

- Mr. Keshav R. Muruges'h's base salary was \$ 933,025. The salary revision was effective February 19, 2023.
- Mr. Sanjay Puria's base salary (including employer contribution towards Provident Fund (Retirement Benefit)) was \$ 398,725 to \$ 483,303 in fiscal 2024. The salary revision was effective April 1, 2023.
- Mr. Swaminathan Rajamani's base salary (including employer contribution towards Provident Fund (Retirement Benefit)) was revised from \$ 380,601 to \$ 465,180 in fiscal 2024. The salary revision effective April 1, 2023.

Cash Bonus or Variable Incentive

Our Compensation Committee believes that the executive officers must work as a team and focus primarily on company goals rather than solely on individual goals. Our Compensation Committee believes that enhancing the long-term value of our company requires increased revenue (both from existing and new clients), improved contribution and increased ANI (non-GAAP). Finally our Compensation Committee believes it must also reward and encourage individual performance and therefore assigned certain weightages of the variable incentive to company and individual objectives, including achievement of targets for our revenue less repair payments (non-GAAP), ANI (non-GAAP) and certain individual goals for various executive officers. Such bonuses are typically paid in April and/or May each year. The aggregate amount of all cash bonuses to be paid for fiscal 2024 does not exceed the aggregate cash bonus pool approved by our Compensation Committee for fiscal 2024. Each of our executive officers' variable incentive packages for fiscal 2024 are as described below:

Our Compensation Committee set Mr. Muruges'h's target variable incentive, or cash bonus, at \$ 1,166,281 for 100% achievement of objectives. Our Compensation Committee assigned as Mr. Muruges'h's performance objectives the achievement of targets for our revenue less repair payments (non-GAAP) and ANI (non-GAAP), and individual performance objectives. Mr. Muruges'h earned 105.9% of his target variable incentive amount on an overall basis.

Our Compensation Committee set Mr. Puria's target variable incentive for 2024 at \$ 483,303 for 100% achievement of objectives. Our Compensation Committee assigned as Mr. Puria's performance objectives the achievement of targets for our revenue less repair payments (non-GAAP) and ANI (non-GAAP), and individual performance objectives. Based on actual performance against these various objectives, Mr. Puria earned 102.9% of his target variable incentive amount on an overall basis.

Our Compensation Committee set Mr. Swaminathan's target variable incentive for 2024 at \$ 465,180 for 100% achievement of objectives. Our Compensation Committee assigned as Mr. Swaminathan's performance objectives the achievement of targets for our revenue less repair payments (non-GAAP) and ANI (non-GAAP), and individual performance objectives. Based on actual performance against these various objectives, Mr. Swaminathan earned 102.9% of his target variable incentive amount on an overall basis.

Equity Incentive Grants of RSUs

During fiscal 2024, we continued the equity incentive scheme which has a vesting schedule linked to continued employment with our company through vesting date, achievement of financial performance targets and achievement of total shareholder return performance targets.

Consistent with our philosophy on equity grants to our executive officers, we awarded the following number of RSUs to our executive officers during fiscal 2024:

<u>Name</u>	<u>Date of Grant</u>	<u>Total RSUs granted for fiscal 2024</u>	<u>Grant date fair value ⁽¹⁾ (\$)</u>
Keshav Murugesh	25-Apr-23	180,750 ⁽²⁾	90.18
Sanjay Puria	25-Apr-23	26,250 ⁽³⁾	90.18
R Swaminathan	25-Apr-23	23,100 ⁽³⁾	90.18

Notes:

- (1) The amounts shown under this column reflect the dollar amount of the weighted average grant date fair value of equity-based RSUs granted during the year.
- (2) The RSUs granted (comprising a base award and an additional award of up to 50% of the base award granted for the achievement of specified performance criteria) vests according to the following schedule: 3.75% of the base award vests quarterly on the completion of each of the first eight quarters following the grant date, subject to the grantee's continued employment with our company through the vesting date; 2.50% of the base award vests quarterly on the completion of each of the following four quarters, subject to the grantee's continued employment with our company through the vesting date; and 60% of the base award vests on the third anniversary of the grant date, subject to the grantee's continued employment with our company through the vesting date and the achievement of conditions relating to our Company's financial and total shareholder's return performance as determined by our Compensation Committee. The grantee will be eligible for additional RSUs of up to 50% of the base award on the third anniversary of the grant date, subject to the grantee's continued employment with our company through the vesting date and the achievement of conditions relating to our Company's financial and total shareholder's return performance as determined by our Compensation Committee. The fair value of RSUs based on service and achievement of financial performance is generally the market price of our shares on the date of grant and for total shareholder's return performance based RSUs, it is determined using the Monte-Carlo simulation.
- (3) The RSUs granted (comprising a base award and an additional award of up to 50% of the base award granted for the achievement of specified performance criteria) vest according to the following schedule: 3.33% of the base award vests quarterly on the completion of each of the first twelve quarters following the grant date, subject to the grantee's continued employment with our company through the vesting date; and 60% of the base award vests on the third anniversary of the grant date, subject to the grantee's continued employment with our company through the vesting date and the achievement of conditions relating to our Company's financial and total shareholder's return performance as determined by our Compensation Committee. The grantee will be eligible for additional RSUs of up to 50% of the base award on the third anniversary of the grant date, subject to the grantee's continued employment with our company through the vesting date and the achievement of conditions relating to our Company's financial and total shareholder's return performance as determined by our Compensation Committee. The fair value of RSUs based on service and achievement of financial performance is generally the market price of our shares on the date of grant and for total shareholder's return performance based RSUs, it is determined using the Monte-Carlo simulation.

Other Benefits and Perquisites

The retirement plans, health and welfare benefits provided to executive officers are the same plans and benefits available to all other employees of our company.

All directors and officers, including executive officers, are covered by the directors' and officers' liability insurance policy maintained by our company.

Additional perquisites provided to our executive officers in fiscal 2024 are summarized below:

Name	Social Security	Insurance benefits	Tax Reimbursement	Club Membership	Other Benefits	Total
Keshav Muruges	\$ 370,711	\$ 82,871	\$ 34,861	\$ 9,904	\$ 44,663	\$ 543,010
Sanjay Puria	\$ 23,199	\$ 33,084	\$ 3,021	\$ —	\$ —	\$ 59,304
Gautam Barai	\$ —	\$ 31,590	\$ 3,021	\$ —	\$ —	\$ 34,611
R Swaminathan	\$ 22,329	\$ 30,798	\$ 3,021	\$ —	\$ —	\$ 56,148
Total	\$ 416,239	\$ 178,343	\$ 43,924	\$ 9,904	\$ 44,663	\$ 693,073

Non-executive Director Compensation for Fiscal 2024

Total Compensation of Non-executive Directors

The following table sets forth the compensation paid or proposed to be paid to our non-executive directors for services rendered in fiscal 2024 (excluding grants of RSUs which are described below):

Name	Retainership Fees ⁽¹⁾	Retainership fees for Board/Committee Chairman	Total
John Freeland	\$ 31,960 ⁽²⁾	\$ —	\$ 31,960
Françoise Gri	\$ 78,627	\$ 16,783 ⁽³⁾⁽⁴⁾	\$ 95,410
Keith Haviland	\$ 78,627	\$ —	\$ 78,627
Mario P. Vitale	\$ 78,627	\$ —	\$ 78,627
Jason Liberty	\$ 78,627	\$ 30,000 ⁽⁵⁾	\$108,627
Timothy L Main	\$ —	\$ 160,000	\$160,000
Lan Tu	\$ 78,627	\$ 23,552 ⁽⁶⁾⁽⁷⁾	\$102,179
Diane de Saint Victor	\$ 78,627	\$ —	\$ 78,627
Judy Marlinski	\$ 26,667	\$ —	\$ 26,667
Total	\$ 530,389	\$ 230,335	\$760,724

Notes:

- (1) Retainership fees for Board of Directors revised to \$80,000 from earlier \$75,000 per annum w.e.f July 18, 2023. (The above calculation is based on prorate basis as per revision in fees)
- (2) Fees paid to Mr. John Freeland as a Director till August 31, 2023 in fiscal 2024. He retired as a Director effective end of day August 31, 2023.
- (3) Fee paid to Ms. Françoise Gri for serving as Chairperson of our NCG & ESG Committee in fiscal 2024.
- (4) Retainership fees for the Chairperson of NCG & ESG Committee revised to \$17,500 from earlier \$15,000 per annum w.e.f July 18, 2023. (The above calculation is based on prorate basis as per revision in fees)
- (5) Fee paid to Mr. Jason Liberty for serving as Chairman of our Audit Committee in fiscal 2024.
- (6) Fees paid to Ms. Lan Tu for serving as Chairperson of our Compensation Committee in fiscal 2024.
- (7) Retainership fees for the Chairperson of Compensation Committee revised to \$25,000 from earlier \$20,000 per annum w.e.f July 18, 2023. (The above calculation is based on prorate basis as per revision in fees)

Equity Incentive Grants of RSUs to Non-executive Directors

The following table sets forth information concerning RSUs awarded to our non-executive directors in fiscal 2024 with a vesting period of one year. No options were granted in fiscal 2024.

<u>Name</u>	<u>Date of Grant</u>	<u>Total RSUs granted for fiscal 2024</u>	<u>Grant date fair value ⁽¹⁾ (\$)</u>
Diane de Saint Victor	25-Apr-23	1,710	90.18
Timothy Main	18-Jul-23	4,420	72.38
John Freeland	18-Jul-23	2,760	72.38
Francoise Gri	18-Jul-23	2,760	72.38
Keith Haviland	18-Jul-23	2,760	72.38
Mario Vitale	18-Jul-23	2,760	72.38
Jason Liberty	18-Jul-23	2,760	72.38
Thi Nhuoc Lan Tu	18-Jul-23	2,760	72.38
Diane de Saint Victor	18-Jul-23	2,760	72.38
Judy Marlinski	16-Jan-24	3,035	65.97

Note:

- (1) The amounts shown under this column reflect the dollar amount of the aggregate grant date fair value of equity-based RSUs granted during the year. The fair value of RSUs is generally the market price of our shares on the date of grant.

Future grants of awards will continue to be determined by our Board of Directors or our Compensation Committee under the 2016 Incentive Award Plan.

Employment Agreement of our Executive Director

We entered into an employment agreement with Mr. Keshav R. Murugesh in February 2010, to serve as our Group Chief Executive Officer. The agreement was amended with effect from February 19, 2013, February 19, 2014, February 19, 2017 and March 18, 2022, in each case to revise Mr. Murugesh's compensation (including share grants). The agreement provides for Mr. Murugesh's appointment for an initial five-year term, which is renewed automatically for three additional successive terms of three years each (up to Mr. Murugesh attains the age of 60 years), unless either we or Mr. Murugesh elects not to renew the term. Mr. Murugesh's term of appointment under the current agreement expires in August 2023 when Mr. Murugesh attains the age of 60 years.

We entered into a new employment agreement with Mr. Murugesh effective April 1, 2022 and his employment shall continue, until August 17, 2025.

Under the terms of the current agreement, Mr. Murugesh is entitled to receive compensation, health and other benefits and perquisites commensurate with his position. Pursuant to the current agreement, Mr. Murugesh will be eligible to receive annually such number of RSUs to be computed based on our average share price (taking the daily US dollar closing price) during March of the fiscal year preceding the date of such determination and the value of such grant shall not be less than eight times the sum of his annual base salary. Mr. Murugesh is entitled to receive additional performance-based grants for meeting additional performance-based criteria, the value of such grant being up to 50% of eight times the sum of his annual base salary. Any grants of RSUs to Mr. Murugesh will be made pursuant to and in accordance with our 2016 Incentive Award Plan.

If Mr. Murugesh's employment is terminated by us without cause or by Mr. Murugesh for good reason (each as defined in the current agreement) or is terminated for any reason other than those specified in the current agreement (including, without limitation, expiration of his employment period or we elect not to extend his employment), he would be entitled to all accrued and unpaid salary, accrued and unused vacation and any unreimbursed expenses, his base salary for a period of 12 months from the effective date of termination which will be paid in monthly installments and his target bonus for the year in which the termination occurs, both of which will be paid immediately.

Further, where Mr. Murugesh's employment is terminated for reasons of death, disability or retirement as specified in the current agreement, he would be entitled to all accrued and unpaid salary and bonus, accrued and unused vacation, any unreimbursed expenses and vested benefits and other amounts due to him under our employee benefit plans.

With respect to share options and RSUs:

If Mr. Murugesh's employment is terminated by us without cause all share options and RSUs granted in the fiscal years 2020-21, 2021-22 and 2022-23 (excluding the grant made in August 2022) would become exercisable on a fully accelerated basis. Further, all share options and RSUs granted in the fiscal years 2023-24 and 2024-25 would vest in accordance with the vesting schedule.

If Mr. Murugesh's employment is terminated by Mr. Murugesh for good reason (as defined in the employment agreement), all share options and RSUs granted in the fiscal years 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 would become exercisable on a fully accelerated basis.

If Mr. Murugesh's employment is terminated due to death, disability all share options and RSUs granted in the fiscal years 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 would become exercisable on a fully accelerated basis.

If Mr. Murugesh's employment is terminated by us for cause (as defined in the employment agreement) or by Mr. Murugesh due to resignation (as defined in the employment agreement), no share options and RSUs would be accelerated.

If Mr. Murugesh's employment is terminated for any other reason other than the one specified above, all share options and RSUs granted in the fiscal years 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 would become exercisable on a fully accelerated basis.

If we experience a change in control (as defined in our 2006 Incentive Award Plan for awards granted under that plan or as defined in our 2016 Incentive Award Plan for awards granted under that plan) while Mr. Murugesh is employed under the current agreement, all of the share options and RSUs granted to Mr. Murugesh under the current agreement will vest and the share options and RSUs would become exercisable on a fully accelerated basis.

Employee Benefit Plans

2006 Incentive Award Plan

We adopted our 2006 Incentive Award Plan on June 1, 2006. The purpose of the 2006 Incentive Award Plan was to promote the success and enhance the value of our company by linking the personal interests of the directors, employees and consultants of our company and our subsidiaries to those of our shareholders and by providing these individuals with an incentive for outstanding performance. The 2006 Incentive Award Plan was further intended to provide us with the ability to motivate, attract and retain the services of these individuals. On February 13, 2009, we adopted the amended and restated 2006 Incentive Award Plan. The amended and restated 2006 Incentive Award Plan reflects, among other changes to our 2006 Incentive Award Plan, an increase in the number of ordinary shares and ADSs available for grant under the plan from 3.0 million to 4.0 million shares/ADSs, subject to specified adjustments under the plan. On September 13, 2011, we adopted the second amended and restated 2006 Incentive Award Plan that reflects an increase in the number of ordinary shares and ADSs available for granted under the plan to 6.2 million shares/ADSs, subject to specified adjustments under the plan. On September 25, 2013, we adopted the third amended and restated 2006 Incentive Award Plan that reflects an increase in the number of ordinary shares and ADSs available for grant under the plan to 8.6 million shares/ADSs, subject to specified adjustments under the plan. On May 31, 2016, our 2006 Incentive Award Plan expired pursuant to its terms.

Shares Available for Awards

Subject to certain adjustments set forth in the 2006 Incentive Award Plan, the maximum number of shares that could be issued or awarded under the 2006 Incentive Award Plan was equal to the sum of (x) 8,600,000 shares, (y) any shares that remained available for issuance under our 2002 Stock Incentive Plan (which was adopted on July 3, 2002 and terminated upon the effective date of our 2006 Incentive Award Plan), and (z) any shares subject to awards under the 2002 Stock Incentive Plan which terminated, expired or lapsed for any reason or were settled in cash on or after the effective date of our 2006 Incentive Award Plan. As at the date of termination of the 2002 Stock Incentive Plan on July 25, 2006, the day immediately preceding the date of pricing of our initial public offering, an aggregate of 6,082,042 of our ordinary shares had been authorized for grant under the 2002 Stock Incentive Plan. The maximum number of shares which could be subject to awards granted to any one grantee during any calendar year was 500,000 shares and the maximum amount that could be paid to a grantee in cash during any calendar year with respect to cash-based awards was \$10,000,000. To the extent that an award terminated or was settled in cash, any shares subject to the award would again be available for the grant. Any shares tendered or withheld to satisfy the grant or exercise price or tax withholding obligation with respect to any award would not be available for subsequent grant. Except as described below with respect to independent directors, no determination was made as to the types or amounts of awards that would be granted to specific individuals pursuant to the 2006 Incentive Award Plan.

Administration. The 2006 Incentive Award Plan is administered by our Board of Directors, which may delegate its authority to a committee. We anticipate that our Compensation Committee will administer the 2006 Incentive Award Plan, except that our Board of Directors will administer the plan with respect to awards granted to our independent directors. The plan administrator determined eligibility, the types and sizes of awards, the price and timing of awards and the acceleration or waiver of any vesting restriction, provided that the plan administrator would not have the authority to accelerate vesting or waive the forfeiture of any performance-based awards.

Eligibility. Our employees, consultants and directors and those of our subsidiaries were eligible to be granted awards, except that only employees of our company and our qualifying corporate subsidiaries were eligible to be granted options that are intended to qualify as “incentive share options” under Section 422 of the United States Internal Revenue Code of 1986, as amended (the “Code”).

Awards

Options: The plan administrator was able to grant options on shares. The per share option exercise price of all options granted pursuant to the 2006 Incentive Award Plan would not be less than 100% of the fair market value of a share on the date of grant. No incentive share option could be granted to a grantee who owned more than 10% of our outstanding shares unless the exercise price was at least 110% of the fair market value of a share on the date of grant. To the extent that the aggregate fair market value of the shares subject to an incentive share option became exercisable for the first time by any option holder during any calendar year exceeded \$100,000, such excess would be treated as a non-qualified option. The plan administrator would determine the methods of payment of the exercise price of an option, which could include cash, shares or other property acceptable to the plan administrator (and could involve a cashless exercise of the option). The plan administrator designated in the award agreement evidencing each share option grant may decide whether such share option would be exercisable for shares or ADSs. The award agreement could, in the sole discretion of the plan administrator, permit the option holder to elect, at the time of exercise, whether to receive shares or ADSs in respect of the exercised share option or a portion thereof. The term of options granted under the 2006 Incentive Award Plan could not exceed ten years from the date of grant. However, the term of an incentive share option granted to a person who owns more than 10% of our outstanding shares on the date of grant could not exceed five years. Under the 2006 Incentive Award Plan, the number of awards to be granted to our independent directors was determined by our Board of Directors or our Compensation Committee.

Restricted Shares. The plan administrator could grant shares subject to various restrictions, including restrictions on transferability, limitations on the right to vote and/or limitations on the right to receive dividends.

Share Appreciation Rights. The plan administrator could grant share appreciation rights representing the right to receive payment of an amount equal to the excess of the fair market value of a share on the date of exercise over the fair market value of a share on the date of grant. The term of share appreciation rights granted could not exceed ten years from the date of grant. The plan administrator could elect to pay share appreciation rights in cash, in shares or in a combination of cash and shares.

Performance Shares and Performance Share Units. The plan administrator could grant awards of performance shares denominated in a number of shares and/or awards of performance share units denominated in unit equivalents of shares and/or units of value, including dollar value of shares. These awards could be linked to performance criteria measured over performance periods as determined by the plan administrator.

Share Payments. The plan administrator could grant share payments, including payments in the form of shares or options or other rights to purchase shares. Share payments could be based upon specific performance criteria determined by the plan administrator on the date such share payments were made or on any date thereafter.

Deferred Shares. The plan administrator could grant awards of deferred shares linked to performance criteria determined by the plan administrator. Shares underlying deferred share awards would not be issued until the deferred share awards have vested, pursuant to a vesting schedule or upon the satisfaction of any vesting conditions or performance criteria set by the plan administrator. Recipients of deferred share awards generally have no rights as shareholders with respect to such deferred shares until the shares underlying the deferred share awards have been issued.

Restricted Share Units. The plan administrator could grant RSUs, subject to various vesting conditions. On the maturity date, we will transfer to the grantee one unrestricted, fully transferable share for each vested RSU scheduled to be paid out on such date. The plan administrator specified the purchase price, if any, to be paid by the grantee for such shares. Generally, a grantee will have to be employed by us on the date of payment of vested RSUs to be eligible to receive the payment of shares issuable upon vesting of the RSUs.

Performance Bonus Awards. The plan administrator could grant a cash bonus payable upon the attainment of performance goals based on performance criteria and measured over a performance period determined appropriate by the plan administrator. Any such cash bonus paid to a “covered employee” within the meaning of Section 162(m) of the Code could be a performance-based award as described below.

Performance-Based Awards. The plan administrator could grant awards other than options and share appreciation rights to employees who are or may be “covered employees,” as defined in Section 162(m) of the Code, that are intended to be performance-based awards within the meaning of Section 162(m) of the Code in order to preserve the deductibility of these awards for federal income tax purposes. Grantees are only entitled to receive payment for performance-based awards for any given performance period to the extent that pre-established performance goals set by the plan administrator for the period are satisfied. The plan administrator determined the type of performance-based awards to be granted, the performance period and the performance goals. Generally, a grantee will have to be employed by us on the date the performance-based award is paid to be eligible for a performance-based award for any period.

Adjustments. In the event of certain changes in our capitalization, the plan administrator has broad discretion to adjust awards, including without limitation, (i) the aggregate number and type of shares that could be issued under the 2006 Incentive Award Plan, (ii) the terms and conditions of any outstanding awards, and (iii) the grant or exercise price per share for any outstanding awards under such plan to account for such changes. The plan administrator also has the authority to cash out, terminate or provide for the assumption or substitution of outstanding awards in the event of a corporate transaction.

Change in Control. In the event of a change in control of our company in which outstanding awards are not assumed by the successor, such awards will generally become fully exercisable and all forfeiture restrictions on such awards will lapse. Upon, or in anticipation of, a change in control, the plan administrator may cause any awards outstanding to terminate at a specific time in the future and give each grantee the right to exercise such awards during such period of time as the plan administrator, in its sole discretion, determines.

Vesting of Full Value Awards. Full value awards (generally, any award other than an option or share appreciation right) will vest over a period of at least three years (or, in the case of vesting based upon attainment of certain performance goals, over a period of at least one year). However, full value awards that result in the issuance of an aggregate of up to 5% to the total issuable shares under the 2006 Incentive Award Plan may be granted without any minimum vesting periods. In addition, full value awards may vest on an accelerated basis in the event of a grantee's death, disability, or retirement, or in the event of our change in control or other special circumstances.

Non-transferability. Awards granted under the 2006 Incentive Award Plan are generally not transferable.

Withholding. We have the right to withhold, deduct or require a grantee to remit to us an amount sufficient to satisfy federal, state, local or foreign taxes (including the grantee's employment tax obligations) required by law to be withheld with respect to any tax concerning the grantee as a result of the 2006 Incentive Award Plan.

Termination or Amendment. On May 31, 2016, our 2006 Incentive Award Plan expired pursuant to its terms.

Outstanding Awards. As at March 31, 2024, RSUs to purchase an aggregate of 90,188 ordinary shares were outstanding, out of which RSUs to purchase NIL ordinary shares were held by all our directors and executive officers as a group. There is no purchase price for the RSUs.

RSU Grants Outside of our Plans

On June 1, 2016, June 14, 2016 and July 13, 2016, we issued an aggregate of 44,284 restricted share units to certain of our employees and directors pursuant to an exemption from registration under the United States federal securities laws. We did not seek shareholder approval for these issuances as they are not required under the laws of Jersey.

2016 Incentive Award Plan

We adopted our 2016 Incentive Award Plan on September 27, 2016. The purpose of the 2016 Incentive Award Plan is to promote the success and enhance the value of our company by linking the personal interests of the directors, employees, and consultants of our company and our subsidiaries to those of our shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to our shareholders. The 2016 Incentive Award Plan is further intended to provide us with flexibility in our ability to motivate, attract, and retain the services of these individuals, upon whose judgment, interest, and special effort the successful conduct of our company's operation is largely dependent. On September 27, 2018, we adopted the first amended and restated 2016 Incentive Award Plan, which reflects an increase in the number of ordinary shares and ADSs available for grant under the plan from 2.5 million to 3.9 million shares/ADSs, subject to specified adjustments under the plan. On September 24, 2020, we adopted the second amended and restated 2016 Incentive Award Plan which reflects an increase in the number of ordinary shares and ADSs available for grant under the plan from 3.9 million to 6.1 million shares/ADSs subject to specific adjustments under the plan. On July 15, 2021, we adopted the Third amended and restated plan which reflects deletion of reload provisions.

Shares Available for Awards: Subject to certain adjustments set forth in the 2016 Incentive Award Plan, the maximum number of shares and ADSs, in the aggregate, which may be issued or transferred pursuant to awards under the 2016 Incentive Award Plan is equal to the sum of (x) 6,100,000 shares, and (y) any shares or ADSs which immediately prior to the expiration of the 2006 Incentive Award Plan were available for issuance or transfer as new awards under the 2006 Incentive Award Plan, and (z) any shares or ADSs subject to awards under the 2006 Incentive Award Plan which terminate, expire, forfeit, lapse for any reason or are settled in cash on or after the effective date of the 2016 Incentive Award Plan. Immediately prior to the expiration of the 2006 Incentive Award Plan, 1,112,825 shares were available for issuance or transfer as new awards thereunder. To the extent that an award terminates, expires, or lapses for any reason, or is settled in cash, any shares or ADSs subject to the award shall again be available for the grant of an award pursuant to the 2016 Incentive Award Plan. Any shares or ADSs tendered or withheld to satisfy the grant or exercise price or tax withholding obligation pursuant to any award shall not subsequently be available for grant of an award pursuant to the 2016 Incentive Award Plan.

Administration. The 2016 Incentive Award Plan is administered by our Board of Directors, which may delegate its authority to a committee. We anticipate that our Compensation Committee will administer the 2016 Incentive Award Plan, except that our Board of Directors will administer the plan with respect to awards granted to our independent directors. The plan administrator will determine eligibility, the types and sizes of awards, the price and timing of awards and the acceleration or waiver of any vesting restriction, provided that the plan administrator will not have the authority to accelerate vesting or waive the forfeiture of any performance-based awards.

Eligibility. Our employees, consultants and directors and those of our subsidiaries are eligible to be granted awards, except that only employees of our company and our qualifying corporate subsidiaries are eligible to be granted options that are intended to qualify as "incentive share options" under Section 422 of the Code.

Awards

Options: The plan administrator may grant options on shares. The per share option exercise price of all options granted pursuant to the 2016 Incentive Award Plan will not be less than 100% of the fair market value of a share on the date of grant. No incentive share option may be granted to a grantee who owns more than 10% of our outstanding shares unless the exercise price is at least 110% of the fair market value of a share on the date of grant. To the extent that the aggregate fair market value of the shares subject to an incentive share option become exercisable for the first time by any option holder during any calendar year exceeds \$100,000, such excess will be treated as a non-qualified option. The plan administrator will determine the methods of payment of the exercise price of an option, which may include cash, shares or other property acceptable to the plan administrator (and may involve a cashless exercise of the option). The award agreement may, in the sole discretion of the plan administrator, permit the option holder to elect, at the time of exercise, whether to receive shares in respect of the exercised share option or a portion thereof. The term of options granted under the 2016 Incentive Award Plan may not exceed ten years from the date of grant. However, the term of an incentive share option granted to a person who owns more than 10% of our outstanding shares on the date of grant may not exceed five years. Under the 2016 Incentive Award Plan, the number of awards to be granted to our independent directors will be determined by our Board of Directors or our Compensation Committee.

Restricted Shares. The plan administrator may grant shares subject to various restrictions, including restrictions on transferability, limitations on the right to vote and/or limitations on the right to receive dividends.

Share Appreciation Rights. The plan administrator may grant share appreciation rights representing the right to receive payment of an amount equal to the excess of the fair market value of a share on the date of exercise over the fair market value of a share on the date of grant. The term of share appreciation rights granted may not exceed ten years from the date of grant. The plan administrator may elect to pay share appreciation rights in cash, in shares or in a combination of cash and shares.

Performance Shares and Performance Share Units. The plan administrator may grant awards of performance shares denominated in a number of shares and/or awards of performance share units denominated in unit equivalents of shares and/or units of value, including dollar value of shares. These awards may be linked to performance criteria measured over performance periods as determined by the plan administrator.

Share Payments. The plan administrator may grant share payments, including payments in the form of shares or options or other rights to purchase shares. Share payments may be based upon specific performance criteria determined by the plan administrator on the date such share payments are made or on any date thereafter.

Deferred Shares. The plan administrator may grant awards of deferred shares linked to performance criteria determined by the plan administrator. Shares underlying deferred share awards will not be issued until the deferred share awards have vested, pursuant to a vesting schedule or upon the satisfaction of any vesting conditions or performance criteria set by the plan administrator. Recipients of deferred share awards generally will have no rights as shareholders with respect to such deferred shares until the shares underlying the deferred share awards have been issued.

Restricted Share Units. The plan administrator may grant RSUs, subject to various vesting conditions. On the maturity date, we will transfer to the grantee one unrestricted, fully transferable share for each vested RSU scheduled to be paid out on such date. The plan administrator will specify the purchase price, if any, to be paid by the grantee for such shares. Generally, a grantee will have to be employed by us on the date of payment of vested RSUs to be eligible to receive the payment of shares issuable upon vesting of the RSUs.

Performance Bonus Awards. The plan administrator may grant a cash bonus payable upon the attainment of performance goals based on performance criteria and measured over a performance period determined appropriate by the plan administrator. Any such cash bonus paid to a "covered employee" within the meaning of Section 162(m) of the Code may be a performance-based award as described below.

Performance-Based Awards. The plan administrator may grant awards other than options and share appreciation rights to employees who are or may be "covered employees," as defined in Section 162(m) of the Code, that are intended to be performance-based awards within the meaning of Section 162(m) of the Code in order to preserve the deductibility of these awards for federal income tax purposes. Grantees are only entitled to receive payment for performance-based awards for any given performance period to the extent that pre-established performance goals set by the plan administrator for the period are satisfied. The plan administrator will determine the type of performance-based awards to be granted, the performance period and the performance goals. Generally, a grantee will have to be employed by us on the date the performance-based award is paid to be eligible for a performance-based award for any period.

Adjustments. In the event of certain changes in our capitalization, the plan administrator has broad discretion to adjust awards, including without limitation, (i) the aggregate number and type of shares that may be issued under the 2006 Incentive Award Plan, (ii) the terms and conditions of any outstanding awards, and (iii) the grant or exercise price per share for any outstanding awards under such plan to account for such changes. The plan administrator also has the authority to cash out, terminate or provide for the assumption or substitution of outstanding awards in the event of a corporate transaction.

Change in Control. In the event of a change in control of our company in which outstanding awards are not assumed by the successor, such awards will generally become fully exercisable and all forfeiture restrictions on such awards will lapse. Upon, or in anticipation of, a change in control, the plan administrator may cause any awards outstanding to terminate at a specific time in the future and give each grantee the right to exercise such awards during such period of time as the plan administrator, in its sole discretion, determines.

Vesting of Full Value Awards. Full value awards (generally, any award other than an option or share appreciation right) will vest over a period of at least three years (or, in the case of vesting based upon attainment of certain performance goals, over a period of at least one year). However, full value awards that result in the issuance of an aggregate of up to 5% to the total issuable shares under the 2016 Incentive Award Plan may be granted without any minimum vesting periods. In addition, full value awards may vest on an accelerated basis in the event of a grantee's death, disability, or retirement, or in the event of our change in control or other special circumstances.

Non-transferability. Awards granted under the 2016 Incentive Award Plan are generally not transferable.

Withholding. We have the right to withhold, deduct or require a grantee to remit to us an amount sufficient to satisfy federal, state, local or foreign taxes (including the grantee's employment tax obligations) required by law to be withheld with respect to any tax concerning the grantee as a result of the 2016 Incentive Award Plan.

Termination or Amendment. An award of performance shares, performance share units, deferred shares, share payments and RSUs shall only vest or be exercisable or payable while the grantee is an employee, consultant or a member of the Board, as applicable; *provided, however*, that the Committee in its sole and absolute discretion may provide that an award of performance shares, performance share units, share payments, deferred shares or RSUs may vest or be exercised or paid subsequent to a termination of employment or service, as applicable, or following a change in control of the Company, or because of the grantee's retirement, death or disability, or otherwise; *provided, however*, that, to the extent required to preserve tax deductibility under Section 162(m) of the Code, any such provision with respect to performance shares or performance share units that are intended to constitute qualified performance-based compensation shall be subject to the requirements of Section 162(m) of the Code that apply to qualified performance-based compensation.

Outstanding Awards. As at March 31, 2024, RSUs to purchase an aggregate of 3,742,019 ordinary shares were outstanding, out of which RSUs to purchase 1,528,345 ordinary shares were held by all our directors and executive officers as a group. The weighted average grant date fair value of RSUs granted during fiscal 2024, 2023 and 2022 was \$80.50, \$83.70 and \$74.14 per ADS/share, respectively. There is no purchase price for the RSUs.

Other Employee Benefits

We also maintain other employee benefit plans in the form of certain statutory and incentive plans covering substantially all of our employees. In fiscal 2024, the total amount accrued by us to provide for pension, retirement or similar benefits was \$20.6 million.

Provident Fund

In accordance with Indian, Philippines and Sri Lankan laws, all of our employees in these countries are entitled to receive benefits under the respective government provident fund, a defined contribution plan to which both we and the employee contribute monthly at a pre-determined rate (for India and Sri Lanka, currently 12% of the employee's base salary and for the Philippines, 100 Philippine peso per month for every employee). These contributions are made to the respective government provident fund and we have no further obligation under this fund apart from our monthly contributions. We contributed an aggregate of \$13.6 million, \$12.7 million and \$11.6 million in each of fiscal 2024, 2023 and 2022, respectively, to the government provident fund.

US Savings Plan

Eligible employees in the US participate in a savings plan (the "US Savings Plan"), pursuant to Section 401(k) of the Code. The US Savings Plan allows our employees to defer a portion of their annual earnings on a pre-tax basis through voluntary contributions there under. The US Savings Plan provides that we can make optional contributions up to the maximum allowable limit under the Code. We contributed an aggregate of \$2.7 million, \$2.3 million and \$2.1 million in each of fiscal 2024, 2023 and 2022, respectively, to the US Savings Plan.

UK Pension Scheme

Eligible employees in the UK contribute to a defined contribution pension scheme operated in the UK. The assets of the scheme are held separately from ours in an independently administered fund. The pension expense represents contributions payable to the fund by us. We contributed an aggregate of \$1.8 million, \$1.2 million and \$0.8 million in each of fiscal 2024, 2023 and 2022, respectively, to the UK pension scheme.

Gratuity

In accordance with Indian, the Philippines, Sri Lanka and Dubai laws, we provide for gratuity liability pursuant to a defined benefit retirement plan covering all our employees in India, the Philippines, Sri Lanka and Dubai. Our gratuity plan provides for a lump sum payment to eligible employees on retirement, death, incapacitation or on termination of employment (provided such employee has worked for at least five years with our company) which is computed on the basis of employee's salary and length of service with us (subject to a maximum of approximately \$23,980 per employee in India). In India, we provide the gratuity benefit through determined contributions pursuant to a non-participating annuity contract administered and managed by the Life Insurance Corporation of India ("LIC") and Aviva Life Insurance Company Private Limited ("ALICPL"). Under this plan, the obligation to pay gratuity remains with us although LIC and ALICPL administer the plan. We contributed an aggregate of \$2.7 million, \$2.6 million and \$2.4 million in fiscal 2024, 2023 and 2022, respectively, to LIC and ALICPL.

Our Sri Lanka subsidiary, Philippines subsidiary, Dubai branch and two Indian subsidiaries have unfunded gratuity obligations.

Compensated Absence

Our liability for compensated absences, is determined on the basis of an actuarial valuation using the projected unit credit method and is charged to income in the year in which they accrue.

C. Board Practices

Composition of the Board of Directors

Our Memorandum and Articles of Association provide that our Board of Directors consists of not less than three directors and such maximum number as our directors may determine from time to time. Our Board of Directors currently consists of nine directors. Each of Messrs. Main, Vitale, Haviland, Liberty, Ms. Gri, Ms. Tu, Ms. de Saint Victor and Ms. Marlinski satisfies the "independence" requirements of the NYSE rules.

All directors hold office until the expiry of their term of office, their resignation or removal from office for gross negligence or criminal conduct by a resolution of our shareholders or until they cease to be directors by virtue of any provision of law or they are disqualified by law from being directors or they become bankrupt or make any arrangement or composition with their creditors generally or they become of unsound mind. The term of office of the directors is divided into three classes:

- Class I, whose term will expire at the annual general meeting to be held in fiscal 2026;
- Class II, whose term will expire at the annual general meeting to be held in fiscal 2027; and
- Class III, whose term will expire at the annual general meeting to be held in fiscal 2025.

Our directors are classified as follows:

- Class I: Mr. Mario P. Vitale, Mr. Timothy Main and Ms. Lan Tu;
- Class II: Mr. Keshav R. Muruges, Mr. Keith Haviland and Ms. Diane de Saint Victor; and
- Class III: Ms. Françoise Gri, Mr. Jason Liberty and Ms. Judy Marlinski.

The appointments of Ms. Judy Marlinski and Mr. Jason Liberty will expire at the next annual general meeting, which we expect to hold in June 2024. Ms. Marlinski and Mr. Liberty have expressed their willingness to be re-elected and, accordingly, we propose to seek shareholders' approval for their re-election at the next annual general meeting. In addition, Ms. Gri completed her nine-year term as director on May 5, 2024. At its meeting on April 24, 2024, our Board of Directors proposed to extend Ms. Gri's term as Class III director for an additional period of one year until May 5, 2025, subject to re-election at the next annual general meeting.

At each annual general meeting after the initial classification or special meeting in lieu thereof, the successors to directors whose terms will then expire serve from the time of election until the third annual meeting following election or special meeting held in lieu thereof. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. This classification of the Board of Directors may have the effect of delaying or preventing changes in control of management of our company.

There are no family relationships among any of our directors or executive officers. The employment agreement governing the services of one of our directors provides for benefits upon termination of employment as described above.

Our Board of Directors held five meetings in fiscal 2024.

Board Leadership Structure and Board Oversight of Risk

Different individuals currently serve in the roles of Chairman of the Board and Group Chief Executive Officer of our company. Our Board believes that splitting the roles of Chairman of the Board and Group Chief Executive Officer is currently the most appropriate leadership structure for our company. This leadership structure will bring in greater efficiency as a result of vesting two important leadership roles in separate individuals and increased independence for the Board of Directors.

Board's Role in Risk Oversight

Our Board of Directors is primarily responsible for overseeing our risk management processes. The Board of Directors receives and reviews periodic reports from the Head of Risk Management and Audit as considered appropriate regarding our company's assessment of risks. The Board of Directors focuses on the most significant risks facing our company and our company's general risk management strategy, and also ensures that risks undertaken by our company are consistent with the Board's appetite for risk. While the Board oversees our company's risk management, management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing our company and that our Board leadership structure supports this approach.

The Audit Committee has special responsibilities with respect to financial risks, and regularly reports to the full Board of Directors on these issues. Among other responsibilities, the Audit Committee reviews our company's policies with respect to contingent liabilities and risks that may be material to our company, our company's policies and procedures designed to promote compliance with laws, regulations, and internal policies and procedures, and major legislative and regulatory developments which could materially impact our company.

The Compensation Committee also plays a role in risk oversight as it relates to our company's compensation policies and practices. Among other responsibilities, the Compensation Committee designs and evaluates our company's executive compensation policies and practices so that our company's compensation programs promote accountability among employees and the interests of employees are properly aligned with the interests of our shareholders.

Committees of the Board

Our Board of Directors has three standing committees: an Audit Committee, a Compensation Committee and a NCG & ESG Committee.

Audit Committee

The Audit Committee comprises four directors: Mr. Jason Liberty (Chairman), Mr. Keith Haviland, Mr. Mario P. Vitale and Ms. Judy Marlinski. Each of Messrs. Haviland, Liberty and Vitale and Ms. Marlinski satisfies the “independence” requirements of Rule 10A-3 of the Exchange Act, and the NYSE listing standards. The principal duties and responsibilities of our Audit Committee are as follows:

- to serve as an independent and objective party to monitor our financial reporting process and internal control systems;
- to review and appraise the audit efforts of our independent accountants and exercise ultimate authority over the relationship between us and our independent accountants; and
- to provide an open avenue of communication among the independent accountants, financial and senior management and the Board of Directors.

The Audit Committee has the power to investigate any matter brought to its attention within the scope of its duties. It also has the authority to retain counsel and advisors to fulfill its responsibilities and duties. Mr. Liberty serves as our Audit Committee financial expert, within the requirements of the rules promulgated by the Commission relating to listed-company audit committees.

We have posted our Audit Committee charter on our website at www.wns.com. **Information contained in our website does not constitute a part of this annual report.**

The Audit Committee held four meetings and two Audit Committee calls in fiscal 2024.

Compensation Committee

The Compensation Committee comprises four directors: Ms. Lan Tu (Chairperson), Messrs. Timothy L Main, Ms. Françoise Gri, and Ms. Diane de Saint Victor. Each of Messrs. Main and Ms. Gri, Ms. Tu and Ms. de Saint Victor satisfies the “independence” requirements of the NYSE listing standards. The scope of this committee’s duties includes determining the compensation of our executive officers and other key management personnel. The Compensation Committee also administers the 2006 Incentive Award Plan and the 2016 Incentive Award Plan, reviews performance appraisal criteria and sets standards for and decides on all employee shares options allocations when delegated to do so by our Board of Directors.

We have posted our Compensation Committee charter on our website at www.wns.com. **Information contained in our website does not constitute a part of this annual report.**

The Compensation Committee held four meetings in fiscal 2024.

NCG & ESG Committee

The NCG & ESG Committee comprises four directors: Ms. Françoise Gri (Chairperson), Ms. Lan Tu, Ms. Diane de Saint Victor and Messrs. Timothy L Main. Each of Ms. Gri, Ms. Tu, Ms. de Saint Victor and Messrs. Main satisfies the “independence” requirements of the NYSE listing standards. The principal duties and responsibilities of the NCG & ESG committee are as follows:

- to assist the Board of Directors by identifying individuals qualified to become board members and members of board committees, to recommend to the Board of Directors nominees for the next annual meeting of shareholders, and to recommend to the Board of Directors nominees for each committee of the Board of Directors;
- to monitor our corporate governance structure; and
- to periodically review and recommend to the Board of Directors any proposed changes to the corporate governance guidelines applicable to us.

We have posted our NCG & ESG Committee charter on our website at www.wns.com. **Information contained in our website does not constitute a part of this annual report.**

The NCG & ESG Committee uses its judgment to identify well qualified individuals who are willing and able to serve on our Board of Directors. Pursuant to its charter, the NCG & ESG Committee may consider a variety of criteria in recommending candidates for election to our board, including an individual's personal and professional integrity, ethics and values; experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment; experience in our company's industry and with relevant social policy concerns; experience as a board member of another publicly held company; academic expertise in an area of our company's operations; and practical and mature business judgment, including ability to make independent analytical inquiries.

The NCG & ESG Committee considers director nominees with a diverse range of backgrounds, skills, national origins, values, experiences and occupations.

The NCG & ESG Committee held four meetings in fiscal 2024.

Executive Sessions

Our non-executive directors meet regularly in executive session without executive directors or management present. The purpose of these executive sessions is to promote open and candid discussion among the non-executive directors. Our non-executive directors held four executive sessions in fiscal 2024.

Shareholders and other interested parties may communicate directly with the presiding director or with our non-executive directors as a group by writing to the following address: WNS (Holdings) Limited, Attention: Non-Executive Directors, Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli (W), Mumbai 400 079, India.

D. Employees

For a description of our employees, see "Part I — Item 4. Information on the Company — Business Overview — Human Capital."

E. Share Ownership

The following table sets forth information with respect to the beneficial ownership of our ordinary shares by each of our directors and by all our directors and executive officers as a group as at March 31, 2024. As used in this table, beneficial ownership means the sole or shared power to vote or direct the voting or to dispose of or direct the sale of any security. A person is deemed to be the beneficial owner of securities that can be acquired within 60 days upon the exercise of any option, warrant or right. Ordinary shares subject to options, warrants or rights that are currently exercisable or exercisable within 60 days are deemed outstanding for computing the ownership percentage of the person holding the options, warrants or rights, but are not deemed outstanding for computing the ownership percentage of any other person. The amounts and percentages as at March 31, 2024 are based on an aggregate of 45,684,145 ordinary shares outstanding as at that date.

<u>Name</u>	<u>Number of Ordinary Shares Beneficially Owned</u>	
	<u>Number</u>	<u>Percent</u>
Directors		
Timothy L. Main ⁽¹⁾	22,780	0.05
Françoise Gri	23,555	0.05
Keith Haviland	17,350	0.04
Jason Liberty	9,384	0.02
Mario Vitale	13,890	0.03
Lan Tu ⁽²⁾	5,235	0.01
Diane de Saint Victor ⁽³⁾	5,710	0.01
Judy Marlinski	—	—
Keshav R. Muruges	661,257	1.45
Executive Officers		
Sanjay Puria	34,044	0.07
Swaminathan Rajamani	34,616	0.08
All our directors and executive officers as a group (11 persons as at March 31, 2024)	827,821	1.81

Notes:

- (1) Of the 22,780 ordinary shares held by Timothy L Main, 15,000 ordinary shares were purchased by him from open market .
- (2) Of the 5,235 ordinary shares held by Lan Tu, 1,500 ordinary shares were purchased by her from open market.
- (3) Of the 5,710 ordinary shares held by Diane de Saint Victor, 4,000 ordinary shares were purchased by her from the open market.

As at March 31, 2024, there were no options held by our directors and executive officers. The following table sets forth information concerning RSUs held by our directors and executive officers as at March 31, 2024:

Name	RSU Summary			Number of shares underlying unexercised RSUs held that have not vested
	Number of shares underlying unexercised RSUs held that have vested but unexercised	Number of shares underlying unexercised RSUs to be vested within 60 days after Mar 31, 2024	Vesting dates	
Non-executive Directors				
John Freeland	—	—	—	—
Francoise Gri	—	—	—	2,760
Keith Haviland	—	—	—	2,760
Mario Vitale	—	—	—	2,760
Jason Liberty	—	—	—	2,760
Timothy L. Main	—	—	—	4,420
Thi Nhuoc Lan Tu	—	—	—	2,760
Diane de Saint Victor	—	1,710	25-Apr-24	2,760
Judy Marlinski	—	—	—	3,035
Executive Officers				
Keshav R. Murugesh	522,494	129,838	21-Apr-24	538,675
		4,406	21-Apr-24	
		4,519	21-Apr-24	
Sanjay Puria	25,588	7,339	22-Apr-24	72,050
		534	21-Apr-24	
		583	21-Apr-24	
Gautam Barai	75,500	—	—	—
Swaminathan Rajamani	27,502	6,135	21-Apr-24	65,514
		466	21-Apr-24	
		513	25-Apr-24	

Share Ownership Guidelines

In July 2014, our Board of Directors adopted a share ownership policy, which was amended in January 2015 and effective from April 1, 2015, outlining the share ownership guidelines for, among other employees, our directors and executive officers. Our share ownership policy was further amended for other employees and executive officers effective July 2019. We believe that this policy further aligns the interests of our directors and executive officers with the long-term interests of our shareholders and promotes our commitment to sound corporate governance practices.

Under our amended policy, each of our non-executive directors must hold at least the amount of vested shares of our company by the fifth anniversary of such director's initial election to the Board as shown in the table below:

<u>Position</u>	<u>Share Ownership Guidelines</u>
For Non-Executive Directors (except Chairman of the Board)	3.0 x value of annual share grant in \$
For the Chairman of the Board	4.0 x value of annual share grant in \$

In the event a non-executive director holds at least the required valued of our ordinary shares during the required time period, but the value of the director's shares decreases below the shareholding requirement due to a decline in the price of our ordinary shares, the director shall be deemed to have complied with this policy so long as the director does not sell any shares.

Our amended policy provides that our executive officers are required to hold a multiple of their annual base salary in shares of our company as shown in the table below.

<u>Position</u>	<u>Share Ownership Guidelines</u>
Group Chief Executive Officer	4.0 x annual base salary
Group Chief Financial Officer	2.0 x annual base salary
Chief People Officer	2.0 x annual base salary

Executive officers have five years to achieve the specified ownership level according to the following build-up schedule: achieving a share ownership level equivalent to 5%, 15%, 30%, 60% and 100% of their specified ownership level in the first, second, third, fourth and fifth year, respectively.

For our Group Chief Financial Officer, our Compensation Committee changed the share ownership level from 1.5 times to 2 times his annual base salary. The additional ownership level of 0.5 times his annual base salary was to be attained over the period of five years in the same ratio as outlined above.

For our Chief People Officer, our Compensation Committee changed the share ownership level from 1 time to 2 times his annual base salary. The additional ownership level of 1 time his annual base salary was to be attained over the period of five years in the same ratio as outlined above.

Shares owned by immediate family members and any trust for the benefit only of the executive officer/director or his or her family members are included in the determination of such executive officer/director's share ownership level.

F. Disclosure of a registrant's action to recover erroneously awarded compensation

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The following table sets forth information regarding beneficial ownership of our ordinary shares as at March 31, 2024 held by each person who is known to us to have a 5.0% or more beneficial share ownership based on an aggregate of 45,684,145 ordinary shares outstanding as at that date. Beneficial ownership is determined in accordance with the rules of the Commission and includes shares over which the indicated beneficial owner exercises voting and/or investment power or receives the economic benefit of ownership of such securities. Ordinary shares subject to options currently exercisable or exercisable within 60 days are deemed outstanding for the purposes of computing the percentage ownership of the person holding the options but are not deemed outstanding for the purposes of computing the percentage ownership of any other person.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage Beneficially Owned ⁽¹⁾
Nalanda India Fund Limited ⁽²⁾	3,790,196	8.30%
FMR LLC ⁽³⁾	3,147,805	6.89%
Macquarie Group Limited ⁽⁴⁾	2,495,612	5.46%

Notes:

- (1) Based on an aggregate of 45,684,145 ordinary shares outstanding as at March 31, 2024.
- (2) Information is based on a Form 13F for the quarter ended December 31, 2024 filed with the Commission on February 14, 2024 by Nalanda India Fund Limited.
- (3) Information is based on Amendment No. 21 to a report on Schedule 13G jointly filed with the Commission on February 8, 2024 by FMR LLC and Abigail P. Johnson, reporting beneficial ownership of 3,147,805 shares as at December 29, 2023. Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. According to this Amendment No. 21, members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the US Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.
- (4) Information is based on a report on Schedule 13G filed with the Commission on February 14, 2024 by Macquarie Group Limited, reporting beneficial ownership of 2,495,612 ordinary shares as at December 31, 2023.

The following summarizes the significant changes in the percentage ownership held by our major shareholders during the past three years:

- Waddell & Reed Financial, Inc. (“WDR”) reported its beneficial ownership of our ordinary shares to be 11.6% (based on the then number of our ordinary shares reported as outstanding) in Amendment No. 9 to a report on Schedule 13G filed with the Commission on February 14, 2020 and 10.6% based on the then number of our ordinary shares reported as outstanding at that time) in Amendment No. 10 to a report on Schedule 13G filed with the Commission on February 12, 2021. On April 30, 2021, WDR filed a current report on Form 8-K with the Commission announcing the completion of its acquisition by Macquarie Management Holdings, Inc. and became a wholly owned subsidiary of Macquarie Management Holdings, Inc.
- Macquarie Group Limited reported its beneficial ownership of our ordinary shares to be 5.32% (based on the then number of our ordinary shares reported as outstanding) in a report on Schedule 13G filed with the Commission on February 14, 2022 and 0.12% (based on the then number of our ordinary share reported as outstanding) in an amendment to a report on Schedule 13G filed with the Commission on July 11, 2022. Macquarie Management Holdings, Inc., which was described in this report on Schedule 13G as being owned by Macquarie Group Limited and a joint filer of the report, reported that it had no beneficial ownership of our ordinary shares. On February 21, 2023, Macquarie Group Limited filed a Form 13F with the Commission and reported that it had beneficial ownership of 2,467,875 of our ordinary shares as at December 31, 2022, which represented 5.1% of our then ordinary shares. On February 14, 2024, Macquarie Group Limited filed a report on Schedule 13G with the Commission and reported that it had beneficial ownership of 2,495,612 as at December 31, 2023, which represented approximately 5.33% of our then number of outstanding ordinary shares.
- Nalanda India Fund Limited reported that it had beneficial ownership of 4,122,196 of our ordinary shares as at December 31, 2018, which represented 8.30% of our then number of outstanding ordinary shares, in Amendment No. 5 to a report on Schedule 13G filed with the Commission on February 14, 2019. On February 14, 2024, Nalanda India Fund Limited filed a Form 13F with the Commission and reported that it had beneficial ownership of 3,790,196 of our ordinary shares as at December 31, 2023, which represented 8.10% of our then number of outstanding ordinary shares.
- FMR LLC reported that it had beneficial ownership of (i) 4,872,972 of our ordinary shares as at December 31, 2021, which represented 10.00% of our then number of outstanding ordinary shares in Amendment No. 19 to a report on Schedule 13G filed with the Commission on February 8, 2022; (ii) 4,895,598 of our ordinary shares as at December 30, 2022, which represented 9.97% of our then number of outstanding ordinary shares in Amendment No. 20 to a report on Schedule 13G filed with the Commission on February 9, 2023; and (iii) 3,147,805 of our ordinary shares as at December 29, 2023, which represented 6.63% of our then number of outstanding ordinary shares in Amendment No. 21 to a report on Schedule 13G filed with the Commission on February 8, 2024.
- JP Morgan Chase & Co. reported that it had beneficial ownership of (i) 2,405,034 of our ordinary shares as at December 29, 2023, which represented 5.14% of our then number of outstanding ordinary shares, in a report on Schedule 13G filed with the Commission on January 12, 2024; and (ii) 6,592 of our ordinary shares as at March 29, 2024, which represented 0.01% of our then outstanding ordinary shares, in Amendment No. 1 to a report on Schedule 13G filed with the Commission on April 9, 2024.
- Grandeur reported its beneficial ownership of our ordinary shares to be 5.15% (based on the then number of our ordinary shares reported as outstanding) in a report on Schedule 13G filed with the Commission on February 17, 2021, 5.88% (based on the then number of ordinary shares reported as outstanding) in a report on Schedule 13G filed with the Commission on February 14, 2022, and 2.58% (based on the then number of ordinary shares reported as outstanding) in a report on Schedule 13G filed with the Commission on February 13, 2023.

None of our major shareholders have different voting rights from our other shareholders.

Deutsche Bank Trust Company Americas was the holder of record for our ADR program, pursuant to which each ADS represented one ordinary share. Effective 5:00 p.m. Eastern Time on March 27, 2024, our ADR program was terminated. Following such termination, our ADSs were exchanged for ordinary shares. Immediately following the termination of our ADR program, 45,483,669 of our ordinary shares were held by the Depository Trust Company (the “DTC”) were registered in the name of Cede & Co.

As at March 27, 2024, the DTC held 45,483,669 ordinary shares, representing 99.56 % of our outstanding ordinary shares. To our knowledge, as at the same date, 5 record shareholders (not including the DTC) had a registered address in the US. Since certain of these ordinary shares were held by brokers or other nominees, the number of record holders in the US may not be representative of the number of beneficial holders in the US. All holders of our ordinary shares are entitled to the same voting rights.

B. Related Party Transactions

(Amounts in thousands)

The following is a description of our related party transactions, determined in accordance with the rules and regulations promulgated under the Exchange Act that were either material to us or the related party.

Mr. Keshav Murugesh is a member of the Executive Council at NASSCOM. During fiscal 2024, we paid membership and subscription charges and sponsorship fees for various events conducted by NASSCOM amounting to \$60.

See also “Part I — Item 6. Directors, Senior Management and Employees — B. Compensation — Employment Agreement of our Executive Director” for a description of our employment agreement with Mr. Keshav R. Murugesh, our Group Chief Executive Officer and director.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Please see “Part III — Item 18. Financial Statements” for a list of the financial statements filed as part of this annual report.

Tax Assessment Orders

Transfer pricing regulations to which we are subject require that any international transaction among the WNS group enterprises be on arm’s-length terms. We believe that the international transactions among the WNS group enterprises are on arm’s-length terms. If, however, the applicable tax authorities determine that the transactions among the WNS group enterprises do not meet arm’s-length criteria, we may incur increased tax liability, including accrued interest and penalties. This would cause our tax expense to increase, possibly materially, thereby reducing our profitability and cash flows. We have signed an advance pricing agreement with the Government of India providing for the agreement on transfer pricing matters over certain transactions covered thereunder for a period of five years starting from April 2018. We have filed an application with the Government of India for the renewal of the advance pricing agreement on similar terms for another five years starting from April 2023. The applicable tax authorities may also disallow deductions or tax holiday benefits claimed by us and assess additional taxable income on us in connection with their review of our tax returns.

From time to time, we receive orders of assessment from the Indian tax authorities assessing additional taxable income on us and/or our subsidiaries in connection with their review of our tax returns. We currently have orders of assessment for fiscal 2003 through fiscal 2020 pending before various appellate authorities. These orders assess additional taxable income that could in the aggregate give rise to an estimated ₹343.8 million (\$4.1 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹49.1 million (\$0.6 million based on the exchange rate on March 31, 2024).

The following sets forth the details of these orders of assessment:

Entity	Tax year(s)	Amount demanded (including interest)		Interest on amount Demanded	
		(₹ and US dollars in millions)			
Permanent establishment of WNS NA Inc in India	Fiscal 2003	₹ 0.1	\$ (0.1) ⁽¹⁾	₹ —	\$ —
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2004	₹ 8.1	\$ (0.1) ⁽¹⁾	₹ —	\$ —
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2005	₹ 4.1	\$ (0.1) ⁽¹⁾	₹ —	\$ —
WNS Global	Fiscal 2006	₹ 29.8	\$ (0.4) ⁽¹⁾	₹ 7.7	\$ (0.1) ⁽¹⁾
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2006	₹ 13.2	\$ (0.2) ⁽¹⁾	₹ 5.6	\$ (0.1) ⁽¹⁾
Permanent establishment of WNS NA Inc. and WNS UK in India	Fiscal 2007	₹ 23.1	\$ (0.3) ⁽¹⁾	₹ 5.4	\$ (0.1) ⁽¹⁾
WNS Global	Fiscal 2009	₹ 55.2	\$ (0.6) ⁽¹⁾	₹ —	\$ —
WNS BCS	Fiscal 2010	₹ 1.0	\$ (0.1) ⁽¹⁾	₹ —	\$ —
Permanent establishment of WNS NA Inc in India	Fiscal 2011	₹ 31.0	\$ (0.4) ⁽¹⁾	₹ 9.9	\$ (0.1) ⁽¹⁾
WNS Global	Fiscal 2016	₹ 45.2	\$ (0.4) ⁽¹⁾	₹ 20.50	\$ (0.2) ⁽¹⁾
WNS Global	Fiscal 2020	₹ 133.0	\$ (1.4) ⁽¹⁾	₹ —	\$ —
Total		₹ 343.8	\$ (4.1)⁽¹⁾	₹ 49.1	\$ (0.6)⁽¹⁾

Note:

(1) Based on the exchange rate as at March 31, 2024.

The aforementioned orders of assessment allege that the transfer prices we applied to certain of the international transactions between WNS Global or WNS BCS (each of which is one of our Indian subsidiaries), as the case may be, and our other wholly-owned subsidiaries named above were not on arm's-length terms, disallow a tax holiday benefit claimed by us, deny the set off of brought forward business losses and unabsorbed depreciation and disallow certain expenses claimed as tax deductible by WNS Global or WNS BCS, as the case may be. As at March 31, 2024, we have provided a tax reserve of ₹774.3 million (\$9.3 million based on the exchange rate on March 31, 2024) primarily on account of the Indian tax authorities' denying the set-off of brought forward business losses and unabsorbed depreciation. We have appealed against these orders of assessment before higher appellate authorities.

In addition, we currently have orders of assessment pertaining to similar issues that have been decided in our favor by appellate authorities, vacating tax demands of ₹6,907.0 million (\$82.8 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹2,457.1 million (\$29.5 million based on the exchange rate on March 31, 2024). The income tax authorities have filed or may file appeals against these orders at higher appellate authorities. In case of disputes, the Indian tax authorities may require us to deposit with them all or a portion of the disputed amounts pending resolution of the matters on appeal. Any amount paid by us as deposits will be refunded to us with interest if we succeed in our appeals. We have deposited ₹904.1 million (\$10.8 million based on the exchange rate on March 31, 2024) of the disputed amount with the tax authorities and may be required to deposit the remaining portion of the disputed amount with the tax authorities pending final resolution of the respective matters.

As at March 31, 2024, corporate tax returns for fiscal year 2021 and thereafter remain subject to examination by tax authorities in India.

After consultation with our Indian tax advisors and based on the facts of these cases, legal opinions from counsel on certain matters, the nature of the tax authorities' disallowances and the orders from appellate authorities deciding similar issues in our favor in respect of assessment orders for earlier fiscal years, we believe these orders are unlikely to be sustained at the higher appellate authorities and we intend to vigorously dispute the orders of assessment.

In addition, the Company currently has orders of assessment outstanding for various years pertaining to pre-acquisition period of Smart Cube India Private Limited acquired in fiscal 2023, which assess additional taxable income that could in the aggregate give rise to an estimated ₹63.2 million (\$0.8 million based on the exchange rate on March 31, 2024) in additional taxes, including interest of ₹31.1 million (\$0.4 million based on the exchange rate on March 31, 2024). These orders of assessment disallow tax holiday benefit claimed by Smart Cube India Private Limited. Smart Cube India Private Limited has appealed against these orders of assessment before higher appellate authorities.

We have received orders of assessment from the VAT, service tax and GST authorities, demanding payment of ₹244.1 million (\$1.9 million based on the exchange rate on March 31, 2024) towards VAT, service tax and GST for the period April 1, 2014 to March 31, 2020. The tax authorities have rejected input tax credit on certain types of input services. Based on consultations with our tax advisors, we believe these orders of assessments will more likely than not be vacated by the higher appellate authorities and we intend to dispute the orders of assessments.

In 2016, we also received an assessment order from the Sri Lankan Tax Authority, demanding payment of LKR 25.2 million (\$0.1 million based on the exchange rate on March 31, 2024) in connection with the review of our tax return for fiscal year 2012. The assessment order challenges the tax exemption that we have claimed for export business. We have filed an appeal against the assessment order with the Sri Lankan Tax Appeal Commission in this regard. Based on consultations with our tax advisors, we believe this order of assessment will more likely than not be vacated by the higher appellate authorities and we intend to dispute the order of assessment.

No assurance can be given, however, that we will prevail in our tax disputes. If we do not prevail, payment of additional taxes, interest and penalties may adversely affect our results of operations, financial condition and cash flows. There can also be no assurance that we will not receive similar or additional orders of assessment in the future.

Dividend Policy

Subject to the provisions of the 1991 Law and our Articles of Association, we may by ordinary resolution declare dividends to be paid to our shareholders according to their respective rights. Any dividends we may declare must not exceed the amount recommended by our Board of Directors. Our Board may pay an interim dividend or dividends, including a dividend payable at a fixed rate, if paying an interim dividend or dividends appears to the Board to be justified. See “Part I — Item 10. Additional Information — B. Memorandum and Articles of Association.” We can only declare dividends if our directors who are to authorize the distribution make a prior statement that, having made full enquiry into our affairs and prospects, they have formed the opinion that:

- immediately following the date on which the distribution is proposed to be made, we will be able to discharge our liabilities as they fall due; and
- having regard to our prospects and to the intentions of our directors with respect to the management of our business and to the amount and character of the financial resources that will in their view be available to us, we will be able to continue to carry on business and we will be able to discharge our liabilities as they fall due until the expiry of the period of 12 months immediately following the date on which the distribution is proposed to be made or until we are dissolved under Article 150 of the 1991 Law, whichever first occurs.

We have never declared or paid any dividends on our ordinary shares. Any future determination to pay cash dividends will be at the discretion of our Board of Directors and will be dependent upon our results of operations and cash flows, our financial position and capital requirements, general business conditions, legal, tax, regulatory and any contractual restrictions on the payment of dividends and any other factors our Board of Directors deems relevant at the time.

B. Significant Changes

None.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Our ADSs, commenced trading on the NYSE on July 26, 2006 under the symbol “WNS”. The ADSs were issued by our depositary, Deutsche Bank Trust Company Americas, pursuant to a deposit agreement. We terminated our ADS facility on March 27, 2024. Following the termination of our ADS facility, our ordinary shares began trading on the NYSE under the symbol “WNS” on March 28, 2024.

The number of our outstanding ordinary shares as at March 31, 2024 was 45,684,145.

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs were listed on the NYSE under the symbol “WNS” prior to March 28, 2024. We terminated our ADS facility on March 27, 2024. Following the termination of our ADS facility, our ordinary shares began trading on the NYSE under the symbol “WNS” on March 28, 2024.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

General

We were incorporated in Jersey, Channel Islands, as a private limited company (with registered number 82262) on February 18, 2002 pursuant to the Companies (Jersey) Law 1991 (the “1991 Law”). We converted from a private limited company to a public limited company on January 4, 2006 when we acquired more than 30 shareholders as calculated in accordance with Article 17A of the 1991 Law. We gave notice of this to the JFSC in accordance with Article 17(3) of the 1991 Law on January 12, 2006.

The address of our secretary, Maurant Secretaries (Jersey) Limited, is 22 Grenville Street, St Helier, Jersey JE4 8PX.

The Company has appointed Computershare Trust Company, N.A., 150 Royall Street, Canton, Massachusetts 02021, United States of America as transfer agent. Computershare’s Jersey office provides registrar services to the Company in Jersey, Channel Islands. Our share register is maintained at the premises of Computershare Investor Services (Jersey) Limited at 13 Castle Street, St. Helier, JE1 1ES, Jersey and our overseas branch register is kept at the premises of Computershare Trust Company, N.A., at 150 Royall Street, Canton, Massachusetts 02021, United States of America.

Our activities are regulated by our Memorandum and Articles of Association. We adopted an amended and restated Memorandum and Articles of Association by special resolution of our shareholders passed on May 22, 2006. This amended and restated Memorandum and Articles of Association came into effect immediately prior to the completion of our initial public offering in July 2006. The material provisions of our amended and restated Memorandum and Articles of Association are described below. In addition to our Memorandum and Articles of Association, our activities are regulated by (among other relevant legislation) the 1991 Law. Our Memorandum of Association states our company name, that we are a public company, that we are a par value company, our authorized share capital and that the liability of our shareholders is limited to the amount (if any) unpaid on their shares. Below is a summary of some of the provisions of our Articles of Association. It is not, nor does it purport to be, complete or to identify all of the rights and obligations of our shareholders. The summary is qualified in its entirety by reference to our Memorandum and Articles of Association. See “Part III — Item 19. Exhibits — Exhibit 1.1” and “Part III — Item 19. Exhibits — Exhibit 1.2.”

The rights of shareholders described in this section are available only to persons who hold our certificated shares. Any person who does not hold our certificated shares are not directly entitled to the rights conferred on our shareholders by our Articles of Association or the rights conferred on shareholders of a Jersey company by the 1991 Law, including, without limitation: the right to receive dividends and the right to attend and vote at shareholders meetings; the rights described in “— Other Jersey Law Considerations — Mandatory Purchases and Acquisitions” and “— Other Jersey Law Considerations — Compromises and Arrangements,” the right to apply to a Jersey court for an order on the grounds that the affairs of a company are being conducted in a manner which is unfairly prejudicial to the interests of its shareholders; and the right to apply to the JFSC to have an inspector appointed to investigate the affairs of a company.

Share Capital

As at March 31, 2024, the authorized share capital is £6,100,000, divided into 60,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each. As at March 31, 2024, 2023 and 2022, we had 45,684,145, 48,360,817 and 48,849,907 shares, respectively. The decrease in the number of ordinary shares outstanding during the last three fiscal years resulted from share repurchases pursuant to our share repurchase programs, partially offset by the issuance of ordinary shares pursuant to our three share-based incentive plans: our 2002 Stock Incentive Plan, our 2006 Incentive Award Plan (as amended and restated) and our 2016 Incentive Award Plan (as amended and restated). Other than pursuant to our incentive award plans, we have not issued any shares for consideration other than cash. There are no preferred shares outstanding.

Pursuant to the 1991 Law and our Memorandum and Articles of Association, our Board of Directors by resolution may establish one or more classes of preferred shares having such number of shares, designations, dividend rates, relative voting rights, liquidation rights and other relative participation, optional or other special rights, qualifications, limitations or restrictions as may be fixed by the board without any further shareholder approval. Such rights, preferences, powers and limitations as may be established could also have the effect of discouraging an attempt to obtain control of us. None of our shares have any redemption rights.

Capacity

Under the 1991 Law, the doctrine of *ultra vires* in its application to companies is abolished and accordingly the capacity of a Jersey company is not limited by anything in its memorandum or articles or by any act of its members.

Changes in Capital or our Memorandum and Articles of Association

Subject to the 1991 Law and our Articles of Association, we may by special resolution at a general meeting:

- increase our authorized or paid-up share capital;
- consolidate and divide all or any part of our shares into shares of a larger amount than is fixed by our Memorandum of Association;
- sub-divide all or any part of our shares into shares of smaller amount than is fixed by our Memorandum of Association;
- convert any of our issued or unissued shares into shares of another class;
- convert all our issued par value shares into no par value shares and vice versa;
- convert any of our paid-up shares into stock, and reconvert any stock into any number of paid-up shares of any denomination;
- convert any of our issued limited shares into redeemable shares which can be redeemed;
- cancel shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of the authorized share capital by the amount of the shares so cancelled;
- reduce our issued share capital; or
- alter our Memorandum or Articles of Association.

General Meetings of Shareholders

We may at any time convene general meetings of shareholders. We hold an annual general meeting for each fiscal year. Under the 1991 Law, no more than 18 months may elapse between the date of one annual general meeting and the next.

Our Articles of Association provide that annual general meetings and meetings calling for the passing of a special resolution require 21 days' notice of the place, day and time of the meeting in writing to our shareholders. Any other general meeting requires no less than 14 days' notice in writing. Our directors may, at their discretion, and upon a request made in accordance with the 1991 Law by shareholders holding not less than one tenth of our total voting rights our directors shall, convene a general meeting. Our business may be transacted at a general meeting only when a quorum of shareholders is present. Two shareholders entitled to attend and to vote on the business to be transacted (or a proxy for a shareholder or a duly authorized representative of a corporation which is a shareholder) and holding shares conferring not less than one-third of the total voting rights, constitute a quorum provided that if at any time all of our issued shares are held by one shareholder, such quorum shall consist of the shareholder present in person or by proxy.

The annual general meetings deal with and dispose of all matters prescribed by our Articles of Association and by the 1991 Law including:

- the consideration of our annual financial statements and report of our directors and auditors;
- the election of directors (if necessary);
- the appointment of auditors and the fixing of their remuneration;
- the sanction of dividends; and
- the transaction of any other business of which notice has been given.

Failure to hold an annual general meeting is an offence by our company and our directors under the 1991 Law and carries a potential fine of up to £10,000 for our company and each director.

Voting Rights

Subject to any special terms as to voting on which any shares may have been issued or may from time to time be held, at a general meeting, every shareholder who is present in person (including any corporation present by its duly authorized representative) shall on a show of hands have one vote and every shareholder present in person or by proxy shall on a poll have one vote for each share of which he is a holder. In the case of joint holders only one of them may vote and in the absence of election as to who is to vote, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

A shareholder may appoint any person (whether or not a shareholder) to act as his proxy at any meeting of shareholders (or of any class of shareholders) in respect of all or a particular number of the shares held by him. A shareholder may appoint more than one person to act as his proxy and each such person shall act as proxy for the shareholder for the number of shares specified in the instrument appointing the person a proxy. If a shareholder appoints more than one person to act as his proxy, each instrument appointing a proxy shall specify the number of shares held by the shareholder for which the relevant person is appointed his proxy. Each duly appointed proxy has the same rights as the shareholder by whom he was appointed to speak at a meeting and vote at a meeting in respect of the number of shares held by the shareholder for which the relevant proxy is appointed his proxy.

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof or in order to make a determination of shareholders for any other proper purpose, our directors may fix in advance a date as the record date for any such determination of shareholders.

Shareholder Resolutions

An ordinary resolution requires the affirmative vote of a simple majority (that is, more than 50%) of our shareholders entitled to vote in person (or by corporate representative in case of a corporate entity) or by proxy at a general meeting.

A special resolution requires the affirmative vote of a majority of not less than two-thirds of our shareholders entitled to vote in person (or by corporate representative in the case of a corporate entity) or by proxy at a general meeting.

Our Articles of Association prohibit the passing of shareholder resolutions by written consent to remove an auditor or to remove a director before the expiry of his term of office.

Dividends

Subject to the provisions of the 1991 Law and of the Articles of Association, we may, by ordinary resolution, declare dividends to be paid to shareholders according to their respective rights and interests in our distributable reserves. However, no dividend shall exceed the amount recommended by our directors.

Subject to the provisions of the 1991 Law, we may declare and pay an interim dividend or dividends, including a dividend payable at a fixed rate, if an interim dividend or dividends appears to us to be justified by our distributable reserves.

Except as otherwise provided by the rights attached to any shares, all dividends shall be declared and paid according to the amounts paid up (as to both par and any premium) otherwise than in advance of calls, on the shares on which the dividend is paid. All dividends unclaimed for a period of ten years after having been declared or become due for payment shall, if the directors so resolve, be forfeited and shall cease to remain owing by us and shall henceforth belong to us absolutely.

We may, with the authority of an ordinary resolution, direct that payment of any dividend declared may be satisfied wholly or partly by the distribution of assets, and in particular of paid-up shares or debentures of any other company, or in any one or more of those ways.

We may also with the prior authority of an ordinary resolution, and subject to such conditions as we may determine, offer to holders of shares the right to elect to receive shares, credited as fully paid, instead of the whole, or some part, to be determined by us, of any dividend specified by the ordinary resolution.

For the purposes of determining shareholders entitled to receive a dividend or distribution, our directors may fix a record date for any such determination of shareholders. A record date for any dividend or distribution may be on or at any time before any date on which such dividend or distribution is paid or made and on or at any time before or after any date on which such dividend or distribution is declared.

Ownership Limitations

Our Articles of Association and the 1991 Law do not contain limits on the number of shares that a shareholder may own.

Transfer of Shares

Every shareholder may transfer all or any of his shares by instrument of transfer in writing in any usual form or in any form approved by us. The instrument must be executed by or on behalf of the transferor and, in the case of a transfer of a share which is not fully paid up, by or on behalf of the transferee. The transferor is deemed to remain the holder until the transferee's name is entered in the register of shareholders.

We may, in our absolute discretion and without giving any reason, refuse to register any transfer of a share or renunciation of a renounceable letter of allotment unless:

- it is in respect of a share which is fully paid-up;
- it is in respect of only one class of shares;
- it is in favor of a single transferee or not more than four joint transferees;
- it is duly stamped, if so required; and
- it is delivered for registration to our registered office for the time being or another place that we may from time to time determine accompanied by the certificate for the shares to which it relates and any other evidence as we may reasonably require to prove the right of the transferor or person renouncing to make the transfer or renunciation.

Share Register

We maintain our register of members in Jersey. It is open to inspection during business hours by shareholders without charge and by other persons upon payment of a fee not exceeding £5. Any person may obtain a copy of our register of members upon payment of a fee not exceeding £0.50 per page and providing a declaration under oath as required by the 1991 Law.

Variation of Rights

If at any time our share capital is divided into different classes of shares, the special rights attached to any class, unless otherwise provided by the terms of issue of the shares of that class, may be varied or abrogated with the consent in writing of the holders of the majority of the issued shares of that class, or with the sanction of an ordinary resolution passed at a separate meeting of the holders of shares of that class, but not otherwise. To every such separate meeting all the provisions of our Articles of Association and of the 1991 Law relating to general meetings or to the proceedings thereat shall apply, *mutatis mutandis*, except that the necessary quorum shall be two persons holding or representing at least one-third in nominal amount of the issued shares of that class but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person shall be a quorum.

The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares and by the creation of further shares ranking in priority thereto, but shall not (unless otherwise expressly provided by our Articles of Association or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking after or *pari passu* therewith. The rights conferred on holders of ordinary shares shall be deemed not to be varied by the creation, issue or redemption of any preferred or preference shares.

Capital Calls

We may, subject to the provisions of our Articles of Association and to any conditions of allotment, from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) provided that (except as otherwise fixed by the conditions of application or allotment) no call on any share shall be payable within 14 days of the date appointed for payment of the last preceding call, and each member shall (subject to being given at least 14 clear days' notice specifying the time or times and place of payment) pay us at the time or times and place so specified the amount called on his shares.

If a member fails to pay any call or installment of a call on or before the day appointed for payment thereof, we may serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest (at a rate not exceeding 10% per annum to be determined by us) which may have accrued and any expenses which may have been incurred by us by reason of such non-payment. The notice shall name a further day (not earlier than 14 days from the date of service thereof) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares on which the call was made will be liable to be forfeited.

Borrowing Powers

Our Articles of Association contain no restrictions on our power to borrow money or to mortgage or charge all or any part of our undertaking, property and assets.

Issue of Shares and Pre-emptive Rights

Subject to the provisions of the 1991 Law and to any special rights attached to any shares, we may allot or issue shares with those preferred, deferred or other special rights or restrictions regarding dividends, voting, return of capital or other matters as our directors from time to time determine. We may issue shares that are redeemable or are liable to be redeemed at our option or the option of the holder in accordance with our Articles of Association. Subject to the provisions of the 1991 Law, the unissued shares at the date of adoption of our Articles of Association and shares created thereafter shall be at the disposal of our directors. We cannot issue shares at a discount to par value. Securities, contracts, warrants or other instruments evidencing any preferred shares, option rights, securities having conversion or option rights or obligations may also be issued by the directors without the approval of the shareholders or entered into by us upon a resolution of the directors to that effect on such terms, conditions and other provisions as are fixed by the directors, including, without limitation, conditions that preclude or limit any person owning or offering to acquire a specified number or percentage of shares in us in issue, other shares, option rights, securities having conversion or option rights or obligations of us or the transferee of such person from exercising, converting, transferring or receiving the shares, option rights, securities having conversion or option rights or obligations.

There are no pre-emptive rights for the transfer of our shares either within the 1991 Law or our Articles of Association.

Directors' Powers

Our business shall be managed by the directors who may exercise all of the powers that we are not by the 1991 Law or our Articles of Association required to exercise in a general meeting. Accordingly, the directors may (among other things) borrow money, mortgage or charge all of our property and assets (present and future) and issue securities.

Meetings of the Board of Directors

A director may, and the secretary on the requisition of a director shall, at any time, summon a meeting of the directors by giving to each director and alternate director not less than 24 hours' notice of the meeting provided that any meeting may be convened at shorter notice and in such manner as each director or his alternate director shall approve provided further that unless otherwise resolved by the directors notices of directors' meetings need not be in writing.

Subject to our Articles of Association, our Board of Directors may meet for the conducting of business, adjourn and otherwise regulate its proceedings as it sees fit. The quorum necessary for the transaction of business may be determined by the Board of Directors and unless otherwise determined shall be three persons, each being a director or an alternate director of whom two shall not be executive directors. Where more than three directors are present at a meeting, a majority of them must not be executive directors in order for the quorum to be constituted at the meeting. A duly convened meeting of the Board of Directors at which a quorum is present is necessary to exercise all or any of the board's authorities, powers and discretions.

Our Board of Directors may from time to time appoint one or more of their number to be the holder of any executive office on such terms and for such periods as they may determine. The appointment of any director to any executive office shall be subject to termination if he ceases to be a director. Our Board of Directors may entrust to and confer upon a director holding any executive office any of the powers exercisable by the directors, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Remuneration of Directors

Our directors shall be entitled to receive by way of fees for their services as directors any sum that we may, by ordinary resolution in general meeting from time to time determine. That sum, unless otherwise directed by the ordinary resolution by which it is voted, shall be divided among the directors in the manner that they agree or, failing agreement, equally. The remuneration (if any) of an alternate director shall be payable out of the remuneration payable to the director appointing him as may be agreed between them. The directors shall be repaid their traveling and other expenses properly and necessarily expended by them in attending meetings of the directors or members or otherwise on our affairs.

If any director shall be appointed agent or to perform extra services or to make any special exertions, the directors may remunerate such director therefor either by a fixed sum or by commission or participation in profits or otherwise or partly one way and partly in another as they think fit, and such remuneration may be either in addition to or in substitution for his above mentioned remuneration.

Directors' Interests in Contracts

Subject to the provisions of the 1991 Law, a director may hold any other office or place of profit under us (other than the office of auditor) in conjunction with his office of director and may act in a professional capacity to us on such terms as to tenure of office, remuneration and otherwise as we may determine and, provided that he has disclosed to us the nature and extent of any of his interests which conflict or may conflict to a material extent with our interests at the first meeting of the directors at which a transaction is considered or as soon as practical after that meeting by notice in writing to the secretary or has otherwise previously disclosed that he is to be regarded as interested in a transaction with a specific person, a director notwithstanding his office (1) may be a party to, or otherwise interested in, any transaction or arrangement with us or in which we are otherwise interested, (2) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, anybody corporate promoted by us or in which we are otherwise interested, and (3) shall not, by reason of his office, be accountable to us for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

Restrictions on Directors' Voting

A director, notwithstanding his interest, may be counted in the quorum present at any meeting at which any contract or arrangement in which he is interested is considered and, subject as provided above, he may vote in respect of any such contract or arrangement. A director, notwithstanding his interest, may be counted in the quorum present at any meeting at which he is appointed to hold any office or place of profit under us, or at which the terms of his appointment are arranged, but the director may not vote on his own appointment or the terms thereof or any proposal to select that director for re-election.

Number of Directors

Our board shall determine the maximum and minimum number of directors provided that the minimum number of directors shall be not less than three.

Directors' Appointment, Resignation, Disqualification and Removal

Our Board of Directors is divided into three classes that are, as nearly as possible, of equal size. Each class of directors (other than initially) is elected for a three-year term of office but the terms are staggered so that the term of only one class of directors expires at each annual general meeting. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. This classification of the Board of Directors may have the effect of delaying or preventing changes in control of management of our company. Our Board of Directors shall have power (unless they determine that any vacancy should be filled by us in general meeting) at any time and from time to time to appoint any person to be a director, either to fill any vacancy or as an addition to the existing directors. A vacancy for these purposes only will be deemed to exist if a director dies, resigns, ceases or becomes prohibited or disqualified by law from acting as a director, becomes bankrupt or enters into an arrangement or composition with his creditors, becomes of unsound mind or is removed by us from office for gross negligence or criminal conduct by ordinary resolution. A vacancy for these purposes will not be deemed to exist upon the expiry of the term of office of a director. At any general meeting at which a director retires or at which a director's period of office expires we shall elect, by ordinary resolution of the general meeting, a director to fill the vacancy, unless our directors resolve to reduce the number of directors in office. Where the number of persons validly proposed for election or re-election as a director is greater than the number of directors to be elected, the persons receiving the most votes (up to the number of directors to be elected) shall be elected as directors and an absolute majority of the votes cast shall not be a pre-requisite to the election of such directors.

The directors shall hold office until they resign, they cease to be a director by virtue of a provision of the 1991 Law, they become disqualified by law or the terms of our Articles of Association from being a director, they become bankrupt or make any arrangement or composition with their creditors generally or they become of unsound mind or they are removed from office by us for gross negligence or criminal conduct by ordinary resolution in general meeting.

A director is not required to hold any of our shares.

Capitalization of Profits and Reserves

Subject to our Articles of Association, we may, upon the recommendation of our directors, by ordinary resolution resolve to capitalize any of our undistributed profits (including profits standing to the credit of any reserve account), any sum standing to the credit of any reserve account as a result of the sale or revaluation of an asset (other than goodwill) and any sum standing to the credit of our share premium account or capital redemption reserve.

Any sum which is capitalized shall be appropriated among our shareholders in the proportion in which such sum would have been divisible amongst them had the same been applied in paying dividends and applied in (1) paying up the amount (if any) unpaid on the shares held by the shareholders, or (2) issuing to shareholders, fully paid shares (issued either at par or a premium) or (subject to our Articles of Association) our debentures.

Unclaimed Dividends

Any dividend which has remained unclaimed for a period of 10 years from the date of declaration thereof shall, if the directors so resolve, be forfeited and cease to remain owing by us and shall thenceforth belong to us absolutely.

Indemnity, Limitation of Liability and Officers Liability Insurance

Insofar as the 1991 Law allows and, to the fullest extent permitted thereunder, we may indemnify any person who was or is involved in any manner (including, without limitation, as a party or a witness), or is threatened to be made so involved, in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative including, without limitation, any proceeding by or in the right of ours to procure a judgment in our favor, but excluding any proceeding brought by such person against us or any affiliate of ours by reason of the fact that he is or was an officer, secretary, servant, employee or agent of ours, or is or was serving at our request as an officer, secretary, servant, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such proceeding. Such indemnification shall be a contract right and shall include the right to receive payment in advance of any expenses incurred by the indemnified person in connection with such proceeding, provided always that this right is permitted by the 1991 Law.

Subject to the 1991 Law, we may enter into contracts with any officer, secretary, servant, employee or agent of ours and may create a trust fund, grant a security interest, make a loan or other advancement or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in the indemnity provisions in our Articles of Association.

Our directors are empowered to arrange for the purchase and maintenance in our name and at our expense of insurance cover for the benefit of any current or former officer of ours, our secretary and any current or former agent, servant or employee of ours against any liability which is incurred by any such person by reason of the fact that he is or was an officer of ours, our secretary or an agent, servant or employee of ours.

Subject to the 1991 Law, the right of indemnification, loan or advancement of expenses provided in our Articles of Association is not exclusive of any other rights to which a person seeking indemnification may otherwise be entitled, under any statute, memorandum or articles of association, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The provisions of our Articles of Association inure for the benefit of the heirs and legal representatives of any person entitled to indemnity under our Articles of Association and are applicable to proceedings commenced or continuing after the adoption of our Articles of Association whether arising from acts or omissions occurring before or after such adoption.

If any provision or provisions of our Articles of Association relative to indemnity are held to be invalid, illegal or unenforceable for any reason whatsoever: (i) the validity, legality and enforceability of the remaining provisions thereof shall not in any way be affected or impaired; and (ii) to the fullest extent possible, the provisions of our Articles of Association relative to indemnity shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

Nothing in our Articles of Association prohibits us from making loans to officers, our secretary, servants, employees or agents to fund litigation expenses prior to such expenses being incurred.

Distribution of Assets on a Winding-up

Subject to any particular rights or limitations attached to any shares, if we are wound up, our assets available for distribution among our shareholders shall be applied first in repaying to our shareholders the amount paid up (as to both par and any premium) on their shares respectively, and if such assets shall be more than sufficient to repay to our shareholders the whole amount paid up (as to both par and any premium) on their shares, the balance shall be distributed among our shareholders in proportion to the amount which at the time of the commencement of the winding up had been actually paid up (as to both par and any premium) on their shares respectively.

If we are wound up, we may, with the approval of a special resolution and any other sanction required by the 1991 Law, divide the whole or any part of our assets among our shareholders in specie and our liquidator or, where there is no liquidator, our directors, may, for that purpose, value any assets and determine how the division shall be carried out as between our shareholders or different classes of shareholders. Similarly, with the approval of a special resolution and subject to any other sanction required by the 1991 Law, all or any of our assets may be vested in trustees for the benefit of our shareholders.

Other Jersey Law Considerations

Purchase of Own Shares

The 1991 Law provides that we may, with the sanction of a special resolution and subject to certain conditions, purchase any of our shares which are fully paid.

We may fund the purchase of our own shares from any source provided that our directors are satisfied that immediately after the date on which the purchase is made, we will be able to discharge our liabilities as they fall due and that having regard to (i) our prospects and to the intentions of our directors with respect to the management of our business and (ii) the amount and character of the financial resources that will in their view be available to us, we will be able to (a) continue to carry on our business and (b) discharge our liabilities as they fall due until the expiry of the period of 12 months immediately following the date on which the purchase was made or until we are dissolved, whichever occurs first.

We cannot purchase our shares if, as a result of such purchase, only redeemable shares would be in issue. Any shares that we purchase (other than shares that are, immediately after being purchased, held as treasury shares) are treated as cancelled upon purchase.

Mandatory Purchases and Acquisitions

The 1991 Law provides that where a person (which we refer to as the “offeror”) makes an offer to acquire all of the shares (or all of the shares of any class of shares) (other than treasury shares and any shares already held by the offeror and its associates at the date of the offer), if the offeror has by virtue of acceptances of the offer acquired or contracted to acquire not less than 90% in nominal value of the shares (or class of shares) to which the offer relates, the offeror by notice may compulsorily acquire the remaining shares. A holder of any such shares may apply to the Jersey court for an order that the offeror not be entitled to purchase the holder’s shares or that the offeror purchase the holder’s shares on terms different to those of the offer.

Where, prior to the expiry of the offer period, the offeror has by virtue of acceptances of the offer acquired or contracted to acquire not less than 90% in nominal value of all of the shares of the target company (other than treasury shares and any shares already held by the offeror and its associates at the date of the offer), the holder of any shares (or class of shares) to which the offer relates who has not accepted the offer may require the offeror to acquire those shares. In such circumstances, each of the offeror and the holder of the shares are entitled to apply to the Jersey court for an order that the offeror purchase the holder’s shares on terms different to those of the offer.

Compromises and Arrangements

Where a compromise or arrangement is proposed between a company and its creditors, or a class of them, or between the company and its shareholders, or a class of them, the Jersey court may on the application of the company or a creditor or member of it or, in the case of a company being wound up, of the liquidator, order a meeting of the creditors or class of creditors, or of the shareholders of the company or class of shareholders (as the case may be), to be called in a manner as the court directs.

If a majority in number representing 3/4ths in value of the creditors or class of creditors, or 3/4ths of the voting rights of shareholders or class of shareholders (as the case may be), present and voting either in person or by proxy at the meeting agree to a compromise or arrangement, the compromise or arrangement, if sanctioned by the court, is binding on all creditors or the class of creditors or on all the shareholders or class of shareholders, and also on the company or, in the case of a company in the course of being wound up, on the liquidator and contributories of the company.

No Pre-Emptive Rights

Neither our Articles of Association nor the 1991 Law confers any pre-emptive rights on our shareholders.

No Mandatory Offer Requirements

In some countries, the trading and securities legislation contains mandatory offer requirements when shareholders have reached certain share ownership thresholds. There are no mandatory offer requirements under Jersey legislation. The Companies (Takeovers and Mergers Panel) (Jersey) Law 2009 empowers the Minister for Economic Development in Jersey (the “Minister”) to appoint a Panel on Takeovers and Mergers (the “Jersey Panel”) as the body responsible for regulating takeovers and mergers of companies incorporated in Jersey. The Minister has appointed the UK Panel on Takeovers and Mergers (the “UK Panel”) to carry out the functions of the Jersey Panel. The Jersey Panel will be empowered to promulgate rules regulating takeovers and mergers of Jersey companies (the “Jersey Code”). The rules applicable to the regulation of takeovers and mergers promulgated by the UK Panel as set out in The City Code on Takeovers and Mergers (the “UK Code”) have been adopted as the Jersey Code. Rule 9 of the UK Code contains rules relative to mandatory offers. However, the UK Code only applies to (i) offers for Jersey companies if any of their securities are admitted to trading on a regulated market in the United Kingdom or any stock exchange in the Channel Islands or the Isle of Man and (ii) to public or certain private Jersey companies which are considered by the Panel to have their place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man. As none of our securities are listed on a regulated market in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man and as we are not centrally managed and controlled in the United Kingdom, the Channel Islands or the Isle of Man, it is not anticipated that the UK Code (which has been adopted as the Jersey Code) will apply to us.

In 2012, the UK Panel published consultation paper ‘PCP 2012/3: Companies subject to the Takeover Code’, which sought views on proposed amendments to the rules for determining the companies that are subject to the UK Code. No changes have yet been made to the UK Code on the basis of that consultation. It is possible that future changes to the rules for determining the companies that are subject to the UK Code, made on the basis of that consultation or otherwise, could result in the UK Code (which has been adopted as the Jersey Code) applying to us.

Non-Jersey Shareholders

There are no limitations imposed by Jersey law or by our Articles of Association on the rights of non-Jersey shareholders to hold or vote on our ordinary shares or securities convertible into our ordinary shares.

Rights of Minority Shareholders

Under Article 141 of the 1991 Law, a shareholder may apply to court for relief on the ground that our affairs are being conducted or have been conducted in a manner which is unfairly prejudicial to the interests of our shareholders generally or of some part of our shareholders (including at least the shareholder making the application) or that an actual or proposed act or omission by us (including an act or omission on our behalf) is or would be so prejudicial. What amounts to unfair prejudice is not defined in the 1991 Law. There may also be a common law personal actions available to our shareholders.

Under Article 143 of the 1991 Law (which sets out the types of relief a court may grant in relation to an action brought under Article 141 of the 1991 Law), the court may make an order regulating our affairs, requiring us to refrain from doing or continuing to do an act complained of, authorizing civil proceedings and providing for the purchase of shares by us or by any of our other shareholders.

Jersey Law and our Memorandum and Articles of Association

The content of our Memorandum and Articles of Association reflects the requirements of the 1991 Law. Jersey company law draws very heavily from company law in England and there are various similarities between the 1991 Law and English company law. However, the 1991 Law is considerably more limited in content than English company law and there are some notable differences between English and Jersey company law. There are, for example, no provisions under Jersey law (as there are under English law):

- controlling possible conflicts of interests between us and our directors, such as loans by us or directors, and contracts between us and our directors other than a duty on our directors to disclose an interest in any transaction to be entered into by us or any of our subsidiaries which to a material extent conflicts with our interest;
- specifically requiring particulars to be shown in our accounts of the amount of loans to officers or directors' emoluments and pensions, although these would probably be required to be shown in our accounts in conformity to the requirement that accounts must be prepared in accordance with generally accepted accounting principles;
- requiring us to file details of charges other than charges of Jersey realty; or
- as regards statutory pre-emption provisions in relation to further issues of shares.

Comparison of Shareholders' Rights

We are incorporated under the laws of Jersey, Channel Islands. The following discussion summarizes certain material differences between the rights of holders of our ordinary shares and the rights of holders of the common stock of a typical corporation incorporated under the laws of the State of Delaware which result from differences in governing documents and the laws of Jersey, Channel Islands and Delaware.

This discussion does not purport to be a complete statement of the rights of holders of our ordinary shares under applicable law in Jersey, Channel Islands and our Memorandum and Articles of Association or the rights of holders of the common stock of a typical corporation under applicable Delaware law and a typical certificate of incorporation and bylaws.

Corporate Law Issue

Special Meetings of Shareholders

Delaware Law

Shareholders of a Delaware corporation generally do not have the right to call meetings of shareholders unless that right is granted in the certificate of incorporation or by-laws. However, if a corporation fails to hold its annual meeting within a period of 30 days after the date designated for the annual meeting, or if no date has been designated for a period of 13 months after its last annual meeting, the Delaware Court of Chancery may order a meeting to be held upon the application of a shareholder.

Jersey Law

Under the 1991 Law, directors shall, notwithstanding anything in a Jersey company's articles of association, call a general meeting on a shareholders' requisition. A shareholders' requisition is a requisition of shareholders holding not less than one-tenth of the total voting rights of the shareholders of the company who have the right to vote at the meeting requisitioned. Failure to call an annual general meeting in accordance with the requirements of the 1991 Law is a criminal offense on the part of a Jersey company and its directors. The JFSC may, on the application of any officer, secretary or shareholder call, or direct the calling of, an annual general meeting.

Corporate Law Issue

Interested Director Transactions

Delaware Law

Interested director transactions are not voidable if (i) the material facts as to the interested director's relationship or interests are disclosed or are known to the Board of Directors and the board in good faith authorizes the transaction by the affirmative vote of a majority of the disinterested directors, (ii) the material facts are disclosed or are known to the shareholders entitled to vote on such transaction and the transaction is specifically approved in good faith by vote of the majority of shares entitled to vote on the matter or (iii) the transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee or the shareholders.

Jersey Law

A director of a Jersey company who has an interest in a transaction entered into or proposed to be entered into by the company or by a subsidiary which conflicts or may conflict with the interests of the company and of which the director is aware, must disclose the interest to the company. Failure to disclose an interest entitles the company or a member to apply to the court for an order setting aside the transaction concerned and directing that the director account to the company for any profit. A transaction is not voidable and a director is not accountable notwithstanding a failure to disclose if the transaction is confirmed by special resolution and the nature and extent of the director's interest in the transaction are disclosed in reasonable detail in the notice calling the meeting at which the resolution is passed. Without prejudice to its power to order that a director account for any profit, a court shall not set aside a transaction unless it is satisfied that the interests of third parties who have acted in good faith thereunder would not thereby be unfairly prejudiced and the transaction was not reasonable and fair in the interests of the company at the time it was entered into.

Corporate Law Issue
Cumulative Voting

Delaware Law

Delaware law does not require that a Delaware corporation provide for cumulative voting. However, the certificate of incorporation of a Delaware corporation may provide that shareholders of any class or classes or of any series may vote cumulatively either at all elections or at elections under specified circumstances.

Jersey Law

There are no provisions in the 1991 Law relating to cumulative voting.

Approval of Corporate Matters by Written Consent

Unless otherwise specified in a Delaware corporation's certificate of incorporation, action required or permitted to be taken by shareholders at an annual or special meeting may be taken by shareholders without a meeting, without notice and without a vote, if consents in writing setting forth the action, are signed by shareholders with not less than the minimum number of votes that would be necessary to authorize the action at a meeting. All consents must be dated. No consent is effective unless, within 60 days of the earliest dated consent delivered to the corporation, written consents signed by a sufficient number of holders to take action are delivered to the corporation.

Insofar as the memorandum or articles of a Jersey company do not make other provision in that behalf, anything which may be done at a meeting of the company (other than remove an auditor) or at a meeting of any class of its shareholders may be done by a resolution in writing signed by or on behalf of each shareholder who, at the date when the resolution is deemed to be passed, would be entitled to vote on the resolution if it were proposed at a meeting. A resolution shall be deemed to be passed when the instrument, or the last of several instruments, is last signed or on such later date as is specified in the resolution.

Business Combinations

With certain exceptions, a merger, consolidation or sale of all or substantially all the assets of a Delaware corporation must be approved by the Board of Directors and a majority of the outstanding shares entitled to vote thereon.

A sale or disposal of all or substantially all the assets of a Jersey company must be approved by the Board of Directors and, only if the Articles of Association of the company require, by the shareholders in general meeting. A merger involving a Jersey company must be generally documented in a merger agreement which must be approved by special resolution of that company.

Corporate Law Issue

Limitations on Directors Liability

Delaware Law

A Delaware corporation may include in its certificate of incorporation provisions limiting the personal liability of its directors to the corporation or its shareholders for monetary damages for many types of breach of fiduciary duty. However, these provisions may not limit liability for any breach of the director's duty of loyalty, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, the authorization of unlawful dividends, or unlawful share purchase or redemption, or any transaction from which a director derived an improper personal benefit. Moreover, these provisions would not be likely to bar claims arising under US federal securities laws.

Jersey Law

Subject to the exceptions mentioned below, the 1991 Law prohibits a Jersey company and its subsidiaries from exempting any director from, or indemnifying any director against, any liability incurred by the director as a result of the director acting as a director of the company. It also prohibits any other person from doing so in exchange for a benefit conferred or detriment suffered, directly or indirectly, by the company. Any provision, whether contained in the articles of association of, or in a contract with, a company or otherwise which breaches these prohibitions is void.

Indemnification of Directors and Officers

A Delaware corporation may indemnify a director or officer of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in defense of an action, suit or proceeding by reason of his or her position if (i) the director or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and (ii) with respect to any criminal action or proceeding, the director or officer had no reasonable cause to believe his or her conduct was unlawful.

Under the 1991 Law, the prohibition referred to above does not apply to a provision for exempting a person from or indemnifying the person against (a) any liabilities incurred in defending any proceedings (whether civil or criminal) (i) in which judgment is given in the person's favor or the person is acquitted, (ii) which are discontinued otherwise than for some benefit conferred by the person or on the person's behalf or some detriment suffered by the person, or (iii) which are settled on terms which include such benefit or detriment and, in the opinion of a majority of the directors of the company (excluding any director who conferred such benefit or on whose behalf such benefit was conferred or who suffered such detriment), the person was substantially successful on the merits in the person's resistance to the proceedings, (b) any liability incurred otherwise than to the company if the person acted in good faith with a view to the best interests of the company, (c) any liability incurred in connection with an application made to the court for relief from liability for negligence, default, breach of duty or breach of trust under Article 212 of the 1991 Law in which relief is granted to the person by the court or (d) any liability against which the company normally maintains insurance for persons other than directors.

Corporate Law Issue
Appraisal Rights

Delaware Law

A shareholder of a Delaware corporation participating in certain major corporate transactions may, under certain circumstances, be entitled to appraisal rights pursuant to which the shareholder may receive cash in the amount of the fair value of the shares held by that shareholder (as determined by a court) in lieu of the consideration the shareholder would otherwise receive in the transaction.

Jersey Law

The 1991 Law does not confer upon shareholders any appraisal rights.

Shareholder Suits

Class actions and derivative actions generally are available to the shareholders of a Delaware corporation for, among other things, breach of fiduciary duty, corporate waste and actions not taken in accordance with applicable law. In such actions, the court has discretion to permit the winning party to recover attorneys' fees incurred in connection with such action.

Under Article 141 of the 1991 Law, a shareholder may apply to court for relief on the ground that a company's affairs are being conducted or have been conducted in a manner which is unfairly prejudicial to the interests of its shareholders generally or of some part of its shareholders (including at least the shareholder making the application) or that an actual or proposed act or omission by the company (including an act or omission on its behalf) is or would be so prejudicial. There may also be common law personal actions available to shareholders. Under Article 143 of the 1991 Law (which sets out the types of relief a court may grant in relation to an action brought under Article 141 of the 1991 Law), the court may make an order regulating the affairs of a company, requiring a company to refrain from doing or continuing to do an act complained of, authorizing civil proceedings and providing for the purchase of shares by a company or by any of its other shareholders.

Inspection of Books and Records

All shareholders of a Delaware corporation have the right, upon written demand under oath stating the purpose thereof, to inspect or obtain copies of the corporation's shares ledger and its other books and records for any proper purpose.

The register of shareholders and books containing the minutes of general meetings or of meetings of any class of shareholders of a Jersey company must during business hours be open to the inspection of a shareholder of the company without charge. The register of directors and secretaries must during business hours (subject to such reasonable restrictions as the company may by its articles or in general meeting impose, but so that not less than two hours in each business day be allowed for inspection) be open to the inspection of a shareholder or director of the company without charge.

Corporate Law Issue
Amendments to Charter

Delaware Law

Amendments to the certificate of incorporation of a Delaware corporation require the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon or such greater vote as is provided for in the certificate of incorporation; a provision in the certificate of incorporation requiring the vote of a greater number or proportion of the directors or of the holders of any class of shares than is required by Delaware corporate law may not be amended, altered or repealed except by such greater vote.

Jersey Law

The memorandum and articles of association of a Jersey company may only be amended by special resolution (being a two-third majority if the articles of association of the company do not specify a greater majority) passed by shareholders in general meeting or by written resolution signed by all the shareholders entitled to vote.

C. Material Contracts

Except as disclosed below, we are not currently, nor have we been for the past two years, party to any material contract, other than contracts entered into in the ordinary course of business.

(1) Employment Agreement effective April 1, 2022 between Keshav R. Muruges and WNS Global Services Private Limited, and as amended thereafter.

Please see “Part I — Item 6. Directors, Senior Management and Employees — B. Compensation — Employment Agreement of our Executive Director.”

D. Exchange Controls

There are currently no Jersey or United Kingdom foreign exchange control restrictions on the payment of dividends on our ordinary shares or on the conduct of our operations. Jersey is in a monetary union with the United Kingdom. There are currently no limitations under Jersey law or our Articles of Association prohibiting persons who are not residents or nationals of United Kingdom from freely holding, voting or transferring our ordinary shares in the same manner as United Kingdom residents or nationals.

Exchange Rates

Substantially all of our revenue is denominated in pound sterling or US dollars and large part of our expenses, other than payments to repair centers, are incurred and paid in Indian rupees. We report our financial results in US dollars. The exchange rates among the Indian rupee, the pound sterling and the US dollar have changed substantially in recent years and may fluctuate substantially in the future. The results of our operations are affected as the Indian rupee and the pound sterling appreciate or depreciate against the US dollar and, as a result, any such appreciation or depreciation will likely affect the market price of our ordinary shares in the US.

The following table sets forth, for the periods indicated, information concerning the exchange rates between Indian rupees and US dollars based on the spot rate released by the Federal Reserve Board:

<u>Fiscal year:</u>	<u>Period End⁽¹⁾</u>	<u>Average⁽²⁾</u>	<u>High</u>	<u>Low</u>
2020	₹ 75.39	₹ 70.89	₹76.37	₹68.40
2021	73.14	74.25	76.95	72.37
2022	75.87	74.50	77.07	72.42
2023	82.19	80.30	82.97	75.31
2024	83.34	82.78	83.53	81.65
2025 (until May 3, 2024)	83.43	83.40	83.59	83.18

Notes:

- (1) The spot rate at each period end and the average rate for each period may differ from the exchange rates used in the preparation of consolidated financial statements included elsewhere in this annual report.
- (2) Represents the average of the daily exchange rates during the period.

The following table sets forth, for the periods indicated, information concerning the exchange rates between Indian rupees and US dollars based on the spot rate released by the Federal Reserve Board:

<u>Month:</u>	<u>High</u>	<u>Low</u>
November 2023	₹83.36	₹83.11
December 2023	83.40	83.02
January 2024	83.31	82.92
February 2024	83.06	82.85
March 2024	83.53	82.72
April 2024	83.59	83.18
May 2024 (until May 3, 2024)	83.45	83.43

The following table sets forth, for the periods indicated, information concerning the exchange rates between the pound sterling and US dollars based on the spot rate released by the Federal Reserve Board:

<u>Fiscal year:</u>	<u>Period End⁽¹⁾</u>	<u>Average⁽²⁾</u>	<u>High</u>	<u>Low</u>
2020	£ 0.80	£ 0.79	£0.87	£0.75
2021	0.73	0.72	0.73	0.72
2022	0.76	0.73	0.77	0.70
2023	0.81	0.83	0.93	0.76
2024	0.79	0.80	0.83	0.76
2025 (until May 3, 2024)	0.80	0.80	0.81	0.79

Notes:

- (1) The spot rate at each period end and the average rate for each period may differ from the exchange rates used in the preparation of consolidated financial statements included elsewhere in this annual report.
- (2) Represents the average of the daily exchange rates during the period.

The following table sets forth, for the periods indicated, information concerning the exchange rates between the pound sterling and US dollars based on the spot rate released by the Federal Reserve Board:

<u>Month:</u>	<u>High</u>	<u>Low</u>
November 2023	£0.82	£0.79
December 2023	0.80	0.78
January 2024	0.79	0.78
February 2024	0.80	0.79
March 2024	0.79	0.78
April 2024	0.81	0.79
May 2024 (until May 3, 2024)	0.80	0.80

E. Taxation

Jersey Tax Consequences

General

Jersey tax considerations

The following summary of the anticipated treatment of the company and holders of ordinary shares (other than residents of Jersey) is based on Jersey taxation law and practice as it is understood to apply at the date of this annual report. It does not constitute legal or tax advice and does not address all aspects of Jersey tax law and practice. Holders of our ordinary shares should consult their professional advisers on the implications of acquiring, buying, holding, selling or otherwise disposing of ordinary shares under the laws of the jurisdictions in which they may be liable to taxation. Shareholders should be aware that tax laws, rules and practice and their interpretation may change.

Taxation of the company

Jersey taxation legislation provides that the general basic rate of income tax on the profits of companies regarded as resident in Jersey or having a permanent establishment in Jersey will be 0% and that only a limited number of companies active in specific sectors (not applicable to us) shall be subject to income tax at a rate of more than 0%.

Under the Income Tax (Jersey) Law 1961, we are regarded as tax resident in Jersey but, not being a financial services company nor a specified utility company for the purposes of Jersey taxation legislation, are subject to the general basic rate of income tax on profits of 0%.

Taxation of holders of ordinary shares

The company will be entitled to pay dividends to holders of ordinary shares without any withholding or deduction for, or on account of, Jersey tax. The holders of ordinary shares (other than residents of Jersey) will not be subject to any tax in Jersey in respect of the holding, sale or other disposition of such ordinary shares.

Foreign Account Tax Compliance Act (“FATCA”)

Pursuant to U.S. Foreign Account Tax Compliance Act, commonly known as FATCA, certain payments of (or attributable to) US-source income could be subject to 30% withholding tax unless the company agrees to adopt certain reporting and withholding requirements if the Company is treated as a financial institution (“FI”) as defined under FATCA. Although we do not currently believe we are an FI and would use reasonable efforts to avoid the imposition of such withholding tax if we were to be treated as an FI, no assurance can be given that we will be able to do so.

On December 13, 2013, the Chief Minister of Jersey signed the US-Jersey Intergovernmental Agreement (“US IGA”), which imposes certain due diligence and reporting requirements on Jersey FIs. Where applicable information regarding shareholders, their ultimate beneficial owners and/or controlling persons, and their investment in and returns from the company, may need to be reported to the local States of Jersey tax authority.

Following the US implementation of FATCA, the UK introduced their own information reporting regime with certain Crown Dependencies and Overseas Territories such as Jersey. On October 22, 2013 the Chief Minister of Jersey signed the UK-Jersey IGA (“UK IGA”). The application of this UK FATCA regime is similar to US FATCA except that it imposes disclosure requirements in respect of certain shareholders who are, or are entities that are controlled by one or more, residents of the UK.

Both the US and UK IGAs are implemented through Jersey’s domestic legislation, in accordance with guidance notes which are published in draft form and updated on a regular basis. The first reporting deadline under the US IGA was June 30, 2015 and that under the UK IGA was June 30, 2016. Reporting is due annually thereafter with UK FATCA merging fully into Common Reporting Standard (“CRS”) over the coming years.

Common Reporting Standard

The Organization for Economic Co-operation and Development (“OECD”) has developed a Common Reporting Standard (the “CRS”) and model competent authority agreement (the “Multilateral Agreement”) to enable the multilateral and automatic exchange of financial account information. This global standard was modelled largely on the US FATCA regime but with some notable differences. Over 100 jurisdictions have committed to implementing the CRS or have already implemented the CRS (including the UK and Jersey). The first exchanges of information under the CRS occurred in 2017. Pursuant to the Multilateral Agreement, certain disclosure requirements may be imposed in respect of certain shareholders who are, or are entities that are controlled by one or more, residents of any of the signatory jurisdictions. Where applicable, information that would need to be disclosed will include certain information about shareholders, their ultimate beneficial owners and/or controllers, and their investment in and returns from the company. The US is not a participant in the regime.

Stamp duty

No stamp duty is payable in Jersey on the issue or inter vivos transfer of ordinary shares.

Upon the death of a holder of ordinary shares (and to the extent that the ordinary shares are considered movable estate situated in Jersey), Jersey probate stamp duty will be payable on the registration in Jersey of a grant of probate or letters of administration, which will be required in order to transfer or otherwise deal with:

- (A) (where the deceased person was domiciled in Jersey at the time of death) the deceased person’s personal estate wherever situated (including any ordinary shares to the extent that the ordinary shares are considered movable estate situated in Jersey) if the net value of such personal estate exceeds £30,000; or
- (B) (if the deceased person was domiciled outside of Jersey at the time of death) the deceased person’s personal estate situated in Jersey (including any ordinary shares to the extent that the ordinary shares are considered movable estate situated in Jersey) if the net value of such personal estate exceeds £30,000.

The rate of probate stamp duty payable is:

- (A) (where the net value of the deceased person’s relevant personal estate does not exceed £100,000) 0.5% of the net value of the deceased person’s relevant personal estate;
- (B) (where the net value of the deceased person’s relevant personal estate exceeds £100,000) £500 for the first £100,000 plus 0.75% of the net value of the deceased person’s relevant personal estate which exceeds £100,000; or
- (C) (where the net value of the deceased person’s relevant personal estate exceeds £13,360,000) the sum of £100,000.

The above rates and threshold figures are current as at the date of this Annual Report. However, they are subject to potential change in the future.

In addition, application and other fees may be payable. Jersey does not otherwise levy taxes upon capital, inheritances, capital gains or gifts, nor are there any other estate duties.

US Federal Income Taxation

The following discussion describes certain material US federal income tax consequences to US Holders (defined below) under present law of an investment in our ordinary shares. This summary applies only to US Holders that hold our ordinary shares as capital assets and that have the US dollar as their functional currency. This discussion is based on the tax laws of the US as in effect on the date of this annual report and on US Treasury regulations in effect or, in some cases, proposed, as at the date of this annual report, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax consequences described below.

The following discussion does not address the Medicare contribution tax on net investment income or any state, local or non-US tax or any other tax consequences other than US federal income tax consequences. Furthermore, this summary does not address the tax consequences to any particular investor or to persons in special tax situations, such as:

- banks;
- certain financial institutions;
- insurance companies;
- broker dealers;
- traders that elect to mark-to-market;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- real estate investment trusts;
- regulated investment companies;
- US expatriates;
- persons holding ordinary shares as part of a straddle, hedging, conversion or integrated transaction;
- entities treated as partnerships or other pass-through entities, or persons holding ordinary shares through such entities; or
- persons that actually or constructively own 10% or more of our stock by vote or by value;
- persons who acquired ordinary shares pursuant to the exercise of any employee share option or otherwise as compensation; or
- persons who are subject to special tax accounting rules as a result of any item of gross income with respect to our ordinary shares being taken into account in an applicable financial statement.

US HOLDERS OF OUR ORDINARY SHARES ARE URGED TO CONSULT THEIR TAX ADVISORS ABOUT THE APPLICATION OF THE US FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE AND LOCAL AND NON-US TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR ORDINARY SHARES.

The discussion below of the US federal income tax consequences to “US Holders” will apply to you if you are a beneficial owner of ordinary shares and you are, for US federal income tax purposes:

- an individual who is a citizen or resident of the US;
- an entity taxable as a corporation organized in or under the laws of the United States, any State thereof or the District of Columbia;
- an estate whose income is subject to US federal income taxation regardless of its source; or
- a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more US persons for all substantial decisions of the trust or (2) has a valid election in effect under applicable US Treasury regulations to be treated as a US person.

If you are a partner in an entity treated as a partnership that holds ordinary shares, your tax treatment will depend on your status and the activities of such entity.

The discussion below assumes that the representations contained in the deposit agreement are true and that the obligations in the deposit agreement and any related agreement will be complied with in accordance with their terms.

Distributions

Subject to the rules applicable to PFICs, discussed below, the gross amount of distributions made by us with respect to our ordinary shares (including the amount of any taxes withheld therefrom) generally will be includable in your gross income in the year received (or deemed received) as dividend income to the extent that such distributions are paid out of our current or accumulated earnings and profits as determined under US federal income tax principles. To the extent the amount of the distribution exceeds our current and accumulated earnings and profits (as determined under US federal income tax principles), such excess amount will be treated first as a tax-free return of your tax basis in your ordinary shares, and then, to the extent such excess amount exceeds your tax basis in your ordinary shares, as capital gain. We do not intend to calculate our earnings and profits under US federal income tax principles. Therefore, a US Holder should expect that a distribution will be treated as a dividend for US federal income tax purposes. No dividends received deduction will be allowed for US federal income tax purposes with respect to dividends paid by us.

With respect to non-corporate US Holders, including individual US Holders, under current law dividends may be “qualified dividend income” that is taxed at the lower applicable capital gains rate provided that (1) we are neither a PFIC nor treated as such with respect to you (as discussed below) for either our taxable year in which the dividend is paid or the preceding taxable year, (2) certain holding period and other requirements are met, and (3) the ordinary shares, are readily tradable on an established securities market in the US. Under US Internal Revenue Service (“IRS”) authority, ordinary shares are considered to be readily tradable on an established securities market in the US if they are listed on the NYSE. Any dividends you receive with respect to the ordinary shares will be taxed as qualified dividend income as long as the ordinary shares are listed on a US exchange. You should consult your tax advisors regarding the availability of the lower rate for dividends paid with respect to our ordinary shares, including the effects of any change in law after the date of this annual report.

The amount of any distribution paid in a currency other than the US dollar (a foreign currency) will be equal to the US dollar value of such foreign currency on the date such distribution is received by you, regardless of whether the payment is in fact converted into US dollars at that time. Gain or loss, if any, realized on the sale or other disposition of such foreign currency will be US source ordinary income or loss, subject to certain exceptions and limitations. If such foreign currency is converted into US dollars on the date of receipt, a US Holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend. The amount of any distribution of property other than cash will be the fair market value of such property on the date of distribution.

Subject to certain exceptions, for foreign tax credit purposes, dividends distributed by us with respect to our ordinary shares generally will constitute foreign source income. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to our ordinary shares will generally constitute “passive category income.” To the extent the dividends would be taxable as qualified dividend income with respect to non-corporate US Holders, including individual US Holders (subject to the discussion above), the amount of the dividends taken into account for purposes of calculating the foreign tax credit limitation will in general be limited to the gross amount of the dividend, multiplied by the reduced tax rate applicable to qualified dividend income and divided by the highest tax rate normally applicable to dividends. Recently issued US Treasury regulations add various further limitations on the use of foreign tax credits. You are urged to consult your tax advisors regarding the foreign tax credit limitation and source of income rules with respect to distributions on our ordinary shares.

Sale or Other Disposition of Ordinary Shares

Subject to the PFIC rules discussed below, upon a sale or other taxable disposition of our ordinary shares, you generally will recognize capital gain or loss for US federal income tax purposes in an amount equal to the difference between the US dollar value of the amount realized and your adjusted tax basis in such ordinary shares. If the consideration you receive for our ordinary shares is not paid in US dollars, the amount realized will be the US dollar value of the payment received determined by reference to the spot rate of exchange on the date of the sale or other disposition. However, if our ordinary shares are treated as traded on an “established securities market” and you are either a cash basis taxpayer or an accrual basis taxpayer that has made a special election (which must be applied consistently from year to year and cannot be changed without the consent of the IRS), you will determine the US dollar value of the amount realized in a foreign currency by translating the amount received at the spot rate of exchange on the settlement date of the sale. An accrual basis taxpayer that does not make the special election will recognize exchange gain or loss to the extent attributable to the difference between the exchange rates on the sale date and the settlement date, and such exchange gain or loss generally will constitute US-source ordinary income or loss. Your initial tax basis in your ordinary shares will equal the US dollar value of the cost of such ordinary shares. If you use foreign currency to purchase ordinary shares, the cost of such ordinary shares will be the US dollar value of the foreign currency purchase price determined by reference to the spot rate of exchange on the date of purchase. However, if the ordinary shares, are treated as traded on an established securities market, for US federal income tax purposes, and you are either a cash basis taxpayer or an accrual basis taxpayer who has made the special election described above, you will determine the US dollar value of the cost of such ordinary shares by translating the amount paid at the spot rate of exchange on the settlement date of the purchase.

Subject to certain exceptions and limitations, gain or loss on a sale or other taxable disposition of ordinary shares generally will be capital gain or loss and will be treated as long-term capital gain or loss, if your holding period in the ordinary shares exceeds one year. Subject to the PFIC rules discussed below and other limitations, if you are a non-corporate US Holder, including an individual US Holder, any long-term capital gain will be subject to US federal income tax at preferential rates. The deductibility of capital losses is subject to significant limitations. Any such gain or loss recognized by a US Holder will generally be treated as U.S. source.

Passive Foreign Investment Company

A non-US corporation is considered a PFIC for any taxable year if either:

- at least 75% of its gross income for such year is passive income, or
- at least 50% of its value of assets (determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income.

We will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, 25% or more (by value) of the stock.

Based on our financial statements and relevant market price of our ordinary shares, we believe that we should not be treated as a PFIC with respect to our most recently closed taxable year. If we were treated as a PFIC for any year during which you held ADSs or ordinary shares, we will continue to be treated as a PFIC for all succeeding years during which you hold ordinary shares, absent a special election as discussed below. The application of the PFIC rules is subject to uncertainty in several respects, and we cannot assure you we will not be a PFIC for any taxable year.

If we are a PFIC for any taxable year during which you hold ADSs or ordinary shares, you will be subject to special tax rules with respect to any “excess distribution” you receive and any gain you recognize from a sale or other disposition (including a pledge) of our ordinary shares, unless you make a “mark-to-market” or qualified electing fund (“QEF”) election (if available) as discussed below. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for the ordinary shares will be treated as an excess distribution.

Under these special tax rules:

- the excess distribution or gain will be allocated ratably over your holding period for the ordinary shares,
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we became a PFIC, will be treated as ordinary income, and
- the amount allocated to each other year will be subject to tax at the highest tax rate in effect for that year and the interest charge normally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

The tax liability for amounts allocated to years prior to the year of disposition or “excess distribution” cannot be offset by any net operating losses for such years, and gains (but not losses) realized on the sale of ordinary shares cannot be treated as capital, even if you hold the ordinary shares as capital assets.

In addition, if we are a PFIC, to the extent any of our subsidiaries are also PFICs, you may be deemed to own shares in such subsidiaries that are directly or indirectly owned by us in that proportion which the value of the shares you own so bears to the value of all of our shares, and may be subject to the adverse tax consequences described above with respect to the shares of such subsidiaries you would be deemed to own.

If we are a PFIC, you may avoid taxation under the rules described above by making a QEF election to include your share of our income on a current basis in any taxable year that we are a PFIC, provided we agree to furnish you annually with certain tax information. However, we do not presently intend to prepare or provide such information.

Alternatively, if our ordinary shares are “marketable stock” (as defined below), you can avoid taxation under the unfavorable PFIC rules described above in respect of the ordinary shares by making a mark-to-market election in respect of the ordinary shares by the due date (determined with regard to extensions) for your tax return in respect of your first taxable year during which we are treated as a PFIC. If you make a mark-to-market election for the ordinary shares, you will include in income in each of your taxable years during which we are a PFIC an amount equal to the excess, if any, of the fair market value of the ordinary shares as at the close of your taxable year over your adjusted basis in such ordinary shares. You are allowed a deduction for the excess, if any, of the adjusted basis of the ordinary shares over their fair market value as at the close of the taxable year. However, deductions are allowable only to the extent of any net mark-to-market gains on our ordinary shares included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ordinary shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the ordinary shares, as well as to any loss realized on the actual sale or disposition of the ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ordinary shares. Your basis in the ordinary shares will be adjusted to reflect any such income or loss amounts. Further, distributions would be taxed as described above under “— Distributions,” except the preferential dividend rates with respect to “qualified dividend income” would not apply. You will not be required to recognize mark-to-market gain or loss in respect of your taxable years during which we were not at any time a PFIC.

The mark-to-market election is available only for “marketable stock,” which is stock that is traded in other than *de minimis* quantities on at least 15 days during each calendar quarter on a qualified exchange, including the NYSE, or other market, as defined in the applicable US Treasury regulations. Our ordinary shares are listed on the NYSE and consequently, if you hold ordinary shares the mark-to-market election would be available to you, provided the ordinary shares are traded in sufficient quantities. US Holders of ordinary shares should consult their tax advisors as to whether the ordinary shares would qualify for the mark-to-market election.

You also generally can make a “deemed sale” election in respect of any time we cease being a PFIC, in which case you will be deemed to have sold, at fair market value, your ordinary shares (and shares of our PFIC subsidiaries, if any, that you are deemed to own) on the last day of our taxable year immediately prior to our taxable year in respect of which we are not a PFIC. If you make this deemed sale election, you generally would be subject to the unfavorable PFIC rules described above in respect of any gain realized on such deemed sale, but as long as we are not a PFIC for future years, you would not be subject to the PFIC rules for those future years.

If you hold ordinary shares in any year in which we or any of our subsidiaries are a PFIC, you would be required to file an annual information report with the US Internal Revenue Service, for each entity that is a PFIC, regarding distributions received on ordinary shares and any gain realized on the disposition of the ordinary shares. You should consult your tax advisors regarding the potential application of the PFIC rules to your ownership of ordinary shares and the elections discussed above.

US Information Reporting and Backup Withholding

Dividend payments with respect to our ordinary shares and proceeds from the sale, exchange or redemption of ordinary shares may be subject to information reporting to the IRS and US backup withholding. Backup withholding will not apply, however, to a US Holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding and establishes such exempt status. US Holders should consult their tax advisors regarding the application of the US information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your US federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the IRS and furnishing any required information.

Additional Reporting Requirements

Certain US holders who are individuals (and certain entities) that own “specified foreign financial assets” with an aggregate value in excess of certain amounts are generally required to file an information report with respect to such assets with their tax returns. “Specified foreign financial assets” include any financial accounts maintained by foreign financial institutions, as well as any of the following, but only if they are not held in accounts maintained by financial institutions: (i) stocks and securities issued by non-US persons, (ii) financial instruments and contracts held for investment that have non-US issuers or counterparties, and (iii) interests in foreign entities. Under certain circumstances, an entity may be treated as an individual for purposes of these rules. Our ordinary shares may be subject to these rules. US Holders should consult their tax advisers regarding the application of this requirement to their ownership of our shares.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

Publicly filed documents concerning our company which are referred to in this annual report may be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington, D.C. 20549. Copies of these materials can also be obtained from the Public Reference Room at the Commission’s principal office, 100 F Street, N.E., Washington D.C. 20549, after payment of fees at prescribed rates.

The Commission maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding registrants that make electronic filings through its Electronic Data Gathering, Analysis, and Retrieval (“EDGAR”) system. We have made all our filings with the Commission using the EDGAR system.

I. Subsidiary Information

For more information on our subsidiaries, please see “Part I—Item 4. Information on the Company — C. Organizational Structure.”

J. Annual Report to Security Holders

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

General

Market risk is attributable to all market sensitive financial instruments including foreign currency receivables and payables. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments.

Our exposure to market risk is primarily a function of our revenue generating activities and any future borrowings in foreign currency. The objective of market risk management is to avoid excessive exposure of our earnings to losses. Most of our exposure to market risk arises from our revenue and expenses that are denominated in different currencies.

The following risk management discussion and the estimated amounts generated from analytical techniques are forward-looking statements of market risk assuming certain market conditions. Our actual results in the future may differ materially from these projected results due to actual developments in the global financial markets.

Risk Management Procedures

We manage market risk through our treasury operations. Our senior management and our Board of Directors approve our treasury operations' objectives and policies. The activities of our treasury operations include management of cash resources, implementation of hedging strategies for foreign currency exposures, implementation of borrowing strategies and monitoring compliance with market risk limits and policies. Our Foreign Exchange Committee, comprising the Director of the Board, our Group Chief Executive Officer and our Group Chief Financial Officer, is the approving authority for all our hedging transactions.

Components of Market Risk

Exchange Rate Risk

Our exposure to market risk arises principally from exchange rate risk. Although substantially all of our revenue less repair payments (non-GAAP) is denominated in pound sterling and US dollars, approximately 46.0% of our expenses (net of payments to repair centers made as part of our WNS Auto Claims BPM business) in fiscal 2023 were incurred and paid in Indian rupees. The exchange rates between each of the pound sterling, the Indian rupee, the Australian dollar, the South African rand and the Philippine peso, on the one hand, and the US dollar, on the other hand, have changed substantially in recent years and may fluctuate substantially in the future. See "Part I — Item 5 Operating and Financial Review Prospects — Foreign Exchange — Exchange Rates."

Our exchange rate risk primarily arises from our foreign currency-denominated receivables. Based upon our level of operations in fiscal 2024, a sensitivity analysis shows that a 10% appreciation or depreciation in the pound sterling against the US dollar would have increased or decreased revenue by approximately \$32.3 million and increased or decreased revenue less repair payments (non-GAAP) by approximately \$28.4 million in fiscal 2024, a 10% appreciation or depreciation in the Australian dollar against the US dollar would have increased or decreased revenue and revenue less repair payments (non-GAAP) by approximately \$7.8 million in fiscal 2024, and a 10% appreciation or depreciation in the South African rand against the US dollar would have increased or decreased revenue and revenue less repair payments (non-GAAP) by approximately \$1.2 million in fiscal 2024. Similarly, a 10% appreciation or depreciation in the Indian rupee against the US dollar would have increased or decreased our expenses incurred and paid in Indian rupee in fiscal 2024 by approximately \$51.3 million, a 10% appreciation or depreciation in the South African rand against the US dollar would have increased or decreased our expenses incurred and paid in South African rand in fiscal 2024 by approximately \$6.7 million and a 10% appreciation or depreciation in the Philippine peso against the US dollar would have increased or decreased our expenses incurred and paid in Philippine peso in fiscal 2024 by approximately \$12.6 million.

To protect against foreign exchange gains or losses on forecasted revenue and inter-company revenue, we have instituted a foreign currency cash flow hedging program. We hedge a part of our forecasted revenue and inter-company revenue denominated in foreign currencies with forward contracts and options.

Interest Rate Risk

Our exposure to interest rate risk arises from our borrowings that have a floating rate of interest, which is linked to various benchmark interest rates, including SOFR and SONIA. We manage this risk by maintaining an appropriate mix of fixed and floating rate borrowings and through the use of interest rate swap contracts. The costs of floating rate borrowings may be affected by fluctuations in the interest rates. In connection with the term loan facilities entered into in fiscal 2017, we entered into interest rate swap agreements with the banks in fiscal 2017. These swap agreements effectively convert the term loans from a variable interest rate to a fixed interest rate, thereby managing our exposure to changes in market interest rates under the term loans. As at March 31, 2024, we had not entered into any interest rate swap contract.

We monitor our positions and do not anticipate non-performance by the counterparties. We intend to selectively use interest rate swaps, options and other derivative instruments to manage our exposure to interest rate movements. These exposures are reviewed by appropriate levels of management on a periodic basis. We do not enter into hedging agreements for speculative purposes.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 under the Exchange Act, management has evaluated, with the participation of our Group Chief Executive Officer and Group Chief Financial Officer, the effectiveness of our disclosure controls and procedures as at the end of the period covered by this annual report. Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our Group Chief Executive Officer and Group Chief Financial Officer, as appropriate to allow timely decisions regarding our required disclosure.

Based on the foregoing, our Group Chief Executive Officer and Group Chief Financial Officer have concluded that, as at March 31, 2024, our disclosure controls and procedures were effective and provide a reasonable level of assurance.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting.

Internal control over financial reporting refers to a process designed by, or under the supervision of, our Group Chief Executive Officer and Group Chief Financial Officer and effected by our Board of Directors, management and other personnel, 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and members of our Board of Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control over financial reporting, including the possibility of human error and the circumvention or override of internal control. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation, and may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of internal control over financial reporting as at March 31, 2024, based on the criteria established in the 2013 *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the above criteria, and as a result of this assessment, management concluded that, as at March 31, 2024, our internal control over financial reporting was effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The effectiveness of our internal control over financial reporting as at March 31, 2024, has been audited by Grant Thornton Bharat LLP, an independent registered public accounting firm, as stated in their report set out below.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
WNS (Holdings) Limited

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of WNS (Holdings) Limited and subsidiaries (the “Company”) as of March 31, 2024, based on criteria established in the 2013 *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2024, based on criteria established in the 2013 *Internal Control — Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements of the Company as of and for the year ended March 31, 2024, and our report dated May 10, 2024 expressed an unqualified opinion on those consolidated financial statements.

Basis for opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting (“Management’s Report”). Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and limitations of internal control over financial reporting

A company’s internal control over financial reporting 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 control over financial reporting 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

/s/ GRANT THORNTON BHARAT LLP

Gurugram, India
May 10, 2024

Changes in Internal Control over Financial Reporting

Management has evaluated, with the participation of our Group Chief Executive Officer and Group Chief Financial Officer, whether any changes in our internal control over financial reporting that occurred during the period covered by this annual report on Form 20-F have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on the evaluation we conducted, management has concluded that no such changes have occurred.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Audit Committee members are Messrs. Jason Liberty (Chairman), Keith Haviland and Mario P. Vitale and Ms. Judy Marlinski. Ms. Diane de Saint Victor, who was a Member of Audit Committee ceased to be Member with effect from December 1, 2023. Ms. Judy Marlinski was appointed as a Member of Audit Committee with effect from December 1, 2023. Each of Messrs. Liberty, Haviland and Vitale and Ms. Marlinski is an independent director pursuant to the applicable rules of the Commission and the NYSE. See “Part I — Item 6. Directors, Senior Management and Employees — A. Directors and Executive Officers” for the experience and qualifications of the members of the Audit Committee. Our Board of Directors has determined that Mr. Liberty qualifies as an “audit committee financial expert” as defined in Item 16A of Form 20-F.

ITEM 16B. CODE OF ETHICS

We have adopted a Code of Business Ethics and Conduct that is applicable to all of our directors, senior management and employees. The Code of Business Ethics and Conduct was amended in October 2016 and July 2018 to refresh our core purposes and values, in July 2019 to change the limit on the gift value in line with market standards, in October 2021 to update new link to report the violations to the Policy, in July 2022 to reflect changes in the limit on the client gifting and entertainment guidelines and in April 2023 to include a section on the Protection of Human Rights. We have posted the code on our website at www.wns.com. **Information contained in our website does not constitute a part of this annual report.** We will also make available a copy of the Code of Business Ethics and Conduct to any person, without charge, if a written request is made to our General Counsel at Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli (W), Mumbai 400 079, India.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Principal Accountant Fees and Services

Grant Thornton Bharat LLP served as our independent public accountant for fiscal 2024. The following table shows the fees we paid or accrued for audit and other services provided by Grant Thornton Bharat LLP and Grant Thornton member firms for fiscal 2024 and 2023.

	Fiscal	
	2024	2023
Audit fees	\$ 829,077	\$ 821,400
Total	\$ 829,077	\$ 821,400

Notes:

Audit fees: This category consists of fees billed for the audit of financial statements, quarterly review of financial statements and other audit services, which are normally provided by the independent auditors in connection with statutory and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements and include the group audit; statutory audits required by non-US jurisdictions; consents and attest services.

Audit Committee Pre-approval Process

Our Audit Committee reviews and pre-approves the scope and the cost of all audit and permissible non-audit services performed by our independent auditor. All of the services provided by Grant Thornton Bharat LLP and Grant Thornton member firms during the last fiscal year have been pre-approved by our Audit Committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

In fiscal 2021, our shareholders authorized a share repurchase program for the repurchase of up to 3,300,000 ADSs, at a price range of \$10 to \$110 per ADS. Pursuant to the terms of the repurchase program, our ADSs may be purchased in the open market from time to time for 36 months from April 1, 2021, the date the shareholders resolution approving the repurchase program was passed. We were not obligated under the repurchase program to repurchase a specific number of ADSs, and the repurchase program may be suspended at any time at our discretion. We held the shares underlying any such repurchased ADSs as treasury shares.

In fiscal 2022, we purchased 1,100,000 ADSs in the open market for a total consideration of \$85.0 million (including transaction costs) under the above-mentioned share repurchase program. We funded the repurchases under the repurchase program with cash on hand. In fiscal 2022, we cancelled 2,200,000 ADSs that were held as treasury shares for an aggregate cost of \$163.7 million (including share cancellation charges \$0.1 million). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$0.3 million and in share premium amounting to \$163.4 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

In fiscal 2023, we purchased 1,100,000 ADSs in the open market for a total consideration of \$81.6 million (including transaction costs) under the above-mentioned share repurchase program. We funded the repurchases under the repurchase program with cash on hand. In fiscal 2023, based on authorization from the Board of Directors, we cancelled 1,100,000 ADSs that were held as treasury shares for an aggregate cost of \$81.7 million (including share cancellation charges \$0.1 million). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$0.1 million and in share premium amounting to \$81.6 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

In fiscal 2024, we purchased 1,100,000 ADSs in the open market for a total consideration of \$85.6 million (including transaction costs) under the above-mentioned share repurchase program and concluded the program. We funded the repurchases under the repurchase program with cash on hand. In fiscal 2024, we received authorization from the Board of Directors to cancel, and cancelled, 1,100,000 ADSs that were held as treasury shares for an aggregate cost of \$85.7 million (including share cancellation charges). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$0.1 million and in share premium amounting to \$85.5 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

In fiscal 2024, our shareholders authorized a new share repurchase program for the repurchase of up to 3,300,000 of our ADSs, each representing one ordinary share, at a price range of \$10 to \$180 per ADS. Pursuant to the terms of the repurchase program, our ADSs may be purchased in the open market from time to time for 42 months from October 1, 2023 to March 31, 2027. We are not obligated under the repurchase program to repurchase a specific number of ADSs, and the repurchase program may be suspended at any time at our discretion. We may fund the repurchases with internal or external sources.

In fiscal 2024, we purchased 2,200,000 ADSs in the open market for a total consideration of \$129.7 million (including transaction costs) under the above-mentioned share repurchase program. In fiscal 2024, we received authorization from the Board of Directors to cancel, and cancelled, 2,200,000 ADSs that were held as treasury shares for an aggregate cost of \$129.8 million (including share cancellation charges \$0.1 million). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$0.3 million, in share premium amounting to \$41.1 million and in retained earnings amounting to \$88.4 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

From February 8, 2024 to May 10, 2024, we purchased 1,200,000 ADSs in the open market for a total consideration of \$71.5 million (including transaction costs) under the above-mentioned share repurchase program pursuant to a repurchase plan under Rule 10b5-1 of the Exchange Act that we entered into on February 2, 2024.

In March 2024, we terminated our ADS facility and exchanged outstanding ADSs for ordinary shares. Due to this termination, the remaining 1.1 million ADSs yet to be repurchased under the above share repurchase program have become unavailable for repurchase until we obtain an approval from our shareholders for repurchasing of an equivalent amount of ordinary shares. We will hold an extraordinary general meeting on May 30, 2024, at which shareholders will be requested to authorize the purchase of the remaining 1.1 million ordinary shares.

The table below sets forth the details of ADSs repurchased during fiscal 2024, April 2024 and May 2024 (till May 10, 2024) under the above mentioned share repurchase programs:

<u>Period</u>	<u>No. of ADSs Purchased</u>	<u>Average price paid per ADS (in \$)</u>	<u>Total number of ADSs purchased as part of publicly announced plans or programs</u>	<u>Approximate US dollar value (in thousands) of ADSs that may yet be repurchased under the program (assuming purchase price of \$110 per ADS)</u>
April 1 to April 30, 2023	—	—	—	121,000
May 1 to May 31, 2023	723,381	77.83	723,381	41,428
June 1 to June 30, 2023	376,619	77.83	376,619	—
July 1 to July 31, 2023	—	—	—	594,000
August 1 to August 31, 2023	—	—	—	594,000
September 1 to September 30, 2023	—	—	—	594,000
October 1 to October 31, 2023	—	—	—	594,000
November 1 to November 30, 2023	1,000,000	58.12	1,000,000	414,000
December 1 to December 31, 2023	—	—	—	414,000
January 1 to January 31, 2024	—	—	—	414,000
February 1 to February 28, 2024	1,200,000	59.61	1,200,000	—
March 1 to March 31, 2024	—	—	—	—
April 1 to April 30, 2024	—	—	—	—
May 1 to May 10, 2024	—	—	—	—

ITEM 16F. CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

Our Corporate Governance Guidelines were last amended in July 2021. We have posted our amended Corporate Governance Guidelines on our website at www.wns.com. **Information contained in our website does not constitute a part of this annual report.**

Messrs. Timothy L Main, Ms. Françoise Gri Ms. Lan Tu and Ms. Diane de Saint Victor are members of our Board of Directors and they serve on our NCG & ESG Committee and Compensation Committee. Messrs. Jason Liberty, Keith Haviland and Mario P. Vitale and Ms. Judy Marlinski, members of our Board of Directors serve on our Audit Committee. Each of Messrs. Main, Liberty, Haviland and Vitale Ms. Gri Ms. Tu, Ms. de Saint Victor and Ms. Marlinski satisfies the “independence” requirements of the NYSE listing standards and the “independence” requirements of Rule 10A-3 of the Exchange Act.

We are not aware of any significant differences between our corporate governance practices and those required to be followed by US issuers under the NYSE listing standards. As a foreign private issuer, we are exempt from the rules under the Exchange Act governing the furnishing and content of proxy statements, including disclosure relating to any conflicts of interests concerning the issuer’s compensation consultants, and our directors, senior management and principal shareholders are exempt from the reporting and “short-swing profit” recovery provisions contained in Section 16 of the Exchange Act.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16J. INSIDER TRADING POLICIES

Our Board of Directors has adopted an insider trading policy which governs the purchase, sale and other disposition of our securities by the directors, officers, key employees and employees. A copy of our insider trading policy is attached as an exhibit to this annual report.

ITEM 16K. DISCLOSURE REGARDING CYBERSECURITY, RISK MANAGEMENT, STRATEGY, GOVERNANCE AND RELATED INCIDENTS

Cybersecurity Risk Management & Strategy

WNS has integrated cybersecurity and information security as pivotal components of its service delivery strategy, aligning with leading security and privacy standards. The WNS cybersecurity framework is structured along “security by design” principles, encompassing risk identification and assessment, implementation of preventive and detective controls, 24x7 monitoring, proactive threat hunting, focused employee awareness training, and robust cyber-attack preparedness and response strategies.

WNS maintains strong governance mechanisms for all business operations, thereby ensuring that cyber and privacy risks are appropriately managed, accepted, or transferred through oversight of various levels of management. These mechanisms are further strengthened through the presence of stringent policies, procedures, standards, and guidelines, ensuring consistency and comprehensiveness of cybersecurity and data privacy controls across WNS’ business. WNS has also implemented an organization-wide enterprise risk management (“ERM”) framework that acts as the apex risk management framework for the organization. All strategic and operational risks, including the risk of cyber security and data privacy, are included in the purview of this ERM framework. Apart from the inclusion in the ERM program, WNS’ Board also reviews and discusses the state of the company’s information security program with the company’s Risk Management team on an annual basis through a standing discussion item in the Board Meeting. In addition to the above, key aspects of the company’s cybersecurity and privacy program, including new initiatives, progress of key activities, and critical events, are discussed with the company’s Audit Committee on a quarterly basis.

In response to evolving threats, WNS has instituted well-defined incident response policies and procedures, accompanied by incident notification protocols and playbooks for various scenarios. Furthermore, the organization conducts regular red-teaming exercises and cybersecurity drills to evaluate effectiveness of its defense mechanisms and to enhance stakeholder awareness.

WNS ensures adherence to client instructions, and specific security and privacy requirements, by entering into agreements with third-party service providers which include cybersecurity clauses. Information security and privacy due diligence process is established for effective management of cybersecurity risks associated with the use of third parties. Third party service providers are required to establish and maintain reasonable safeguards against the destruction, loss, alteration of, or unauthorized access to WNS or its client data managed by them.

WNS has been demonstrating its commitment to transparency and accountability through annual attestations, including SSAE 18/ISAE 3402 SOC 1 Type II and SOC 2 Type II assessments conducted by a reputable audit firm since 2009. WNS is certified for ISO 27001: 2013 information security management standard and certified for PCI DSS for its operations related to card holder data processing. Certification audits for ISO 27001:2013 and PCI-DSS are conducted annually by reputed certification bodies.

In fiscal 2024, WNS did not identify any cybersecurity threats that have materially affected or are reasonably likely to materially affect our business strategy, results of operations, or financial condition.

Governance

At WNS, risk management governance is led by the Chief Risk Officer who heads the Risk Management function. This function operates independently of other operations and support units and includes key positions such as the Chief Information Security Officer and Data Protection Officer. The Chief Information Security Officer holds an Engineering Degree in Computer Science and has over 25 years of experience in the field of cyber security. The function reports into the Company’s Risk Committee, which comprises its Group CEO, Group CFO, and Group CPO and chaired by the Group CEO.

The Risk Committee meets at least on a quarterly basis to discuss information security strategies, status of existing programs, and key risks and events. WNS’s executive leadership across the organization ensures that information security policies are appropriately established, aligned with organizational objectives, and effectively communicated throughout the organization.

Under the leadership of the CISO, WNS’s security organization consists of a team with specialized subgroups such as Information Security Governance & Strategy, Solution Design, Risk Assessment & Audit, Application Security, and Security Operations Center and Managed Security Services. Similarly, the company also has a Data Privacy team led by the Data Protection Officer to manage data privacy activities.

This governance structure ensures that WNS maintains a comprehensive approach to risk management, with clear accountability, regular strategic discussions, and a dedicated team focused on addressing security and data privacy challenges effectively.

PART III

ITEM 17. FINANCIAL STATEMENTS

See “Part III — Item 18. Financial Statements” for a list of our consolidated financial statements included elsewhere in this annual report.

ITEM 18. FINANCIAL STATEMENTS

The following statements are filed as part of this annual report, together with the report of the independent registered public accounting firm:

- Report of Independent Registered Public Accounting Firm
- Consolidated Statements of Financial Position as at March 31, 2024 and 2023
- Consolidated Statements of Income for the years ended March 31, 2024, 2023 and 2022
- Consolidated Statements of Comprehensive Income for the years ended March 31, 2024, 2023 and 2022
- Consolidated Statements of Changes in Equity for the years ended March 31, 2024, 2023 and 2022
- Consolidated Statements of Cash Flows for the years ended March 31, 2024, 2023 and 2022
- Notes to Consolidated Financial Statements

ITEM 19. EXHIBITS

The following exhibits are filed as part of this annual report:

- 1.1 [Memorandum of Association of WNS \(Holdings\) Limited, as amended — incorporated by reference to Exhibit 3.1 of the Registration Statement on Form F-1 \(File No. 333-135590\) of WNS \(Holdings\) Limited, as filed with the Commission on July 3, 2006.](#)
- 1.2 [Articles of Association of WNS \(Holdings\) Limited, as amended — incorporated by reference to Exhibit 3.2 of the Registration Statement on Form F-1 \(File No. 333-135590\) of WNS \(Holdings\) Limited, as filed with the Commission on July 3, 2006.](#)
- 2.1 [Specimen Ordinary Share Certificate of WNS \(Holdings\) Limited — incorporated by reference to Exhibit 4.4 of the Registration Statement on Form 8-A \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on July 14, 2006.](#)
- 2.2 [Description of Securities Registered under Section 12 of the Securities Exchange Act of 1934, as amended, incorporated by reference to Exhibit 2.3 of the Annual Report on Form 20-F for fiscal 2021 \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on May 14, 2021.](#)
- 4.1 [Form of the Third Amended and Restated WNS \(Holdings\) Limited 2006 Incentive Award Plan — incorporated by reference to Appendix A to WNS \(Holdings\) Limited’s Proxy Statement which was furnished as Exhibit 99.3 of its Report on Form 6-K \(File No. 001-32945\), as furnished to the Commission on August 23, 2013.](#)
- 4.2 [Form of the First Amended and Restated WNS \(Holdings\) Limited 2016 Incentive Award Plan — incorporated by reference to Appendix A to WNS \(Holdings\) Limited’s Proxy Statement which was furnished as Exhibit 99.3 of its Report on Form 6-K \(File No. 001-32945\), as furnished to the Commission on August 23, 2018.](#)
- 4.3 [Form of the Second Amended and Restated WNS \(Holdings\) Limited 2016 Incentive Award Plan — incorporated by reference to Appendix A to WNS \(Holdings\) Limited’s Proxy Statement which was furnished as Exhibit 99.3 of its Report on Form 6-K \(File No. 001-32945\), as furnished to the Commission on August 21, 2020.](#)
- 4.4 [Form of the Third Amended and Restated WNS \(Holdings\) Limited 2016 Incentive Award Plan — incorporated by reference to Exhibit 99.1 of WNS \(Holdings\) Limited’s Report on Form 6-K \(File No. 001-32945\), as furnished to the Commission on July 16, 2021.](#)
- 4.5 [Lease Deed dated January 20, 2012 between Sri Divi Satya Mohan, Sri Attaluri Praveen and Sri Divi Satya Sayee Babu, on the one hand, and WNS Global Services Private Limited, on the other hand, with respect to lease of office premises — incorporated by reference to Exhibit 4.8 of the Annual Report on Form 20-F for fiscal 2012 \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on April 26, 2012.](#)
- 4.6 [Addendum to Lease Deed dated July 23, 2012 between Sri Divi Satya Mohan, Sri Attaluri Praveen and Sri Divi Satya Sayee Babu, on the one hand, and WNS Global Services Private Limited and WNS Business Consulting Services Private Limited, on the other hand. — incorporated by reference to Exhibit 4.5 of the Annual Report on Form 20-F for fiscal 2013 \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on May 2, 2013.](#)
- 4.7 [Contract of Lease dated September 27, 2012 between Megaworld Corporation and WNS Global Services Philippines, Inc. with respect to lease of office premises — incorporated by reference to Exhibit 4.6 of the Annual Report on Form 20-F for fiscal 2013 \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on May 2, 2013.](#)
- 4.8 [Lease Deed commencing April 28, 2014 between WNS Global Services Private Limited and DLF Assets Private Limited with respect to the lease of office premises on the 10th floor of Blocks A2 and A3 at World Tech Park — incorporated by reference to Exhibit 4.12 of the Annual Report on Form 20-F for fiscal 2015 \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on May 5, 2015.](#)
- 4.9 [Lease Deed commencing April 28, 2014 between WNS Global Services Private Limited and DLF Assets Private Limited with respect to the lease of office premises on the 8th, 9th and 11th floors of Blocks A2 and A3 at World Tech Park — incorporated by reference to Exhibit 4.13 of the Annual Report on Form 20-F for fiscal 2015 \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on May 5, 2015.](#)
- 4.10 [Lease Deed dated December 16, 2020 between WNS Global Services Private Limited and DLF Assets Private Limited with respect to the lease of office premises on the 10th floor of Block 10 at DLF IT Park — incorporated by reference to Exhibit 4.8 of the Annual Report on Form 20-F for fiscal 2021 \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on May 14, 2021.](#)
- 4.11 [Leave and License Agreement dated February 15, 2021 between Godrej and Boyce Manufacturing Company Limited and WNS Global Services Private Limited with respect to the lease of the office premises with an aggregate area of 84,429 square feet at plant 10 — incorporated by reference to Exhibit 4.9 of the Annual Report on Form 20-F for fiscal 2021 \(File No. 001-32945\) of WNS \(Holdings\) Limited, as filed with the Commission on May 14, 2021.](#)

4.12	<u>Leave and License Agreement dated February 15, 2021 between Godrej and Boyce Manufacturing Company Limited and WNS Global Services Private Limited with respect to the lease of the office premises with an aggregate area of 108,000 square feet at plant 5 — incorporated by reference to Exhibit 4.11 of the Annual Report on Form 20-F for fiscal 2021 (File No. 001-32945) of WNS (Holdings) Limited, as filed with the Commission on May 14, 2021.</u>
4.13	<u>Leave and License Agreement dated February 15, 2021 between Godrej and Boyce Manufacturing Company Limited and WNS Global Services Private Limited with respect to the lease of the office premises with an aggregate area of 84,934 square feet at plant 11 — incorporated by reference to Exhibit 4.12 of the Annual Report on Form 20-F for fiscal 2021 (File No. 001-32945) of WNS (Holdings) Limited, as filed with the Commission on May 14, 2021.</u>
8.1	<u>List of subsidiaries of WNS (Holdings) Limited.**</u>
12.1	<u>Certification by the Chief Executive Officer to 17 CFR 240, 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**</u>
12.2	<u>Certification by the Chief Financial Officer to 17 CFR 240, 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**</u>
13.1	<u>Certification by the Chief Executive Officer to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**</u>
13.2	<u>Certification by the Chief Financial Officer to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**</u>
15.1	<u>Consent of Grant Thornton Bharat LLP, independent registered public accounting firm.**</u>
19.1	<u>Insider Trading Policy**</u>
97.1	<u>Policy for Recovery of Erroneously Awarded Compensation**</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

** Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: May 10, 2024

WNS (HOLDINGS) LIMITED

By: /s/ Keshav R. Muruges

Name: Keshav R. Muruges

Title: Group Chief Executive Officer

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
WNS (Holdings) Limited.

Opinion on the consolidated financial statements

We have audited the accompanying consolidated statements of financial position of WNS (Holdings) Limited and subsidiaries (the “Company”) as of March 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended March 31, 2024, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2024 in conformity with IFRS Accounting Standards as issued by the International Accounting Standard Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of March 31, 2024, based on criteria established in the 2013 Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated May 10, 2024 expressed an unqualified opinion on the Company’s internal control over financial reporting.

Basis for opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matter do not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

A) Revenue recognition in accordance with IFRS 15

The Company derives revenue from BPM services, comprising back-office administration, data management, customer experience services management which are provided to customers across industries from multiple geographies. The Company recognizes revenue upon transfer of control of promised services to customers for an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services.

Refer Note 20 and Note 2(s) to the accompanying consolidated financial statements for revenue recorded during the year and related accounting policy adopted by the Company respectively.

The Company enters into large number of contracts with its customers with varying commercial terms based on type of service arrangement, industry and geography. Because of such varying terms included in contracts, significant judgement and efforts are required by the management in determining revenue recognition for customer agreements in accordance with IFRS 15 requirements like identification and measurement of variable consideration, determination and allocation of transaction price, identification of performance obligations and determination of timing of satisfaction of performance obligations etc.

Given the significant volume of sales transactions and significant management judgments and efforts involved in contract evaluation as aforementioned, the related audit efforts were significant and required a high degree of auditor judgment, and therefore, revenue recognition has been considered as a critical audit matter.

How the Critical Audit Matter was addressed in the audit

Our principal audit procedures related to the revenue recognition included the following:

- We understood the revenue recognition process of the Company and evaluated related significant accounting policies for its appropriateness in accordance with the requirements of IFRS 15, Revenue from Contracts with Customers (‘IFRS 15’).
- We evaluated the design and tested the operating effectiveness of internal controls related to the evaluation of customer agreements and determination of revenue recognition in accordance with IFRS 15.
- We selected samples for customer agreements and performed the following procedures:
 - Obtained and read contract source documents for each selection, including master agreements, and other documents that were part of the agreement.
 - Tested management’s identification of significant terms in the customer agreements for completeness as relevant for revenue recognition under IFRS 15.
 - Tested the appropriateness of management’s application of accounting policies along with their use of judgements, in the determination of revenue recognition including identification and satisfaction of performance obligations and measurement of variable considerations, as per terms of the agreements based on verification of supporting documents and records maintained by the Company in this respect.

/s/ GRANT THORNTON BHARAT LLP

We have served as the Company’s auditor since 2011.

Gurugram, India
May 10, 2024

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WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in thousands, except share and per share data)

	Notes	As at	
		March 31, 2024	March 31, 2023
ASSETS			
Current assets:			
Cash and cash equivalents	5	\$ 87,431	\$ 127,898
Investments	6	156,531	101,092
Trade receivables, net	7	124,570	113,107
Unbilled revenue	7	107,777	99,785
Funds held for clients		6,853	9,411
Derivative assets	14	5,847	6,373
Contract assets	20	11,949	12,572
Prepayments and other current assets	8	30,410	33,851
Total current assets		<u>531,368</u>	<u>504,089</u>
Non-current assets:			
Goodwill	9	356,350	353,645
Intangible assets	10	124,369	179,220
Property and equipment	11	73,740	62,437
Right-of-use assets	12	163,623	175,474
Derivative assets	14	1,914	2,681
Deferred tax assets	25	49,186	46,675
Investments	6	313	75,948
Contract assets	20	52,849	54,670
Other non-current assets	8	59,048	49,609
Total non-current assets		<u>881,392</u>	<u>1,000,359</u>
TOTAL ASSETS		<u>\$1,412,760</u>	<u>\$1,504,448</u>
LIABILITIES AND EQUITY			
Current liabilities:			
Trade payables		\$ 24,971	\$ 25,397
Provisions and accrued expenses	16	31,180	41,761
Derivative liabilities	14	3,968	7,505
Pension and other employee obligations	15	105,352	107,881
Short-term line of credit	13	40,000	—
Current portion of long-term debt	13	36,675	36,118
Contract liabilities	17	12,902	15,705
Current taxes payable	25	8,302	2,178
Lease liabilities	12	28,094	26,635
Other liabilities	18	19,853	40,662
Total current liabilities		<u>311,297</u>	<u>303,842</u>
Non-current liabilities:			
Derivative liabilities	14	558	2,413
Pension and other employee obligations	15	24,642	19,504
Long-term debt	13	102,529	137,288
Contract liabilities	17	12,625	9,748
Lease liabilities	12	162,051	172,347
Other non-current liabilities	18	13,898	20,844
Deferred tax liabilities	25	19,432	37,326
Total non-current liabilities		<u>335,735</u>	<u>399,470</u>
TOTAL LIABILITIES		<u>\$ 647,032</u>	<u>\$ 703,312</u>
Shareholders' equity:			
Share capital (ordinary shares \$0.16 (£0.10) par value, authorized 60,000,000 shares; issued: 45,684,145 shares and 48,360,817 shares; each as at March 31, 2024 and March 31, 2023, respectively)	19	7,349	7,690
Share premium		2,400	81,110
Retained earnings		1,003,987	951,601
Other reserves		6,129	6,765
Other components of equity		(254,137)	(246,030)
Total shareholders' equity		<u>765,728</u>	<u>801,136</u>
TOTAL LIABILITIES AND EQUITY		<u>\$1,412,760</u>	<u>\$1,504,448</u>

WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF INCOME
(Amounts in thousands, except share and per share data)

	Notes	Year ended March 31,		
		2024	2023	2022
Revenue	20	\$1,323,365	\$1,224,262	\$1,109,800
Cost of revenue	21	844,930	801,526	735,165
Gross profit		478,435	422,736	374,635
Operating expenses:				
Selling and marketing expenses	21	78,339	63,480	53,860
General and administrative expenses	21	183,625	169,329	151,124
Foreign exchange (gain)/ loss, net		(721)	(1,042)	(5,959)
Amortization of intangible assets	10	33,046	23,646	11,550
Impairment of intangible assets	10	30,882	—	—
Operating profit		153,264	167,323	164,060
Other income, net	23	(39,415)	(16,005)	(13,867)
Finance expense	22	29,083	18,819	13,387
Profit before income taxes		163,596	164,509	164,540
Income tax expense	25	23,448	27,201	32,439
Profit after tax		<u>\$ 140,148</u>	<u>\$ 137,308</u>	<u>\$ 132,101</u>
Earnings per ordinary share	26			
Basic		<u>\$ 2.97</u>	<u>\$ 2.85</u>	<u>\$ 2.70</u>
Diluted		<u>\$ 2.83</u>	<u>\$ 2.70</u>	<u>\$ 2.58</u>

See accompanying notes.

WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in thousands, except share and per share data)

	Notes	Year ended March 31,		
		2024	2023	2022
Profit after tax		\$140,148	\$137,308	\$132,101
Other comprehensive income/(loss), net of taxes				
Items that will not be reclassified to profit or loss:				
Pension adjustment, net of tax		(1,717)	(614)	1,146
Items that will be reclassified subsequently to profit or loss:				
Changes in fair value of cash flow hedges:				
Current period gain/(loss)		568	(10,352)	9,395
Net change in time value of option contracts designated as cash flow hedges		(56)	(2,033)	647
Reclassification to profit or loss		4,967	2,185	(3,327)
Foreign currency translation loss		(10,070)	(54,427)	(28,309)
Income tax (expense)/benefit relating to above	25	(1,799)	4,344	(2,698)
		<u>\$ (6,390)</u>	<u>\$ (60,283)</u>	<u>\$ (24,292)</u>
Total other comprehensive loss, net of taxes		<u>\$ (8,107)</u>	<u>\$ (60,897)</u>	<u>\$ (23,146)</u>
Total comprehensive income		<u>\$132,041</u>	<u>\$ 76,411</u>	<u>\$108,955</u>

See accompanying notes.

WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in thousands)

	Share capital		Share Premium	Retained earnings	Other reserves*	Other components of equity			Treasury shares		Total shareholders' Equity
	Number	Par value				Foreign currency translation reserve	Cash flow hedging reserve	Pension adjustments	Number	Amount	
Balance as at											
April 1, 2021	50,502,203	\$ 7,977	\$ 227,708	\$688,957	—	\$(160,678)	\$ (1,882)	\$ 573	1,100,000	\$(78,563)	\$ 684,092
Shares issued for exercised options and RSUs (Refer Note 24)	547,704	76	(76)	—	—	—	—	—	—	—	—
Purchase of treasury shares (Refer Note 19)	—	—	—	—	—	—	—	—	1,100,000	(85,148)	(85,148)
Cancellation of treasury shares (Refer Note 19)	(2,200,000)	(302)	(163,409)	—	—	—	—	—	(2,200,000)	163,711	—
Share-based compensation expense (Refer Note 24)	—	—	44,165	—	—	—	—	—	—	—	44,165
Excess tax benefits relating to share-based options and RSUs	—	—	1,939	—	—	—	—	—	—	—	1,939
Transfer to other reserves	—	—	—	(5,067)	5,067	—	—	—	—	—	—
Transfer from other reserves on utilization	—	—	—	2,411	(2,411)	—	—	—	—	—	—
Transactions with owners	(1,652,296)	(226)	(117,381)	(2,656)	2,656	—	—	—	(1,100,000)	78,563	(39,044)
Profit after tax	—	—	—	132,101	—	—	—	—	—	—	132,101
Other comprehensive income/(loss), net of taxes	—	—	—	—	—	(28,309)	4,017	1,146	—	—	(23,146)
Total comprehensive income/(loss) for the period	—	—	—	132,101	—	(28,309)	4,017	1,146	—	—	108,955
Balance as at											
March 31, 2022	<u>48,849,907</u>	<u>\$ 7,751</u>	<u>\$ 110,327</u>	<u>\$818,402</u>	<u>\$ 2,656</u>	<u>\$(188,987)</u>	<u>\$ 2,135</u>	<u>\$ 1,719</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 754,003</u>

WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in thousands)

	Share capital		Share Premium	Retained earnings	Other reserves*	Other components of equity			Treasury shares		Total shareholders' Equity
	Number	Par value				Foreign currency translation reserve	Cash flow hedging reserve	Pension adjustments	Number	Amount	
Balance as at April 1, 2022	48,849,907	\$ 7,751	\$110,327	\$818,402	\$ 2,656	\$(188,987)	\$ 2,135	\$ 1,719	—	\$ —	\$ 754,003
Shares issued for exercised options and RSUs (Refer Note 24)	610,910	73	(105)	—	—	—	—	—	—	—	(32)
Purchase of treasury shares (Refer Note 19)	—	—	—	—	—	—	—	—	1,100,000	(81,686)	(81,686)
Cancellation of treasury shares (Refer Note 19)	(1,100,000)	(134)	(81,552)	—	—	—	—	—	(1,100,000)	81,686	—
Share-based compensation expense (Refer Note 24)	—	—	49,733	—	—	—	—	—	—	—	49,733
Excess tax benefits relating to share-based options and RSUs	—	—	2,707	—	—	—	—	—	—	—	2,707
Transfer to other reserves	—	—	—	(5,322)	5,322	—	—	—	—	—	—
Transfer from other reserves on utilization	—	—	—	1,213	(1,213)	—	—	—	—	—	—
Transactions with owners	(489,090)	(61)	(29,217)	(4,109)	4,109	—	—	—	—	—	(29,278)
Profit after tax	—	—	—	137,308	—	—	—	—	—	—	137,308
Other comprehensive income/(loss), net of taxes	—	—	—	—	—	(54,427)	(5,856)	(614)	—	—	(60,897)
Total comprehensive income/(loss) for the period	—	—	—	137,308	—	(54,427)	(5,856)	(614)	—	—	76,411
Balance as at March 31, 2023	<u>48,360,817</u>	<u>\$ 7,690</u>	<u>\$ 81,110</u>	<u>\$951,601</u>	<u>\$ 6,765</u>	<u>\$(243,414)</u>	<u>\$ (3,721)</u>	<u>\$ 1,105</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 801,136</u>

	Share capital		Share Premium	Retained earnings	Other reserves*	Other components of equity			Treasury shares		Total shareholders' Equity
	Number	Par value				Foreign currency translation reserve	Cash flow hedging reserve	Pension adjustments	Number	Amount	
Balance as at April 1, 2023	48,360,817	\$ 7,690	\$ 81,110	\$ 951,601	\$ 6,765	\$(243,414)	\$ (3,721)	\$ 1,105	—	\$ —	\$ 801,136
Shares issued for exercised options and RSUs (Refer Note 24)	623,328	79	(79)	—	—	—	—	—	—	—	—
Purchase of treasury shares (Refer Note 19)	—	—	—	—	—	—	—	—	3,300,000	(215,467)	(215,467)
Cancellation of treasury shares (Refer Note 19)	(3,300,000)	(420)	(126,649)	(88,398)	—	—	—	—	(3,300,000)	215,467	—
Share-based compensation expense (Refer Note 24)	—	—	51,683	—	—	—	—	—	—	—	51,683
Excess tax benefits relating to share-based options and RSUs	—	—	(3,665)	—	—	—	—	—	—	—	(3,665)
Transfer to other reserves	—	—	—	—	—	—	—	—	—	—	—
Transfer from other reserves on utilization	—	—	—	636	(636)	—	—	—	—	—	—

Transactions with owners	(2,676,672)	(341)	(78,710)	(87,762)	(636)	—	—	—	—	—	(167,449)
Profit after tax	—	—	—	140,148	—	—	—	—	—	—	140,148
Other comprehensive income/(loss), net of taxes	—	—	—	—	—	(10,070)	3,680	(1,717)	—	—	(8,107)
Total comprehensive income/(loss) for the period	—	—	—	140,148	—	(10,070)	3,680	(1,717)	—	—	132,041
Balance as at March 31, 2024	<u>45,684,145</u>	<u>\$ 7,349</u>	<u>\$ 2,400</u>	<u>\$1,003,987</u>	<u>\$ 6,129</u>	<u>\$(253,484)</u>	<u>\$ (41)</u>	<u>\$ (612)</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 765,728</u>

* Other reserves include the Special Economic Zone Re-Investment Reserve created out of the profits of eligible Special Economic Zones (“SEZ”) units in terms of the provisions of the Indian Income-tax Act, 1961. Further, these provisions require the reserve to be utilized by the Company for acquiring new plant and machinery for the purpose of its business (Refer Note 25).

WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)

	Notes	Year ended March 31,		
		2024	2023	2022
Cash flows from operating activities:				
Profit after tax		\$ 140,148	\$ 137,308	\$ 132,101
Adjustments to reconcile profit after tax to net cash generated from operating activities:				
Depreciation and amortization		89,697	73,771	61,553
Impairment of intangible assets	10	30,882	—	—
Share-based compensation expense	24	51,683	49,733	44,165
Amortization of debt issue cost	22	362	195	52
Allowances for expected credit losses (“ECL”)	7	242	(778)	(115)
Unrealized exchange (gain)/loss, net		(3,918)	2,185	(4,502)
Income tax expense	25	23,448	27,201	32,439
Interest expense	22	28,721	18,624	13,335
Interest income	23	(3,460)	(5,279)	(3,772)
Income from mutual fund	23	(10,507)	(7,991)	(7,137)
Fair value change on contingent consideration	14	(22,470)	—	—
Gain on sale of property and equipment		(390)	(560)	(329)
Rent concession		—	—	(21)
Excess tax benefit from share-based compensation expense	25	(772)	(798)	(1,062)
Unrealized loss/(gain) on derivative instruments		1,485	(2,446)	3,254
Changes in operating assets and liabilities:				
Trade receivables and unbilled revenue		(19,675)	(12,445)	(39,667)
Other assets		(3,004)	(25,660)	(24,325)
Trade payables		466	(6,810)	(1,456)
Contract liabilities		345	(2,352)	(2,627)
Other liabilities		(6,744)	7,392	34,255
Cash generated from operating activities before interest and income taxes				
		296,539	251,290	236,141
Income taxes paid		(42,877)	(35,759)	(38,872)
Interest paid		(27,899)	(15,970)	(13,392)
Interest received		3,474	5,400	3,577
Net cash provided by operating activities				
		229,237	204,961	187,454
Cash flows from investing activities:				
Proceeds from working capital adjustment on acquisition of The Smartcube	4(a)	584	—	—
Proceeds from working capital adjustment on acquisition of Optibuy	4(b)	247	—	—
Deferred consideration paid towards acquisition of Optibuy	4(b)	(2,192)	—	—
Proceeds from working capital adjustment on acquisition of Vuram	4(d)	141	—	—
Acquisition of The Smart Cube, net of cash acquired	4(a)	—	(99,680)	—
Acquisition of OptiBuy, net of cash acquired	4(b)	—	(24,886)	—
Payment for business transfer (from a large insurance company)	4(c)	—	(44,000)	—
Acquisition of Vuram, net of cash acquired	4(d)	—	(144,173)	—
Acquisition of CEPROCS, net of cash acquired	4(e)	—	—	(566)
Acquisition of MOL IPS, net of cash acquired	4(f)	—	(17)	(2,310)
Payment for property and equipment and intangible assets		(54,283)	(44,951)	(28,327)
Proceeds from sale of property and equipment		544	568	401
Investment in fixed deposits		(44,276)	(76,553)	(99,472)
Proceeds from maturity of fixed deposits		41,764	114,076	95,106
Mutual fund sold/(purchased), net (short-term)		27,203	66,379	(15,951)
Profit on sale of mutual fund		3,775	7,727	2,321
Proceeds from redemption of mutual fund (long-term)		—	12,272	—
Net cash used in investing activities				
		(26,493)	(233,238)	(48,798)
Cash flows from financing activities:				
Payment for repurchase of shares		(215,302)	(81,631)	(85,038)
Transaction charges on cancellation of treasury shares		(165)	(55)	(110)
Proceeds from long-term debt		—	180,936	—
Repayment of long-term debt		(37,141)	(8,000)	(16,800)
Principal payment for lease liabilities		(26,486)	(28,125)	(26,235)
Excess tax benefit from share-based compensation expense	25	772	798	1,062
Payment of transaction charges towards exercise of RSUs		—	(32)	—
Proceeds from short-term borrowings		107,630	31,708	—
Repayment of short-term borrowings		(67,278)	(31,418)	—
Payment of debt issuance cost		—	(1,155)	—
Net cash (used in)/provided by financing activities				
		(237,970)	63,026	(127,121)
Exchange difference on cash and cash equivalents		(5,241)	(15,004)	(9,015)
Net change in cash and cash equivalents		(40,467)	19,745	2,520
Cash and cash equivalents at the beginning of the year		127,898	108,153	105,633
Cash and cash equivalents at the end of the year				
	5	\$ 87,431	\$ 127,898	\$ 108,153
Non-cash transactions:				
Investing activities				
(i) Liability towards property and equipment and intangible assets purchased on credit		\$ 6,239	\$ 12,373	\$ 8,604
(ii) Contingent consideration payable towards acquisitions	18	20,510	42,256	—
(iii) Deferred consideration payable towards acquisitions	4(f)	476	476	493
(iv) Payable upon achievement of target	4(b)	—	2,168	—

See accompanying notes.

Reconciliation of liabilities arising from financing activities as at March 31, 2024 and March 31, 2023 is as follows*:

	<u>Opening balance April 1, 2023</u>	<u>Cash flows, net of debt issuance cost paid</u>	<u>Non-cash changes</u>		<u>Closing balance March 31, 2024</u>
			<u>Amortization of debt issuance cost</u>	<u>Translation</u>	
Long-term debt (including current portion)	\$ 173,406	\$ (37,141)	\$ 362	\$ 2,577	\$ 139,204

	<u>Opening balance April 1, 2022</u>	<u>Cash flows, net of debt issuance cost paid</u>	<u>Non-cash changes</u>		<u>Closing balance March 31, 2023</u>
			<u>Amortization of debt issuance cost</u>	<u>Translation</u>	
Long-term debt (including current portion)	\$ —	\$ 171,781	\$ 195	\$ 1,430	\$ 173,406

* For reconciliation of lease liabilities refer Note 12.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

1. Company overview

WNS (Holdings) Limited (“WNS Holdings”), along with its subsidiaries (collectively, “the Company”), is a global business process management (“BPM”) company with client service offices in Sydney (Australia), Canada, Dubai (United Arab Emirates), Germany, London (UK), New York (US), Mexico, and Switzerland and delivery centers in Canada, the People’s Republic of China (“China”), Costa Rica, India, Malaysia, the Philippines, Poland, Romania, Republic of South Africa (“South Africa”), Sri Lanka, Turkey, the United Kingdom (“UK”) and the United States (“US”).

WNS Holdings is incorporated in Jersey, Channel Islands and maintains a registered office in Jersey at 22, Grenville Street, St Helier, Jersey JE4 8PX.

These consolidated financial statements were approved by the Board of Directors and authorized for issue on May 10, 2024.

2. Summary of material accounting policies

a. Basis of preparation

These consolidated financial statements have been prepared on a going concern basis, in compliance with IFRS Accounting standards (“IFRS”) as issued by the International Accounting Standard Board (“IASB”).

These consolidated financial statements correspond to the classification provisions contained in IAS 1 (*revised*), “*Presentation of Financial Statements*.”

Accounting policies applied are consistent with the policies that were applied for the preparation of the consolidated financial statements for the year ended March 31, 2023.

b. Basis of measurement

These consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant IFRS:

- a. Derivative financial instruments;
- b. Share-based payment transactions;
- c. Investments in mutual funds; and
- d. Contingent consideration.

c. Use of estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the consolidated financial statements is included in the following notes:

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

i. Revenue recognition

The Company's determination of whether BPM services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment.

The Company provides automobile claims handling services, wherein the Company enters into contracts with its clients to process all their claims over the contract period and the fees are determined either on a per claim basis or as a fixed payment for the contract period. Where the contracts are on a per claim basis, the Company invoices the client at the inception of the claim process. The Company estimates the processing period for the claims and recognizes revenue over the estimated processing period. This processing period generally ranges between one to two months. The processing time may be greater for new clients and the estimated service period is adjusted accordingly. The processing period is estimated based on historical experience and other relevant factors, if any.

ii. Current income taxes

The major tax jurisdictions for the Company are India, the Philippines, South Africa, UK, and US, though the Company also files tax returns in other foreign jurisdictions. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

iii. Deferred income taxes

The assessment of the probability of future taxable profit in which deferred tax assets can be utilized is based on the Company's latest approved budget forecast, which is adjusted for significant non-taxable profit and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the numerous jurisdictions in which the Company operates are also carefully taken into consideration. If a positive forecast of taxable profit indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

iv. Impairment

An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Company's assets within the next financial year. The calculation of impairment loss involves significant estimates and assumptions which include revenue and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate and future economic and market conditions.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

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v. Valuation of derivative financial instruments

Management uses appropriate valuation techniques, such as binomial lattice model, in measuring the fair value of derivative financial instruments, where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

vi. Accounting for defined benefit plans

In accounting for pension and post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include expected return on plan assets, discount rate assumptions and rate of future compensation increases. To estimate these factors, actuarial consultants also use estimates such as withdrawal, turnover, and mortality rates which require significant judgment. The actuarial assumptions used by the Company may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

vii. Share-based compensation expense

The share-based compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest and valuation using the Monte-Carlo simulation and the binomial lattice model.

viii. Business combinations

Business combinations are accounted for using the acquisition method under the provisions of IFRS 3 (Revised), "*Business Combinations*."

The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued, and liabilities incurred at the date of acquisition. The cost of the acquisition also includes the fair value of any contingent consideration. Identifiable tangible and intangible assets acquired, and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

Contingent consideration liability is remeasured to fair value at each reporting date until the contingency is resolved, any changes in fair value are recognized in consolidated statement of income.

ix. Impairment of non-derivative financial assets

The Company applies the forward-looking ECL model for recognizing impairment loss on financial assets that are measured at amortized cost or at fair value through other comprehensive income ("FVOCI"). Loss allowance for trade receivables and unbilled revenue with no significant financing component are measured at an amount equal to lifetime ECL. The Company applies the simplified approach for determining the lifetime ECL allowance using the Company's historical credit loss experience adjusted for factors that are specific to the debtor.

For all other financial assets, the Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instruments has not increased significantly since the initial recognition, the Company measures the loss allowance for that financial instrument equal to 12-month ECL. The impairment assessment is performed annually and the amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain/loss under "General and administrative expenses" in the consolidated statement of income.

x. Leases

The Company determines the lease term as the non-cancellable period of a lease including any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to operations, taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. The Company has applied an incremental borrowing rate for the purpose of computing lease liabilities based on the rate prevailing in respective geographies.

xi. Property and equipment

The Company depreciates property and equipment on a straight-line basis over the estimated useful lives of assets. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their useful lives. The estimated useful lives of assets are reviewed at least annually.

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d. Basis of consolidation

The Company consolidates entities over which it has control. Control exists when the Company has existing rights that give the Company the current ability to direct the activities which affect the entity's returns; the Company is exposed to or has rights to returns which may vary depending on the entity's performance; and the Company has the ability to use its power to affect its own returns from its involvement with the entity. Subsidiaries are consolidated from the date control commences until the date control ceases.

i. Business combinations

Business combinations are accounted for using the acquisition method under the provisions of IFRS 3 (Revised), "*Business Combinations*."

The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred at the date of acquisition. The consideration of the acquisition also includes the fair value of any contingent consideration. Identifiable tangible and intangible assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

Transaction costs that the Company incurs in connection with a business combination such as finders' fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

ii. Transactions eliminated on consolidation

All inter-company and intra-company balances, transactions, income and expenses including unrealized income or expenses are eliminated on consolidation.

e. Functional and presentation currency

The financial statements of each of the Company's subsidiaries are presented using the currency of the primary economic environment in which these entities operate (i.e. the functional currency). The consolidated financial statements are presented in US dollars ("USD") which is the presentation currency of the Company and has been rounded off to the nearest thousands.

f. Foreign currency transactions and translation

i. Transactions in foreign currency

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at the reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of income. Gains/losses relating to translation or settlement of trading activities are disclosed under foreign exchange gains/losses and translation or settlements of financing activities are disclosed under finance expenses. In the case of foreign exchange gains/losses on borrowings that are considered as a natural economic hedge for the foreign currency monetary assets, such foreign exchange gains/losses, net are presented within results from operating activities.

ii. Foreign operations

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have local functional currency are translated into US dollars using exchange rates prevailing at the reporting date. Income and expense are translated at the monthly average exchange rate for the respective period. Exchange differences arising, if any, are recorded in equity as part of the Company's other comprehensive income. Such exchange differences are recognized in the consolidated statement of income in the period in which such foreign operations are disposed. Goodwill and fair value adjustments arising on the acquisition of foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

Foreign currency exchange differences arising from intercompany receivables or payables relating to foreign operations, the settlement of which is neither planned nor likely to occur in the foreseeable future, are considered to form part of net investment in foreign operation and are recognized in foreign currency translation reserve.

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g. Financial instruments — initial recognition and subsequent measurement

Initial recognition

Trade receivables and unbilled revenue are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial instruments are classified in the following categories:

- Non-derivative financial assets at amortized cost or at fair value through profit or loss (“FVTPL”).
- Non-derivative financial liabilities at FVTPL or at amortized cost.
- Derivative financial instruments under the category of financial assets or financial liabilities at FVTPL or at FVOCI.

The classification of financial instruments depends on the purpose for which those were acquired. Management determines the classification of the Company’s financial instruments at initial recognition.

Non-derivative financial instruments are recognized initially at fair value. Financial assets are derecognized when the contractual rights to the cash flows from the financial assets expire or when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Financial liabilities are derecognized when the contractual obligations are discharged, cancelled or expired. The Company also derecognizes financial liabilities when their terms are modified and the cash flows of the modified liabilities are substantially different, in which case new financial liabilities based on the modified terms are recognized at fair value.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

i. Non-derivative financial assets

a) Financial assets at amortized cost

Financial assets that meet the following criteria are measured at amortized cost (except for investments that are designated at FVTPL on initial recognition):

- i) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are presented as current assets, except for those maturing later than 12 months after the balance sheet date which are presented as non-current assets. They are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest rate method, less any impairment losses.

b) Financial assets at FVTPL

Financial assets that do not meet the amortized cost or FVOCI criteria are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the consolidated statement of income. The gains or losses on disposal of financial assets at FVTPL are recognized in the consolidated statement of income.

Interest income on financial assets at FVTPL is recognized in the consolidated statement of income. Dividend on financial assets at FVTPL is recognized when the Company’s right to receive the dividend is established.

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ii. Non-derivative financial liabilities

All financial liabilities are recognized initially at fair value, except in the case of loans and borrowings which are recognized at fair value, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, bank overdrafts, contingent consideration and loans and borrowings.

Trade and other payables maturing later than 12 months after the reporting date are presented as non-current liabilities.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized as well as through the effective interest rate method amortization process.

After initial recognition, contingent consideration is subsequently measured at fair value and the changes to the fair value are recognized in the consolidated statement of income.

iii. Derivative financial instruments and hedge accounting

The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in foreign operations and forecasted cash flows denominated in foreign currency. The Company limits the effect of foreign exchange rate fluctuation by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments where the counterparty is primarily a bank. The Company holds derivative financial instruments such as foreign exchange forward and option contracts and interest rate swaps to hedge certain foreign currency and interest rate exposures.

Cash flow hedges

The Company recognizes derivative instruments as either assets or liabilities in the statement of financial position at fair value. Derivative instruments qualify for hedge accounting when the instrument is designated as a hedge; the hedged item is specifically identifiable and exposes the Company to risk; and it is expected that a change in fair value of the derivative instrument and an opposite change in the fair value of the hedged item will have a high degree of correlation.

For derivative instruments where hedge accounting is applied, the Company records the effective portion of derivative instruments that are designated as cash flow hedges in other comprehensive income/(loss) in the statement of comprehensive income, which is reclassified into earnings in the same period during which the hedged item affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any (i.e., the ineffective portion) or hedge components excluded from the assessment of effectiveness, and changes in fair value of other derivative instruments not designated as qualifying hedges is recorded as gains/losses, net in the consolidated statement of income. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in the cash flow hedging reserve (in other comprehensive income/(loss)) until the period the hedge was effective remains in the cash flow hedging reserve until the forecasted transaction occurs. Cash flow hedge on interest rate swaps are recorded under finance expense, net. Cash flows from the derivative instruments are classified within cash flows from operating activities in the statement of cash flows.

When it is highly probable that a forecasted transaction will not occur, the Company discontinues the hedge accounting and recognizes immediately, in the consolidated statement of income, the gains and losses attributable to such derivative instrument that were accumulated in other comprehensive income/(loss).

Gains/(losses) on cash flow hedges on forecasted revenue transactions are recorded in foreign exchange gains/(losses) forming part of revenue. Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges are recognized in the consolidated statement of income and reported within foreign exchange gains, net within results from operating activities.

iv. Offsetting of financial instruments

Financial assets and financial liabilities are offset against each other and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

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v. Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations, without any deduction for transaction costs. For financial instruments not traded in an active market, the fair value is determined using appropriate valuation models. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including interest rate curves, credit risk, foreign exchange rates, and forward and spot prices for currencies.

vi. Impairment of non-derivative financial assets

The Company applies the forward-looking ECL model for recognizing impairment loss on financial assets that are measured at amortized cost or at FVOCI. Loss allowance for trade receivables and unbilled revenue with no significant financing component are measured at an amount equal to lifetime ECL. The Company applies the simplified approach for determining the lifetime ECL allowance using the Company's historical credit loss experience adjusted for factors that are specific to the debtor.

For all other financial assets, the Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instruments has not increased significantly since the initial recognition, the Company measures the loss allowance for that financial instrument equal to 12-month ECL. The impairment assessment is performed annually and the amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain/loss under "General and administrative expenses" in the consolidated statement of income.

h. Equity and share capital

i. Share capital, share premium and treasury shares

The Company has only one class of equity shares. Par value of the equity share is recorded as the share capital and the amount received in excess of par value is classified as share premium. The credit corresponding to the share-based compensation expense and excess tax benefit related to the exercise of share options and restricted share units is recorded in share premium.

Treasury shares represent the consideration paid by the Company, including any directly attributable costs, to repurchase its own ordinary shares. Treasury shares are presented as a deduction from total equity. On cancellation of treasury shares, the amount paid is adjusted against share capital, to the extent of the par value of ordinary shares repurchased, and the balance is adjusted against share premium.

ii. Retained earnings

Retained earnings comprise the Company's undistributed earnings after taxes.

iii. Other components of equity

Other components of equity consist of the following:

Cash flow hedging reserve

Changes in fair value of derivative hedging instruments designated and effective as a cash flow hedge are recognized net of taxes.

Foreign currency translation reserve

Foreign currency translation reserve consists of (i) the exchange difference arising from the translation of the financial statements of foreign subsidiaries and (ii) foreign currency differences arising from intercompany receivables or payables relating to foreign operations, the settlement of which is neither planned nor likely to occur in the foreseeable future, which are considered to form part of net investment in foreign operation.

Other Reserves

Other reserves include the Special Economic Zone Re-Investment Reserve created out of the profits of eligible Special Economic Zones ("SEZ") units in terms of the provisions of the Indian Income-tax Act, 1961. Further, these provisions require the reserve to be utilized by the Company for acquiring new plant and machinery for the purpose of its business.

Pension adjustments

This reserve represents cumulative actuarial gain and losses recognized, net of taxes on defined benefits plans.

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i. Cash and cash equivalents

The Company considers all highly liquid investments with an initial maturity of up to three months to be cash equivalents. Cash equivalents are readily convertible into known amounts of cash and subject to an insignificant risk of changes in value.

j. Investments

i. Mutual funds

The Company's mutual fund investments represent liquid investments and are acquired principally for the purpose of earning daily income. Investments in mutual fund represent investments in mutual fund schemes wherein the mutual fund issuer has invested these funds in enterprise development funds. Investments which are expected to be redeemed after 12 months from the reporting date are classified as non-current investments, otherwise they are classified as current investments.

These investments are designated at fair value through profit or loss and changes in fair value recognized in the consolidated statement of income. The fair value represents the original cost of the investment and the investment's fair value at each reporting period.

ii. Investments in fixed deposits

Investments in fixed deposits consist of term deposits with original maturities of more than three months with banks. These are designated as financial assets at amortized cost.

k. Funds held for clients

Some of the Company's agreements in the auto claims handling services allow the Company to temporarily hold funds on behalf of the client. The funds are segregated from the Company's funds and there is usually a short period of time between when the Company receives these funds from the client and when the payments are made on their behalf.

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l. Property and equipment

Property and equipment are stated at historical cost. Cost includes expenditures directly attributable to the acquisition of the asset. Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the assets, which are as follows:

<u>Asset description</u>	<u>Asset life (in years)</u>
Buildings	20
Computers and software	3-4
Furniture, fixtures and office equipment	2-5
Vehicles	3
Leasehold improvements	Lesser of estimated useful life or lease term

Assets acquired under finance leases are capitalized as assets by the Company at an amount equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. Assets under finance leases and leasehold improvements are depreciated over the shorter of the lease term or the estimated useful life of the assets.

Advances paid towards the acquisition of property and equipment and the cost of property and equipment not ready for use before the reporting date are disclosed as capital work-in-progress in Note 11.

The Company assesses property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal ("FVLCO") and its value-in-use ("VIU"). If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the consolidated statement of income. If at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding the written down value which would have been reported if the impairment losses had not been recognized initially.

m. Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Company's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill is allocated to the cash-generating units expected to benefit from the synergies of the combination for the purpose of impairment testing. Goodwill is tested, at the cash-generating unit (or group of cash generating units) level, for impairment annually or if events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill is carried at cost less accumulated impairment losses. Impairment loss on goodwill is not reversed. See further discussion on impairment testing under "impairment of intangible assets and goodwill" below.

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n. Intangible assets

Intangible assets are recognized only when it is probable that the expected future economic benefits attributable to the assets will accrue to the Company and the cost can be reliably measured. Intangible assets acquired in a business combination are recorded at fair value using generally accepted valuation methods appropriate for the type of intangible asset. Intangible assets with definite lives are amortized over the estimated useful lives and are reviewed for impairment, if indicators of impairment arise. Intangible assets with indefinite lives are not amortized but instead are tested for impairment at least annually and written down to the fair value. See further discussion on impairment testing under “impairment of intangible assets and goodwill” below.

Software development costs

Costs incurred for developing software or enhancements to the existing software products to be sold and/or used for internal use are capitalized once the research phase is complete, technological feasibility and commercial feasibility has been established, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. Technological feasibility is established upon completion of a detailed design program or, in its absence, completion of a working model. Significant management judgments and estimates are required in the assessment of when technological feasibility is established, as well as in the ongoing assessment of the recoverability of capitalized costs. Costs that qualify as software development costs include external direct costs of materials and services utilized in developing or obtaining software and compensation and related benefits for employees who are directly associated with the software project. The capitalized costs are amortized on a straight-line basis over the estimated useful life. Costs associated with research phase activities, training, maintenance and all post-implementation stage activities are expensed as incurred.

The Company’s definite lived intangible assets are amortized over the estimated useful life of the assets on a straight-line basis, as given below.

<u>Asset description</u>	<u>Weighted average amortization period (in months)</u>
Customer contracts	60
Customer relationships	162
Covenant not-to-compete	32
Trade names	36
Technology	94
Software	47
Service mark	Indefinite useful life

o. Impairment of intangible assets and goodwill

Goodwill is not subject to amortization and tested at least annually for impairment or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s FVLCOB and VIU. For the purposes of assessing impairment, assets are grouped at the cash generating unit level which is the lowest level for which there are separately identifiable cash flows. Impairment losses recognized in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash generating units (or group of cash generating units) and then, to reduce the carrying amount of the other assets in the cash generating unit (or group of cash generating units) on a pro rata basis based on the carrying amount of each asset in the cash generating unit. Intangible assets except goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

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p. Employee benefits

i. Defined contribution plans

US savings plan

Eligible employees of the Company in the US participate in a savings plan (“the Plan”) under Section 401(k) of the United States Internal Revenue Code (“the Code”). The Plan allows for employees to defer a portion of their annual earnings on a pre-tax basis through voluntary contributions to the Plan. The Plan provides that the Company can make optional contributions up to the maximum allowable limit under the Code.

UK pension scheme

Eligible employees in the UK contribute to a defined contribution pension scheme operated in the UK. The assets of the scheme are held separately in an independently administered fund. The pension expense represents contributions payable to the fund maintained by the Company.

Provident fund

Eligible employees of the Company in India, the Philippines, South Africa, Sri Lanka and the UK participate in a defined contribution fund in accordance with the regulatory requirements in the respective jurisdictions. Both the employee and the Company contribute an equal amount to the fund which is equal to a specified percentage of the employee’s salary.

The Company has no further obligation under defined contribution plans beyond the contributions made under these plans. Contributions are charged to profit or loss and are included in the consolidated statement of income in the year in which they accrue.

ii. Defined benefit plan

Employees in India, the Philippines, Dubai, and Sri Lanka are entitled to a defined benefit retirement plan covering eligible employees of the Company. The plan provides for a lump-sum payment to eligible employees, at retirement, death, and incapacitation or on termination of employment, of an amount based on the respective employees’ salary and tenure of employment (subject to a maximum of approximately \$24 per employee in India). In India contributions are made to funds administered and managed by the Life Insurance Corporation of India (“LIC”) and Aviva Life Insurance Company Private Limited (“ALICPL”) (together, the “Fund Administrators”) to fund the gratuity liability of an Indian subsidiary. Under this scheme, the obligation to pay gratuity remains with the Company, although the Fund Administrators administer the scheme. The Company’s Sri Lanka subsidiary, Philippines subsidiary and two Indian subsidiaries have unfunded gratuity obligations.

Gratuity liabilities are determined by actuarial valuation, performed by an independent actuary, at each reporting date using the projected unit credit method. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability, as the case may be, in accordance with IAS 19 – “*Employee Benefits*.” The discount rate is based on the government securities yield. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recorded in other comprehensive income in the statement of comprehensive income in the period in which they arise.

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iii. Compensated absences

The Company's liability for compensated absences is determined on the basis of an actuarial valuation using the projected unit credit method and is charged to consolidated statement of income in the year in which they accrue.

q. Share-based payments

The grant date fair value of share-based payment grants given to employees is recognized as employee cost with a corresponding increase in equity. The Company accounts for share-based compensation expense relating to share-based payments using a fair value method in accordance with IFRS 2 "Share-based Payments." Grants issued by the Company vest in a graded manner. Under the fair value method, the estimated fair value of awards is charged to income over the requisite service period, which is generally the vesting period of the award, for each separately vesting portion of the award as if the award was, in substance, multiple awards.

The Company is required to estimate share-based compensation expense, net of estimated forfeiture and expectation of market and non-market conditions to be met. In determining the estimated forfeiture rate, the Company annually conducts an assessment of actual number of share-based payment grants that have been forfeited as well as those expected to be forfeited in the future. The Company considers factors such as the employee grade and historical experience while estimating expected forfeitures.

r. Provisions and accrued expenses

A provision is recognized in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are recognized at present value by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

s. Revenue recognition

The Company derives revenue from BPM services, comprising back-office administration, data management, customer experience services management, and auto claims handling services.

Revenue from rendering services is recognized on an accrual basis when the promised services are performed for an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. Revenue from the end of last billing to the reporting date is recognized as unbilled revenue. Unbilled revenue for certain contracts is classified as contract assets, as the right to consideration is conditional on factors other than the passage of time. Revenue is net of value-added taxes and includes reimbursements of out-of-pocket expenses.

Revenue earned by back-office administration, data management and customer experience services management services

Back-office administration, data management and customer experience services contracts are based on the following pricing models:

- a) per full-time-equivalent arrangements, which typically involve billings based on the number of full-time employees (or equivalent) deployed on the execution of the business process outsourced;
- b) per transaction arrangements, which typically involve billings based on the number of transactions processed (such as the number of e-mail responses, or airline coupons or insurance claims processed);
- c) subscription arrangements, which typically involve billings based on per member per month, based on contractually agreed rates;
- d) fixed-price arrangements, which typically involve billings based on achievements of pre-defined deliverables or milestones;
- e) outcome-based arrangements, which typically involve billings based on the business result achieved by our clients through our service efforts (such as measured based on a reduction in days sales outstanding, improvement in working capital, increase in collections or a reduction in operating expenses); or
- f) other pricing arrangements, including cost-plus arrangements, which typically involve billing the contractually agreed direct and indirect costs and a fee based on the number of employees deployed under the arrangement.

Revenues under time-and-material contracts and subscription arrangements are recognized as the related services are provided in accordance with the client contract. Revenues are recognized on cost-plus contracts on the basis of contractually agreed direct and indirect costs incurred on a client contract plus an agreed upon profit mark-up. Revenues are recognized on unit-price based contracts based on the number of specified units of work delivered to a client.

Revenue for performance obligations that are satisfied over time is recognized in accordance with the methods prescribed for measuring the progress. The input method (cost or efforts expended) has been used to measure progress towards completion as there is a direct relationship between inputs and productivity.

In respect of arrangements involving sub-contracting, in part or whole of the assigned work, the Company evaluates revenues to be recognized under criteria established by IFRS 15 "Revenue from Contract with Customers" ("IFRS 15"), application guidance in paragraphs B34 to B38 "Principal versus agent considerations."

Contracts with customers include variability in transaction price primarily due to service level agreements, gain share, minimum commitment and volume discounts. Revenues relating to such arrangements are accounted for as variable consideration when the amount of revenue to be recognized can be estimated to the extent that it is probable that a significant reversal of any incremental revenue will not occur.

Amounts billed or payments received, where revenue recognition criteria have not been met, are recorded as deferred revenue and classified as contract

liabilities. These are recognized as revenue when all the recognition criteria have been met. The costs related to the performance of BPM services unrelated to transition services (discussed below) are fulfillment costs classified as contract assets and recognized in the consolidated statement of income when the conditions for revenue recognition have been met. Any upfront payment received towards future services is classified as a contract liability and is recognized in the consolidated statement of income over the period when such services are provided.

All incremental and direct costs incurred for acquiring contracts, such as certain sales commission, are classified as contract assets. Such costs are amortized over the expected life of the contract.

Other upfront fees paid to customers are classified as contract assets. Such costs are amortized over the life of the contract and recorded as an adjustment to the transaction price and reduced from revenue.

For certain BPM customers, the Company performs transition activities at the outset of entering into a new contract. The Company has determined these transition activities do not meet the criteria of IFRS 15 to be accounted for as a separate performance obligation and has deferred revenue attributable to these activities. Accordingly, transition revenues are classified as contract liabilities and are subsequently recognized ratably over the period in which the BPM services are performed. Costs related to such transition services are fulfillment costs which are directly related to the contract and result in generation or enhancement of resources and are expected to be recoverable under the contract and thereby classified as contract assets and are recognized ratably over the estimated life of the contract.

All contracts entered into by the Company specify the payment terms. Usual payment terms range between 30 to 60 days.

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Revenue earned by auto claims handling services

Auto claims handling services include claims handling and administration (“Claims Handling”), car hire and arranging for repairs with repair centers across the UK and the related payment processing for such repairs (“Accident Management”). With respect to Claims Handling, the Company receives either a per-claim fee or a fixed fee. Revenue for per claim fee is recognized over the estimated processing period of the claim, which currently ranges from one to two months and revenue for fixed fee is recognized on a straight-line basis over the period of the contract. In certain cases, the fee is contingent upon the successful recovery of a claim on behalf of the customer. In these circumstances, the revenue is deferred until the contingency is resolved. Revenue in respect of car hire is recognized over the car hire term.

In order to provide Accident Management services, the Company arranges for the repair through a network of repair centers. The repair costs are invoiced to customers. In determining whether the receipt from the customers related to payments to repair centers should be recognized as revenue, the Company considers the criteria established by IFRS 15 under the application guidance in paragraphs B34 to B38 “*Principal versus agent considerations*.” When the Company determines that it is the principal in providing Accident Management services, amounts received from customers are recognized and presented as third-party revenue and the payments to repair centers are recognized as cost of revenue in the consolidated statement of income. Factors considered in determining whether the Company is the principal in the transaction include whether:

- a) the Company has the primary responsibility for providing the services,
- b) the Company negotiates labor rates with repair centers, and
- c) the Company is responsible for timely and satisfactory completion of repairs.

If there are circumstances where the above criteria are not met and therefore the Company is not the principal in providing Accident Management services, amounts received from customers are recognized and presented net of payments to repair centers in the consolidated statement of income. Revenue from Accident Management services is recorded net of the repairer referral fees passed on to customers.

Revenue from legal services in the BFSI SBU is recognized on the admission of liability by the third party to the extent of fixed fees earned at each stage and any further income on the successful settlement of the claim.

Incremental and direct costs incurred to contract with a claimant are classified as contract assets and amortized over the expected period of benefit, not exceeding 15 months. All other costs to the Company are expensed as incurred.

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t. Leases

The Company leases most of its delivery centers and office facilities under operating lease agreements that are renewable on a periodic basis at the option of the lessor and the lessee. The lease agreements contain rent free periods and rent escalation clauses.

The Company assesses whether a contract contains a lease at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether: (i) the contract involves the use of an identified asset, (ii) the company has the right to obtain substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a ROU asset and a corresponding lease liability for all lease arrangements under which it is a lessee, except for short-term leases and low value leases. ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. For short-term leases and low value leases, the Company recognizes the lease payments as an expense on a straight-line basis over the term of the lease.

The lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the date of commencement of the lease on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. For leases under which the rate implicit in the lease is not readily determinable, the Company uses its incremental borrowing rate based on the information available at the date of commencement of the lease in determining the present value of lease payments. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment as to whether it will exercise an extension or a termination option.

The Company accounts for a modification of a lease contract as a separate contract for an additional right of use not included in the original lease and the increase in lease payment is commensurate with the standalone price for the additional right of use, adjusted for the circumstances of the particular contract. Modifications which are not accounted for as a separate contract are reassessed as at the effective date of the modifications based on the modified terms and conditions and the facts and circumstances as at that date. Upon modification, the Company remeasures the lease liability to reflect changes to the remaining lease payments and discount rates and recognizes the amount of the remeasurement of the lease liability as an adjustment to the ROU assets. However, if the carrying amount of the ROU assets is reduced to zero as a result of modification, any remaining amount of the remeasurement is recognized as an expense in consolidated statement of income.

The Company has applied practical expedient under an amendment to IFRS 16 for COVID-19 related rent concessions to determine whether the concession provided by lessor occurring as a direct consequence of the covid-19 pandemic meets the conditions mentioned in paragraph 46B of the amendment and accounted the eligible concessions in the consolidated statement of income.

In the case of sub-leases, where the Company is an intermediate lessor, the lease is classified as a finance lease or operating lease. A sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. In the case of a finance lease, the Company has accounted for its interest in the head-lease and the sub-lease separately and recognized a net investment in the sub-lease accordingly. Rental income received from the sub-lease is treated as finance income in the consolidated statement of income. In case of an operating lease, rental income is recognized in the consolidated statement of income over the term of the sub-lease.

u. Finance expense

Finance expense comprises interest cost on borrowings, transaction costs, interest expense on lease liabilities and the gains/losses on settlement of related derivative instruments. The foreign exchange gains/losses on borrowings are considered as a natural economic hedge for the foreign currency monetary assets which are classified as foreign exchange gains/losses, net within results from operating activities. Borrowing costs are recognized in the consolidated statement of income using the effective interest method.

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v. Income taxes

Income tax comprises current and deferred tax. Income tax expense is recognized in the consolidated statement of income except to the extent it relates to items directly recognized in equity, in which case it is recognized in equity.

i. Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The tax rates and tax laws used to compute the amount are those that are enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances. Though the Company has considered all these issues in estimating its income taxes, there could be an unfavorable resolution of such issues that may affect results of the Company's operations.

ii. Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for all deductible and taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of transaction.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax asset in respect of carry forward of unused tax credits and unused tax losses are recognized 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 utilized.

The carrying amount of deferred income 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 income tax asset to be utilized.

The Company recognizes deferred tax liabilities for all taxable temporary differences except those associated with the investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

w. Earnings per share

Basic earnings per share are computed using the weighted-average number of ordinary shares outstanding during the period. Diluted earnings per share is computed by considering the impact of the potential issuance of ordinary shares, using the treasury stock method, on the weighted average number of shares outstanding during the period, except where the results would be anti-dilutive.

x. Government grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received. Government grants related to depreciable assets are treated as deferred income and are recognized in the consolidated statement of income on a systematic and rational basis over the useful life of the asset. Government grants related to revenue are recognized on a systematic basis in the consolidated statement of income, generally over the periods necessary to match them with the related costs that they are intended to compensate.

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3. New accounting pronouncements not yet adopted by the Company

Certain new standards, interpretations and amendments to existing standards have been published that are mandatory for the Company's accounting periods beginning on or after April 1, 2024 or later periods. Those which are considered to be relevant to the Company's operations are set out below.

- i. In January 2020, the IASB issued amendments to IAS 1 "*Presentation of Financial Statements*" regarding the 'Classification of Liabilities as Current or Non-current'. The amendments in Classification of Liabilities as Current or Non-current (Amendments to IAS 1) affect only the presentation of liabilities in the statement of financial position, and not the amount or timing of recognition of any asset, liability, income or expenses, or the information that entities disclose about those items. The amendments:
- clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least 12 months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability;
 - clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
 - make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The above amendments are effective for annual reporting periods beginning on or after January 1, 2024 and are to be applied retrospectively. Early application is permitted.

This amendment will not have a material impact on its consolidated financial statements.

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- ii. In September 2022, the IASB issued 'Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)' with amendments to clarify:
- the requirements that a seller-lessee uses in subsequently measuring sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale.

The amendments are effective for annual periods beginning on or after January 1, 2024. This amendment will not have a material impact on its consolidated financial statements.

- iii. In October 2022, the IASB issued "Non-current Liabilities with Covenants (Amendments to IAS 1)" to clarify the conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability.

The amendments are effective for annual periods beginning on or after January 1, 2024. The Company is currently evaluating the impact of these amendments on its consolidated financial statements.

- iv. In August 2023, the IASB issued 'Lack of Exchangeability (Amendments to IAS 21)' that contains guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.

The amendments in 'Lack of Exchangeability (Amendments to IAS 21)' amend IAS 21 to:

- specify when a currency is exchangeable into another currency and when it is not;
- specify how an entity determines the exchange rate to apply when a currency is not exchangeable;
- require the disclosure of additional information when a currency is not exchangeable.

The amendments also extend to conforming amendments to IFRS 1 which previously referred to, but did not define, exchangeability. An entity applies the amendments for annual reporting periods beginning on or after 1 January 2025. Earlier application is permitted. The Company is currently evaluating the impact of these amendments on its consolidated financial statements.

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4. Business Combinations

a) The Smart Cube Limited

On December 16, 2022 (“Acquisition date”), the Company acquired all ownership interests of The Smart Cube Limited and its subsidiaries (“The Smart Cube”), which provide digitally led market intelligence and analytics solutions in four key areas including procurement and supply chain, commercial sales and marketing, digital and analytics, and strategy and investment research. The Smart Cube is expected to complement the Company’s existing offerings and strengthen the Company’s capabilities in high-end procurement and advanced analytics.

The acquisition was for a total consideration of \$121,643, including working capital adjustments of \$(507) and a contingent consideration of \$15,761, payable over a period of 2 years and 5 months linked to The Smart Cube’s target revenues and adjusted earnings before interest, taxes, depreciation, and amortization (“EBITDA”) (with certain adjustments) as specified in the acquisition agreement. The fair value of the contingent consideration liability was estimated using Level 3 inputs which included an assumption for discount rate of 4.93%. The potential undiscounted amount for all future payments that the Company could be required to make under the contingent consideration arrangement is between \$0 and \$17,286. Further, deferred earn out of \$4,913 is payable over a period of 2 years and 5 months commencing from the acquisition date, subject to continued employment. The Company has funded the acquisition primarily with a five year secured term loan.

During the year ended March 31, 2023, the Company incurred acquisition related costs of \$2,130, which had been included in “general and administrative expenses” in the consolidated statement of income.

During the year ended March 31, 2024, the Company changed fair value of the contingent consideration with an assumption for discount rate of 6.45%. The change in the fair value of contingent consideration amounting to \$538 was credited to the consolidated statement of income.

The Company has completed the accounting of the assets acquired and liabilities assumed on acquisition. The purchase price has been allocated, as set out below, to the assets acquired and liabilities assumed in the business combination.

	<u>Amount</u>
Cash	\$ 6,777
Trade receivables	6,672
Unbilled revenue	1,775
Prepayment and other current assets	961
Property and equipment	319
Right-of-use assets	1,781
Intangible assets	
- Customer relationships	26,759
- Customer contracts	1,972
- Covenant not-to-compete	1,309
- Software	1,305
Non-current assets	1,284
Deferred tax assets	1,372
Current liabilities	(6,241)
Non-current liabilities	(1,352)
Lease liabilities	(1,736)
Deferred tax liabilities	(7,758)
Net assets acquired	35,199
Less: Purchase consideration	(121,643)
Goodwill on acquisition	<u>\$ 86,444</u>

Goodwill is attributable mainly to expected synergies and assembled workforce arising from the acquisition. Goodwill arising from this acquisition is not expected to be deductible for tax purposes.

During the year ended March 31, 2024, the Company has completed the accounting of the assets acquired and liabilities assumed on acquisition. There is no change on finalization of purchase price allocation to the Company’s statement of income and there are immaterial changes in Company’s statement of financial position.

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b) OptiBuy sp. z.o.o.

On December 14, 2022 (“Acquisition date”), the Company acquired all ownership interests of OptiBuy sp. z.o.o. and its subsidiaries (“OptiBuy”), which helps clients leverage the capabilities of leading third-party procurement and supply chain platforms and also provides consulting, optimization, outsourcing, training services and implementation solutions to their clients. OptiBuy is expected to complement the Company’s existing offerings and strengthen the Company’s capabilities in high-end procurement services.

The acquisition was for a total consideration of Euro 30,192 (\$31,756, based on the exchange rate on December 14, 2022), including working capital adjustments of Euro (280) (\$308), based on the exchange rate on December 14, 2023) and a contingent consideration of Euro 5,800 (\$6,103), payable over a period of 2 years 3 months commencing from the Acquisition date linked to target adjusted EBITDA (with certain adjustments) as specified in the acquisition agreement. The fair value of the contingent consideration liability was estimated using Level 3 inputs which included an assumption for discount rate of 2.90%. The potential undiscounted amount for all future payments that the Company could be required to make under the contingent consideration arrangement and deferred consideration is between Euro 0 and Euro 6,000 (\$0 and \$6,313, based on the exchange rate on December 14, 2022). Further, deferred earn out of Euro 1,000 (\$1,052) is payable over a period of 2 years and 3 months commencing from the acquisition date, subject to continued employment. The Company has funded the acquisition with cash on hand.

During the year ended March 31, 2024, a contingent consideration of Euro 2,000 (\$2,192, based on the exchange rate on April 20, 2023) was paid by the Company to the sellers upon achievement of the target adjusted EBITDA (with certain adjustments) as specified in the acquisition agreement related to the first measurement period.

During the year ended March 31, 2023, the Company incurred acquisition related costs of \$518, which had been included in “general and administrative expenses” in the consolidated statement of income.

The Company has completed the accounting of the assets acquired and liabilities assumed on acquisition. The purchase price has been allocated, as set out below, to the assets acquired and liabilities assumed in the business combination.

	<u>Amount</u>
Cash	\$ 1,081
Trade receivables	1,936
Unbilled revenue	294
Prepayment and other current assets	355
Property and equipment	45
Right-of-use assets	238
Intangible assets	
- Customer relationships	3,434
- Customer contracts	932
- Covenant not-to-compete	956
- Software	122
Non-current assets	590
Deferred tax assets	17
Current liabilities	(2,557)
Non-current liabilities	(53)
Lease liabilities	(234)
Deferred tax liabilities	(1,027)
Net assets acquired	6,129
Less: Purchase consideration	(31,756)
Goodwill on acquisition	<u>\$ 25,627</u>

Goodwill is attributable mainly to expected synergies and assembled workforce arising from the acquisition. Goodwill arising from this acquisition is not expected to be deductible for tax purposes.

During the year ended March 31, 2024, the Company has completed the accounting of the assets acquired and liabilities assumed on acquisition. There is no change on finalization of purchase price allocation to the Company’s statement of income and there are immaterial changes in Company’s statement of financial position.

c) Payment for business transfer (from a large insurance company)

The Company entered into an agreement with a large insurance company, effective October 18, 2022, under which the Company has acquired the contract and capabilities in the form of licensed resources (organized workforce) including the underlying operational process manuals. The purchase price of the transaction, which was paid with cash on hand, was \$44,000.

The purchase price has been allocated, as set out below:

	<u>Amount</u>
Intangible assets	
- Customer contracts	\$ 37,890
Deferred tax liabilities	(9,300)
Net assets acquired	28,590
Less: Purchase consideration	(44,000)
Goodwill on acquisition	<u>\$ 15,410</u>

Goodwill is attributable mainly to the benefits expected from the acquired organized workforce and is not expected to be deductible for tax purposes.

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d) Vuram Technology Solutions Private Limited

On July 1, 2022 (“Acquisition date”), the Company acquired all ownership interests of Vuram Technology Solutions Private Limited and its subsidiaries (“Vuram”), which is a hyper automation services company that specializes in low-code enterprise automation and provides custom, scalable BPM solutions, including specific solutions for the banking and financial services, insurance, and healthcare industries. The Company is expected to leverage Vuram’s capability to accelerate new client transformation programs and enhance ongoing productivity improvements for existing engagements.

The Company paid a total consideration of \$170,347, including cash and working capital adjustments of \$(141) and a contingent consideration of \$21,670, payable over a period of 18 months commencing from the Acquisition date linked to Vuram’s target revenues and adjusted EBITDA (with certain adjustments) as specified in the acquisition agreement, for the acquisition. The fair value of the contingent consideration liability was estimated using Level 3 inputs which included an assumption for discount rate of 2.75%. The potential undiscounted amount for all future payments that the Company could be required to make under the contingent consideration arrangement is between \$0 and \$22,300. Further, deferred earn out of \$2,700 is payable over a period of 18 months commencing from the Acquisition date, subject to continued employment. The Company has funded the acquisition with cash on hand.

During the year ended March 31, 2023, the Company incurred acquisition related costs of \$1,209, which had been included in “general and administrative expenses” in the consolidated statement of income.

During the year ended March 31, 2024, the Company received \$141 towards working capital adjustments. Upon non achievement of Vuram’s target revenues and adjusted EBITDA (with certain adjustments) as specified in the acquisition agreement accordingly by the seller, the contingent consideration amounting to \$21,932 was reversed and credited to the consolidated statement of income during the year ended March 31, 2024 and the same is not expected to be taxable.

The Company has completed the accounting of the assets acquired and liabilities assumed on acquisition. The purchase price has been allocated, as set out below, to the assets acquired and liabilities assumed in the business combination.

	<u>Amount</u>
Cash	\$ 4,670
Investments	11,235
Trade receivables	6,738
Unbilled revenue	705
Prepayment and other current assets	1,633
Property and equipment	707
Right-of-use assets	1,498
Intangible assets	
- Customer relationships	45,331
- Customer contracts	5,267
- Covenant not-to-compete	5,001
- Software & Trade name	92
Non-current assets	375
Deferred tax assets	632
Current liabilities	(7,799)
Non-current liabilities	(1,265)
Lease liabilities	(1,470)
Deferred tax liabilities	(13,717)
Net assets acquired	59,633
Less: Purchase consideration	(170,347)
Goodwill on acquisition	<u>\$ 110,714</u>

Goodwill is attributable mainly to expected synergies and assembled workforce arising from the acquisition. Goodwill arising from this acquisition is not expected to be deductible for tax purposes.

During the year ended March 31, 2024, the Company has completed the accounting of the assets acquired and liabilities assumed on acquisition. There is no change on finalization of purchase price allocation to the Company’s statement of income and there are immaterial changes in Company’s statement of financial position.

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e) Payment for business transfer ('CEPROCS')

On December 31, 2021, the Company entered into an agreement with CEPROCS S.R.L. ("CEPROCS"), a provider of global sourcing and procurement services across multiple industries, including automotive, manufacturing, and retail/consumer packaged goods ("CPG"), pursuant to which the Company agreed to acquire its customer contract, skilled workforce and related assets, effective December 31, 2021 ("Acquisition Date"). The purchase price of the transaction, which was paid with cash on hand, was \$566. The excess of purchase price over the assets acquired amounted to \$14, which has been recognized as goodwill.

The Company incurred acquisition related costs of \$78, which have been included in "General and administrative expenses" in the consolidated statement of income for the year ended March 31, 2022.

Goodwill is attributable mainly to the benefits expected from the acquired assembled workforce and is not expected to be deductible for tax purposes.

f) MOL Information Processing Services (I) Private Limited ("MOL IPS")

On August 1, 2021, the Company acquired all outstanding equity shares of MOL IPS from the shareholder of MOL IPS, MOL Hong Kong Limited (the "seller"), for a total purchase consideration of \$2,958 including deferred consideration of \$1,054, payable upon realization of receivables by MOL IPS, subject to adjustments for working capital, if any. MOL IPS is engaged in the business of performing back-office activities and data entry including information technology enabled services.

During the year ended March 31, 2023, the Company paid \$17 to the seller as part of the purchase consideration.

The Company has completed the accounting of the assets acquired and liabilities assumed on acquisition. The purchase price has been allocated, as set out below, to the assets acquired and liabilities assumed in the business combination.

	Amount
Total assets	\$ 3,981
Less: Total liabilities	(2,321)
Net assets acquired	1,660
Less: Purchase consideration	(2,958)
Goodwill on acquisition	<u>\$ 1,298</u>

Goodwill is attributable mainly to assembled workforce arising from the acquisition. Goodwill arising on acquisition is not expected to be tax deductible.

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5. Cash and cash equivalents

The Company considers all highly liquid investments with an initial maturity of up to three months to be cash equivalents. Cash and cash equivalents consist of the following:

	As at	
	March 31, 2024	March 31, 2023
Cash and bank balances	\$ 72,710	\$ 80,162
Short-term deposits with banks*	14,721	47,736
Total	\$ 87,431	\$127,898

* Short-term deposits can be withdrawn by the Company at any time without prior notice and are readily convertible into known amounts of cash with an insignificant risk of changes in value.

6. Investments

Investments consist of the following:

	As at	
	March 31, 2024	March 31, 2023
Investments in mutual funds	\$145,635	\$167,844
Investment in fixed deposits	11,209	9,196
Total	\$156,844	\$177,040

	As at	
	March 31, 2024	March 31, 2023
Current investments	\$156,531	\$101,092
Non-current investments	313	75,948
Total	\$156,844	\$177,040

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7. Trade receivables and unbilled revenue, net

Trade receivables and unbilled revenue consist of the following:

	As at	
	March 31, 2024	March 31, 2023
Trade receivables and unbilled revenue*	\$233,735	\$214,837
Less: Allowances for ECL	(1,388)	(1,945)
Total	\$232,347	\$212,892

* As at March 31, 2024 and March 31, 2023 unbilled revenue includes contract assets amounting to \$82 and \$593, respectively.

The movement in the ECL is as follows:

	Year ended March 31,		
	2024	2023	2022
Balance at the beginning of the year	\$ 1,945	\$2,398	\$ 2,624
Charged to consolidated statement of income	1,080	439	1,504
Write-offs, net of collections	(1,063)	(402)	(1,308)
Reversals	(589)	(293)	(397)
Translation adjustment	15	(197)	(25)
Balance at the end of the year	\$ 1,388	\$1,945	\$ 2,398

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8. Prepayments and other assets

Prepayment and other assets consist of the following:

	As at	
	March 31, 2024	March 31, 2023
Current:		
Service tax and other tax receivables	\$ 2,467	\$ 11,815
Employee receivables	1,551	2,184
Advances to suppliers	2,483	1,765
Prepaid expenses	15,221	13,209
Other assets	8,688	4,878
Total	\$ 30,410	\$ 33,851
Non-current:		
Deposits	\$ 12,753	\$ 11,423
Income tax assets	13,931	15,102
Service tax and other tax receivables	24,905	15,255
Other assets	7,459	7,829
Total	\$ 59,048	\$ 49,609

9. Goodwill

The movement in goodwill balance as at March 31, 2024 and 2023 is as follows:

Carrying amount

	Total
Balance as at April 1, 2022	\$123,537
Goodwill arising on acquisitions (Refer Note 4(a),4(b), 4(c), 4(d))	238,725
Translation adjustment	(8,617)
Balance as at March 31, 2023	\$353,645
Goodwill arising on acquisitions (Refer Note 4(a),4(b))	(530)
Translation adjustment	3,235
Balance as at March 31, 2024	\$356,350

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The carrying value of goodwill allocated to the cash generating units (“CGU”) as at March 31, 2023 is as follows:

	<u>As at</u> <u>March 31,</u> <u>2023</u>
Vuram	\$105,959
The Smart Cube	86,819
HealthHelp	39,082
Research and Analytics	38,787
Denali	29,542
OptiBuy	26,400
Insurance	15,410
WNS Global BPM*	4,735
South Africa	3,713
Technology services	3,198
	<u>\$353,645</u>

* Excludes South Africa, Research and Analytics, Technology services, Denali, HealthHelp, Vuram, The Smart Cube, OptiBuy and Insurance goodwill.

Effective April 1, 2023, the Company adopted a new organizational structure featuring four strategic business units (“SBUs”), which resulted in certain changes to its operating segments and the level within the company at which goodwill is monitored for internal management purposes. The Company re-allocated goodwill basis relative value approach as at April 1, 2023. In addition, the Company completed an assessment of any potential goodwill impairment for all its group of CGUs immediately prior to the reallocation and determined that no impairment existed.

The carrying value of goodwill allocated to the Group of CGUs as at March 31, 2024 is as follows:

	<u>As at</u> <u>March 31,</u> <u>2024</u>
TSLU	\$ 14,018
MRHP	189,022
HCLS	60,786
BFSI	92,524
	<u>\$356,350</u>

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Key assumptions on which the Company has based its determination of VIUs include:

- a) Estimated cash flows for five years based on management approved internal budgets with extrapolation for the remaining period, wherever such budgets were shorter than five years period.
- b) Terminal value arrived by extrapolating last forecasted year cash flows to perpetuity using long-term growth rates. These long-term growth rates take into consideration external macro-economic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.
- c) The discount rates used are based on weighted average cost of capital of a comparable market participant, which are adjusted for specific country risks.

The key assumptions used in performing the impairment test during the year ended March 31, 2024 and March 31, 2023, by each group of CGUs/ CGUs, were as follows:

	Group of CGU's			
	TSLU	MRHP	HCLS	BFSI
Discount rate	13.4%	13.1%	13.1%	13.3%
Perpetual growth rate	2.0%	2.0%	2.0%	2.0%

	CGU's									
	WNS Global BPM*	South Africa	Denali	Research and Analytics	HealthHelp	Technology Services	Vuram	Insurance	Smart Cube	Optibuy
Discount rate	14.3%	17%	11.5%	14.3%	11.5%	11.6%	13.5%	14.3%	12.0%	11.6%
Perpetual growth rate	4.0%	3.0%	2.5%	4.0%	2.5%	2.0%	3.0%	4.0%	3.0%	2.5%

* Excludes South Africa, Research and Analytics, Technology services, Denali, HealthHelp, Vuram, Smart Cube, Optibuy and Insurance CGUs.

The assumptions used were based on the Company's management approved internal budgets. The Company projected revenue, operating margins and cash flows for a period of five years and applied a perpetual long-term growth rate thereafter.

In arriving at its forecasts, the Company considered past experience, economic trends and inflation as well as industry and market trends. The projections also took into account factors such as the expected impact from new client wins and expansion from existing client's businesses and efficiency initiatives, and the maturity of the markets in which each business operates.

Based on the above, no impairment was identified during the year ended March 31, 2024, as the recoverable amount of the group of CGUs exceeded the carrying value.

An analysis of the calculation's sensitivity to a change in the key parameters (revenue growth, operating margin, discount rate and perpetual growth rate) did not identify any probable scenarios where the other group of CGU's recoverable amount would fall below its carrying amount.

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10. Intangible assets

The changes in the carrying value of intangible assets for the year ended March 31, 2024 are as follows:

Gross carrying value	Customer Contracts	Customer Relationships	Intellectual Property and Other rights	Trade names	Technology	Leasehold Benefits	Covenant not-to-compete	Service Mark	Software	Total
Balance as at April 1, 2023	\$196,339	\$ 193,883	\$ 4,064	\$ 640	\$ 5,862	\$ 1,835	\$15,959	\$ 400	\$69,149	\$488,131
Additions	—	—	—	—	—	—	—	—	8,626	8,626
On acquisitions (Refer Note 4(a), 4(b))	—	70	—	—	—	—	4	—	—	74
Translation adjustments	(992)	290	89	(1)	(15)	—	16	—	(574)	(1,187)
Balance as at March 31, 2024	<u>\$195,347</u>	<u>\$ 194,243</u>	<u>\$ 4,153</u>	<u>\$ 639</u>	<u>\$ 5,847</u>	<u>\$ 1,835</u>	<u>\$15,979</u>	<u>\$ 400</u>	<u>\$77,201</u>	<u>\$495,644</u>
Accumulated amortization and impairment										
Balance as at April 1, 2023	\$156,803	\$ 86,515	\$ 4,064	\$ 631	\$ 4,646	\$ 1,835	\$10,253	\$ —	\$44,164	\$308,911
Amortization	11,338	11,207	—	1	635	—	2,251	—	7,614	33,046
Impairment	—	30,882	—	—	—	—	—	—	—	30,882
Translation adjustments	(1,046)	11	89	(2)	(15)	—	(40)	—	(561)	(1,564)
Balance as at March 31, 2024	<u>\$167,095</u>	<u>\$ 128,615</u>	<u>\$ 4,153</u>	<u>\$ 630</u>	<u>\$ 5,266</u>	<u>\$ 1,835</u>	<u>\$12,464</u>	<u>\$ —</u>	<u>\$51,217</u>	<u>\$371,275</u>
Net carrying value as at March 31, 2024	<u>\$ 28,252</u>	<u>\$ 65,628</u>	<u>\$ —</u>	<u>\$ 9</u>	<u>\$ 581</u>	<u>\$ —</u>	<u>\$ 3,515</u>	<u>\$ 400</u>	<u>\$25,984</u>	<u>\$124,369</u>

The changes in the carrying value of intangible assets for the year ended March 31, 2023 are as follows:

Gross carrying value	Customer Contracts	Customer Relationships	Intellectual Property and Other rights	Trade names	Technology	Leasehold Benefits	Covenant not-to-compete	Service mark	Software	Total
Balance as at April 1, 2022	\$156,163	\$ 121,052	\$ 4,312	\$ 638	\$ 5,947	\$ 1,835	\$ 9,065	\$ 400	\$63,219	\$362,631
Additions	—	—	—	—	—	—	—	—	10,149	10,149
On acquisitions (Refer Note 4(a), 4(b), 4(c), 4(d))	46,050	75,465	—	8	—	—	7,262	—	1,511	130,296
Translation adjustments	(5,874)	(2,634)	(248)	(6)	(85)	—	(368)	—	(5,730)	(14,945)
Balance as at March 31, 2023	<u>\$196,339</u>	<u>\$ 193,883</u>	<u>\$ 4,064</u>	<u>\$ 640</u>	<u>\$ 5,862</u>	<u>\$ 1,835</u>	<u>\$15,959</u>	<u>\$ 400</u>	<u>\$69,149</u>	<u>\$488,131</u>
Accumulated amortization										
Balance as at April 1, 2022	\$155,770	\$ 79,830	\$ 4,312	\$ 638	\$ 3,965	\$ 1,835	\$ 9,065	\$ —	\$41,795	\$297,210
Amortization	6,505	7,826	—	—	754	—	1,600	—	6,961	23,646
Translation adjustments	(5,472)	(1,141)	(248)	(7)	(73)	—	(412)	—	(4,592)	(11,945)
Balance as at March 31, 2023	<u>\$156,803</u>	<u>\$ 86,515</u>	<u>\$ 4,064</u>	<u>\$ 631</u>	<u>\$ 4,646</u>	<u>\$ 1,835</u>	<u>\$10,253</u>	<u>\$ —</u>	<u>\$44,164</u>	<u>\$308,911</u>
Net carrying value as at March 31, 2023	<u>\$ 39,536</u>	<u>\$ 107,368</u>	<u>\$ —</u>	<u>\$ 9</u>	<u>\$ 1,216</u>	<u>\$ —</u>	<u>\$ 5,706</u>	<u>\$ 400</u>	<u>\$24,985</u>	<u>\$179,220</u>

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As at March 31, 2024, the estimated remaining weighted average amortization periods for definite lived intangible assets are as follows:

	Balance life (in months)
Customer relationships	98
Customer contracts	51
Trade names	24
Covenant not-to-compete	23
Technology	12
Software	27

The estimated annual amortization expense based on remaining weighted average amortization periods for intangible assets and exchange rates, each as at March 31, 2024 are as follows:

	Amount
2025	\$ 33,718
2026	22,626
2027	17,527
2028	15,568
2029	9,553
Thereafter	24,977
	<u>\$123,969*</u>

* Excludes service mark, as it has an indefinite useful life.

Impairment of intangible assets

During the fourth quarter of fiscal 2024, upon termination of a key client contract the Company determined that the carrying value of the associated customer relationship intangible asset exceeded the expected future cash flows. Since the identified customer relationship intangible does not generate cash flows independently, the Fair Value Less Cost of Disposal (FVLCD) was preferred over Value in Use (“VIU”) to arrive at the recoverable amount.

The Company determined the FVLCD of the identified customer relationship using the “Income Approach — Multi-period Excess Earnings Method (MEEM)”.

Under the “Income Approach — Multi-period Excess Earnings Method”, the key assumptions consider projected sales, cost of sales, and operating expenses for the remaining life of intangible asset. These assumptions were determined by management utilizing our internal operating plan, growth rates for revenues and operating expenses, and margin assumptions using market participant perspective. An additional key assumption under this approach is the discount rate, which represents the expected return from the intangible assets and is based on the estimated cost of equity from a market participant perspective. If our assumptions relative to growth rates were to change, our fair value calculation may change, which could impact the results.

The fair value of the customer relationship intangible asset was determined using level 3 inputs through an income approach which includes assumptions for discount rate of 11.5%. The FVLCD is considered as the recoverable amount of the intangible asset amounting to \$1,450. The next step of the impairment test resulted in an impairment charge of \$30,882 for intangible asset related to customer relationship. This impairment charge of \$30,882 was recorded in operating expenses in the Consolidated Statement of Income.

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11. Property and equipment

The changes in the carrying value of property and equipment for the year ended March 31, 2024 are as follows:

	Building	Computers and software	Furniture, fixtures and office equipment	Vehicles	Leasehold improvements	Total
Gross carrying value						
Balance as at April 1, 2023	\$ 9,289	\$ 87,222	\$ 80,586	\$ 817	\$ 72,995	\$250,909
Additions	—	11,086	18,706	310	20,835	50,937
On acquisitions (Refer Note 4(a))	—	4	(72)	—	(40)	(108)
Disposals/retirements	—	(6,621)	(3,152)	(97)	(2,571)	(12,441)
Translation adjustments	(53)	(1,214)	(1,668)	(18)	(1,811)	(4,764)
Balance as at March 31, 2024	<u>\$ 9,236</u>	<u>\$ 90,477</u>	<u>\$ 94,400</u>	<u>\$1,012</u>	<u>\$ 89,408</u>	<u>\$284,533</u>
Accumulated depreciation						
Balance as at April 1, 2023	\$ 6,603	\$ 69,089	\$ 67,938	\$ 744	\$ 60,063	\$204,437
Depreciation	463	11,068	6,169	58	7,290	25,048
Disposals/retirements	—	(6,449)	(3,025)	(57)	(2,575)	(12,106)
Translation adjustments	(38)	(964)	(1,314)	(14)	(1,393)	(3,723)
Balance as at March 31, 2024	<u>\$ 7,028</u>	<u>\$ 72,744</u>	<u>\$ 69,768</u>	<u>\$ 731</u>	<u>\$ 63,385</u>	<u>\$213,656</u>
Capital work-in-progress	—	—	—	—	—	2,863
Net carrying value as at March 31, 2024	<u>\$ 2,208</u>	<u>\$ 17,733</u>	<u>\$ 24,632</u>	<u>\$ 281</u>	<u>\$ 26,023</u>	<u>\$ 73,740</u>

The changes in the carrying value of property and equipment for the year ended March 31, 2023 are as follows:

	Building	Computers and software	Furniture, fixtures and office equipment	Vehicles	Leasehold improvements	Total
Gross carrying value						
Balance as at April 1, 2022	\$ 9,591	\$ 87,574	\$ 82,642	\$ 784	\$ 72,704	\$253,295
Additions	—	10,902	6,736	—	5,738	23,376
On acquisitions (Refer Note 4(a), 4(b), 4(d))	—	517	261	104	298	1,180
Disposals/retirements	—	(5,417)	(3,265)	—	(476)	(9,158)
Translation adjustments	(302)	(6,354)	(5,788)	(71)	(5,269)	(17,784)
Balance as at March 31, 2023	<u>\$ 9,289</u>	<u>\$ 87,222</u>	<u>\$ 80,586</u>	<u>\$ 817</u>	<u>\$ 72,995</u>	<u>\$250,909</u>
Accumulated depreciation						
Balance as at April 1, 2022	\$ 6,338	\$ 69,574	\$ 70,966	\$ 764	\$ 59,469	\$207,111
Depreciation	469	9,915	5,246	46	5,611	21,287
Disposals/retirements	—	(5,322)	(3,252)	—	(476)	(9,050)
Translation adjustments	(204)	(5,078)	(5,022)	(66)	(4,541)	(14,911)
Balance as at March 31, 2023	<u>\$ 6,603</u>	<u>\$ 69,089</u>	<u>\$ 67,938</u>	<u>\$ 744</u>	<u>\$ 60,063</u>	<u>\$204,437</u>
Capital work-in-progress	—	—	—	—	—	15,965
Net carrying value as at March 31, 2023	<u>\$ 2,686</u>	<u>\$ 18,133</u>	<u>\$ 12,648</u>	<u>\$ 73</u>	<u>\$ 12,932</u>	<u>\$ 62,437</u>

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12. Leases

The changes in the carrying value of ROU assets for the year ended March 31, 2024 are as follows:

<u>Gross carrying value</u>	<u>Premises</u>	<u>Equipment</u>	<u>Motor vehicles</u>	<u>Total</u>
Balance as at April 1, 2023	\$275,796	\$ 23	\$ 721	\$276,540
Additions	18,409			18,409
Terminations/modifications	2,216	—	3	2,219
Translation adjustments	(5,629)	—	16	(5,613)
Balance as at March 31, 2024	<u>\$290,792</u>	<u>\$ 23</u>	<u>\$ 740</u>	<u>\$291,555</u>
Accumulated depreciation				
Balance as at April 1, 2023	\$100,648	\$ 19	\$ 399	\$101,066
Depreciation	31,472	2	129	31,603
Terminations/modifications	(2,630)			(2,630)
Translation adjustments	(2,114)		7	(2,107)
Balance as at March 31, 2024	<u>\$127,376</u>	<u>\$ 21</u>	<u>\$ 535</u>	<u>\$127,932</u>
Net carrying value as at March 31, 2024	<u>\$163,416</u>	<u>\$ 2</u>	<u>\$ 205</u>	<u>\$163,623</u>

The changes in the carrying value of ROU assets for the year ended March 31, 2023 are as follows:

<u>Gross carrying value</u>	<u>Premises</u>	<u>Computers</u>	<u>Equipment</u>	<u>Motor vehicles</u>	<u>Total</u>
Balance as at April 1, 2022	\$220,185	\$ 40	\$ 24	\$ 813	\$221,062
Additions	43,017	—	—	92	43,109
On acquisition (Refer Note 4(a), 4(b), 4(d))	3,443	—	—	74	3,517
Terminations/modifications	26,140	(35)	—	(230)	25,875
Translation adjustments	(16,989)	(5)	(1)	(28)	(17,023)
Balance as at March 31, 2023	<u>\$275,796</u>	<u>\$ —</u>	<u>\$ 23</u>	<u>\$ 721</u>	<u>\$276,540</u>
Accumulated depreciation					
Balance as at April 1, 2022	\$ 77,834	\$ 40	\$ 19	\$ 546	\$ 78,439
Depreciation	28,733	—	1	104	28,838
Terminations/modifications	(154)	(35)	—	(229)	(418)
Translation adjustments	(5,765)	(5)	(1)	(22)	(5,793)
Balance as at March 31, 2023	<u>\$100,648</u>	<u>\$ —</u>	<u>\$ 19</u>	<u>\$ 399</u>	<u>\$101,066</u>
Net carrying value as at March 31, 2023	<u>\$175,148</u>	<u>\$ —</u>	<u>\$ 4</u>	<u>\$ 322</u>	<u>\$175,474</u>

The movement in lease liabilities for the year ended March 31, 2024 and 2023 is as follows:

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Lease liabilities		
Opening balance	\$198,982	\$166,994
Cash outflows		
Principal payment of lease liabilities	(26,486)	(28,125)
Interest payment on lease liabilities	(15,499)	(12,749)
Non-cash adjustments		
On acquisition (Refer Note 4(a),4(b),4(d),4(e),4(f))	—	3,440
Additions	17,537	40,293
Terminations/modifications	4,582	25,013
Interest accrued	15,152	13,307
Translation adjustments	(4,123)	(9,191)
Closing balance	<u>\$190,145</u>	<u>\$198,982</u>

Rental expense charged for short-term leases was \$533 and \$755, rental expense charged for low value leases was \$55 and \$58 and variable lease payments was \$2,848 and \$1,898 for the year ended March 31, 2024 and March 31, 2023, respectively.

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024, on an undiscounted basis:

<u>Tenure</u>	<u>As at</u>	
	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Less than 1 year	\$ 42,314	\$ 40,726
1-3 years	74,662	79,085
3-5 years	58,756	60,372
More than 5 years	74,209	81,851
Total	<u>\$249,941</u>	<u>\$262,034</u>

The total future cash outflows for executed leases that had not yet commenced were \$52,292 and \$59,827 at March 31, 2024 and March 31, 2023, respectively.

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13. Loans and borrowings

Long-term debt

The long-term loans and borrowings consist of the following:

Currency	Interest rate	Final maturity (financial year)	As at	
			March 31, 2024	March 31, 2023
US dollars	SOFR + 1.20%	2028	56,000	72,000
Sterling Pound	SONIA + 1.25%	2028	83,830	102,381
Total			139,830	174,381
Less: Debt issuance cost			(626)	(975)
Total			139,204	173,406
Current portion of long-term debt			\$ 36,675	\$ 36,118
Long-term debt			\$102,529	\$137,288

In July 2022, the Company obtained a term loan facility of \$80,000 from The Hongkong and Shanghai Banking Corporation Limited, Hong Kong and Citibank N.A., Hong Kong Branch for general corporate purposes. The loan bears interest at a rate equivalent to the secured overnight financing rate (“SOFR”) plus a margin of 1.20% per annum. The Company has pledged its shares of WNS (Mauritius) Limited as security for the loan. The facility agreement for the term loan contains certain financial covenants as defined in the facility agreement. This term loan is repayable in 10 semi-annual instalments of \$8,000 each. On January 9, 2023, July 11, 2023 and January 11, 2024 the Company made a scheduled repayment of \$8,000 each. As at March 31, 2024, the Company had complied with the financial covenants in all material respects in relation to this loan facility.

In December 2022, the Company obtained a term loan facility of £83,000 (\$104,788 based on the exchange rate on March 31, 2024) from The Hongkong and Shanghai Banking Corporation Limited, Hong Kong and Citibank N.A., UK Branch to acquire The Smart Cube. The loan bears interest at a rate equivalent to the Sterling overnight index average (“SONIA”) plus a margin of 1.25% per annum. The Company has pledged its shares of WNS (Mauritius) Limited as security for the loan. The facility agreement for the term loan contains certain financial covenants as defined in the facility agreement. This term loan is repayable in 10 semi-annual instalments of £8,300 each. On June 16, 2023 and December 18, 2023 the Company made a scheduled repayment of £8,300 each. As at March 31, 2024, the Company had complied with the financial covenants in all material respects in relation to this loan facility.

Short-term lines of credit

The Company’s Indian subsidiary, WNS Global Services Private Limited (“WNS Global”), has unsecured lines of credit with banks amounting to \$64,624 (based on the exchange rate on March 31, 2024). The Company has established a line of credit in the UK amounting to \$37,875 (based on the exchange rate on March 31, 2024). The Company has established a line of credit in North America amounting to \$55,000. The Company has also established a line of credit in the Philippines amounting to \$15,000. Further, the Company has also established a line of credit in South Africa amounting to \$1,585 (based on the exchange rate March 31, 2024).

As at March 31, 2024, WNS North America has utilized \$40,000 of its lines of credit. The loan bears interest at a rate equivalent to the one month Term SOFR plus a margin of 1.65% per annum.

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14. Financial instruments

Financial instruments by category

The carrying value and fair value of financial instruments by class as at March 31, 2024 are as follows:

Financial assets

	Financial assets at amortized cost	Financial assets at FVTPL	Financial assets at FVOCI	Total carrying value	Total fair value
Cash and cash equivalents	\$ 87,431	\$ —	\$ —	\$ 87,431	\$ 87,431
Investment in fixed deposits	11,209	—	—	11,209	11,209
Investments in mutual funds	—	145,635	—	145,635	145,635
Trade receivables	124,570	—	—	124,570	124,570
Unbilled revenue ⁽¹⁾	107,695	—	—	107,695	107,695
Funds held for clients	6,853	—	—	6,853	6,853
Prepayments and other assets ⁽²⁾	9,100	—	—	9,100	9,100
Other non-current assets ⁽³⁾	16,589	—	—	16,589	16,589
Derivative assets	—	560	7,201	7,761	7,761
Total carrying value	<u>\$363,447</u>	<u>\$146,195</u>	<u>\$ 7,201</u>	<u>\$516,843</u>	<u>\$516,843</u>

Financial liabilities

	Financial liabilities at amortized cost	Financial liabilities at FVTPL	Financial liabilities at FVOCI	Total carrying value	Total fair Value
Trade payables	\$ 24,971	\$ —	\$ —	\$ 24,971	\$ 24,971
Long-term debt (includes current portion) ⁽⁴⁾	139,830	—	—	139,830	139,830
Short term line of credit	40,000	—	—	40,000	40,000
Other employee obligations ⁽⁵⁾	98,757	—	—	98,757	98,757
Provisions and accrued expenses	31,180	—	—	31,180	31,180
Lease liabilities	190,145	—	—	190,145	190,145
Other liabilities ⁽⁶⁾	4,404	20,510	—	24,914	24,914
Derivative liabilities	—	1,153	3,373	4,526	4,526
Total carrying value	<u>\$ 529,287</u>	<u>\$ 21,663</u>	<u>\$ 3,373</u>	<u>\$554,323</u>	<u>\$554,323</u>

Notes:

- (1) Excluding non-financial assets \$82.
- (2) Excluding non-financial assets \$21,310.
- (3) Excluding non-financial assets \$42,459.
- (4) Excluding non-financial asset (unamortized debt issuance cost) \$626.
- (5) Excluding non-financial liabilities \$31,237.
- (6) Excluding non-financial liabilities \$8,837.

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The carrying value and fair value of financial instruments by class as at March 31, 2023 are as follows:

Financial assets

	Financial assets at amortized cost	Financial assets at FVTPL	Financial assets at FVOCI	Total carrying value	Total fair value
Cash and cash equivalents	\$127,898	\$ —	\$ —	\$127,898	\$127,898
Investment in fixed deposits	9,196	—	—	9,196	9,196
Investments in mutual funds	—	167,844	—	167,844	167,844
Trade receivables	113,107	—	—	113,107	113,107
Unbilled revenue ⁽¹⁾	99,192	—	—	99,192	99,192
Funds held for clients	9,411	—	—	9,411	9,411
Prepayments and other assets ⁽²⁾	6,357	—	—	6,357	6,357
Other non-current assets ⁽³⁾	15,920	—	—	15,920	15,920
Derivative assets	—	1,424	7,630	9,054	9,054
Total carrying value	\$381,081	\$169,268	\$ 7,630	\$557,979	\$557,979

Financial liabilities

	Financial liabilities at amortized cost	Financial liabilities at FVTPL	Financial liabilities at FVOCI	Total carrying value	Total fair Value
Trade payables	\$ 25,397	\$ —	\$ —	\$ 25,397	\$ 25,397
Long-term debt (includes current portion) ⁽⁴⁾	174,381	—	—	174,381	174,381
Other employee obligations ⁽⁵⁾	100,148	—	—	100,148	100,148
Provisions and accrued expenses	41,761	—	—	41,761	41,761
Lease liabilities	198,982	—	—	198,982	198,982
Other liabilities ⁽⁶⁾	6,347	42,256	—	48,603	48,603
Derivative liabilities	—	409	9,509	9,918	9,918
Total carrying value	\$ 547,016	\$42,665	\$ 9,509	\$599,190	\$599,190

Notes:

- (1) Excluding non-financial assets \$593.
- (2) Excluding non-financial assets \$27,494.
- (3) Excluding non-financial assets \$33,689.
- (4) Excluding non-financial asset (unamortized debt issuance cost) \$975.
- (5) Excluding non-financial liabilities \$27,237.
- (6) Excluding non-financial liabilities \$12,903.

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For the financial assets and liabilities subject to offsetting or similar arrangements, each agreement between the Company and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis.

Financial assets and liabilities subject to offsetting, enforceable master netting arrangements or similar agreements as at March 31, 2024 are as follows:

Description of types of financial assets	Gross amounts of recognized financial assets	Gross amounts of recognized financial liabilities offset in the statement of financial position	Net amounts of financial assets presented in the statement of financial position	Related amount not set off in financial instruments		Net Amount
				Financial Instruments	Cash collateral received	
Derivative assets	\$ 7,761	\$ —	\$ 7,761	\$ (3,708)	\$ —	\$4,053
Total	\$ 7,761	\$ —	\$ 7,761	\$ (3,708)	\$ —	\$4,053

Description of types of financial liabilities	Gross amounts of recognized financial liabilities	Gross amounts of recognized financial assets offset in the statement of financial position	Net amounts of financial liabilities presented in the statement of financial position	Related amount not set off in financial instruments		Net Amount
				Financial instruments	Cash collateral pledged	
Derivative liabilities	\$ 4,526	\$ —	\$ 4,526	\$ (3,708)	\$ —	\$ 818
Total	\$ 4,526	\$ —	\$ 4,526	\$ (3,708)	\$ —	\$ 818

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Financial assets and liabilities subject to offsetting, enforceable master netting arrangements or similar agreements as at March 31, 2023 are as follows:

Description of types of financial assets	Gross amounts of recognized financial assets	Gross amounts of recognized financial liabilities offset in the statement of financial position	Net amounts of financial assets presented in the statement of financial position	Related amount not set off in financial instruments		Net Amount
				Financial Instruments	Cash collateral received	
Derivative assets	\$ 9,054	\$ —	\$ 9,054	\$ (4,325)	\$ —	\$4,729
Total	\$ 9,054	\$ —	\$ 9,054	\$ (4,325)	\$ —	\$4,729

Description of types of financial liabilities	Gross amounts of recognized financial liabilities	Gross amounts of recognized financial assets offset in the statement of financial position	Net amounts of financial liabilities presented in the statement of financial position	Related amount not set off in financial instruments		Net Amount
				Financial instruments	Cash collateral pledged	
Derivative liabilities	\$ 9,917	\$ —	\$ 9,917	\$ (4,325)	\$ —	\$5,592
Total	\$ 9,917	\$ —	\$ 9,917	\$ (4,325)	\$ —	\$5,592

Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 — quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — other techniques for which all inputs have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 — techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The fair value is estimated using the discounted cash flow approach and market rates of interest. The valuation technique involves assumptions and judgments regarding risk characteristics of the instruments, discount rates and future cash flows.

The Company uses valuation techniques in measuring the fair value of financial instruments, where active market quotes are not available. In applying the valuation techniques, the Company makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, the Company uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

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The assets and liabilities measured at fair value on a recurring basis as at March 31, 2024 are as follows:

Description	Fair value measurement at reporting date using			
	March 31, 2024	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
<i>Financial assets at FVTPL</i>				
Foreign exchange contracts	\$ 560	\$ —	\$ 560	\$ —
Investments in mutual funds	145,635	145,322	313	—
<i>Financial assets at FVOCI</i>				
Foreign exchange contracts	7,201	—	7,201	—
Total assets	\$153,396	\$ 145,322	\$ 8,074	\$ —
Liabilities				
<i>Financial liabilities at FVTPL</i>				
Foreign exchange contracts	\$ 1,153	\$ —	\$ 1,153	\$ —
Contingent consideration	20,510	—	—	20,510
<i>Financial liabilities at FVOCI</i>				
Foreign exchange contracts	3,373	—	3,373	—
Total liabilities	\$ 25,036	\$ —	\$ 4,526	\$ 20,510

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The assets and liabilities measured at fair value on a recurring basis as at March 31, 2023 are as follows:

Description	March 31, 2023	Fair value measurement at reporting date using		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
<i>Financial assets at FVTPL</i>				
Foreign exchange contracts	\$ 1,424	\$ —	\$ 1,424	\$ —
Investments in mutual funds	167,844	167,509	335	—
<i>Financial assets at FVOCI</i>				
Foreign exchange contracts	7,630	—	7,630	—
Total assets	\$176,898	\$ 167,509	\$ 9,389	\$ —
Liabilities				
<i>Financial liabilities at FVTPL</i>				
Foreign exchange contracts	\$ 409	\$ —	\$ 409	\$ —
Contingent consideration	42,256	—	—	42,256
<i>Financial liabilities at FVOCI</i>				
Foreign exchange contracts	9,508	—	9,508	—
Total liabilities	\$ 52,173	\$ —	\$ 9,917	\$ 42,256

Description of significant unobservable inputs to Level 3 valuation

The fair value of the contingent consideration liability for The Smart Cube, OptiBuy and Vuram was estimated using a probability weighted method and achievement of target revenues and adjusted EBITDA (with certain adjustments) with a discount rate of 4.93%, 2.90% and 2.75%, respectively. One percentage point change in the unobservable inputs used in fair valuation of the contingent consideration does not have a significant impact on its value.

During the year ended March 31, 2024, there was a change in the fair value of contingent consideration liability for The Smart Cube with a discount rate of 6.45%.

The fair value is estimated using the discounted cash flow approach which involves assumptions and judgments regarding risk characteristics of the instruments, discount rates, future cash flows, foreign exchange spot, forward premium rates and market rates of interest.

The movement in contingent consideration categorised under Level 3 fair value measurement is given below:

	For the year ended	
	March 31, 2024	March 31, 2023
Balance at the beginning of the year	\$ 42,256	\$ —
On acquisitions (Refer Note 4(a), 4(b), 4(d))	—	43,534
Payable upon achievement of target (Refer Note 4(b))	—	(2,168)
Finance expense recognized in the consolidated statement of income	1,044	706
Gain recognised in the consolidated statement of income (Refer Note 4(a), 4(d))	(22,470)	—
Translation	(320)	184
Balance at the end of the year	\$ 20,510	\$ 42,256

During the years ended March 31, 2024 and 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

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Derivative financial instruments

The primary risks managed by using derivative instruments are foreign currency exchange risk. Forward and option contracts up to 24 months on various foreign currencies are entered into to manage the foreign currency exchange rate risk on forecasted revenue denominated in foreign currencies and monetary assets and liabilities held in non-functional currencies. The Company's primary exchange rate exposure is with the US dollar and pound sterling against the Indian rupee. For derivative instruments which qualify for cash flow hedge accounting, the Company records the effective portion of gain or loss from changes in the fair value of the derivative instruments in other comprehensive income/(loss), which is reclassified into earnings in the same period during which the hedged item affects earnings. Derivative instruments qualify for hedge accounting when the instrument is designated as a hedge; the hedged item is specifically identifiable and exposes the Company to risk; and it is expected that a change in fair value of the derivative instrument and an opposite change in the fair value of the hedged item will have a high degree of correlation. Determining the high degree of correlation between the change in fair value of the hedged item and the derivative instruments involves significant judgment including the probability of the occurrence of the forecasted transaction. When it is highly probable that a forecasted transaction will not occur, the Company discontinues the hedge accounting and recognizes immediately in the consolidated statement of income, the gains and losses attributable to such derivative instrument that were accumulated in other comprehensive income/(loss).

The following table presents the notional values of outstanding foreign exchange forward contracts and foreign exchange option contracts:

	As at	
	March 31, 2024	March 31, 2023
Forward contracts (Sell)		
In US dollars	\$444,560	\$346,081
In Pound Sterling	130,248	113,398
In Euro	38,201	30,125
In Australian dollars	36,202	25,123
Others	22,589	19,641
	<u>\$671,800</u>	<u>\$534,368</u>
Option contracts (Sell)		
In US dollars	\$297,823	\$239,747
In Pound Sterling	116,356	101,737
In Euro	45,822	35,690
In Australian dollars	41,114	32,825
	<u>\$501,115</u>	<u>\$409,999</u>

The amount of gain/ (loss) reclassified from other comprehensive income into consolidated statement of income in respective line items for the years ended March 31, 2024, 2023 and 2022 are as follows:

	Year ended March 31,		
	2024	2023	2022
Revenue	\$(4,969)	\$(2,185)	\$ 3,451
Foreign exchange gain/(loss), net	—	—	93
Finance expense	—	—	(217)
Income tax related to amounts reclassified into consolidated statement of income	1,214	(1,432)	(1,150)
Total	<u>\$(3,755)</u>	<u>\$(3,617)</u>	<u>\$ 2,177</u>

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As at March 31, 2024, a loss amounting to \$41 on account of cash flow hedges in relation to forward and option contracts entered is expected to be reclassified from other comprehensive income into the consolidated statement of income over a period of 24 months.

Due to the discontinuation of cash flow hedge accounting on account of non-occurrence of original forecasted transactions by the end of the originally specified time period, the Company recognized in the consolidated statement of income a gain of Nil, a gain of \$93 and a loss of \$222 for the years ended March 31, 2024, 2023 and 2022, respectively.

Financial risk management

Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk, interest rate risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The demographics of the customer including the default risk of the industry and country in which the customer operates also has an influence on credit risk assessment. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Risk management procedures

The Company manages market risk through treasury operations. Senior management and the Board of Directors approve the Company's treasury operations' objectives and policies. The activities of treasury operations include management of cash resources, implementation of hedging strategies for foreign currency exposures, implementation of borrowing strategies and monitoring compliance with market risk limits and policies. The Company's foreign exchange committee, comprising the Director nominated by the Board, Group Chief Executive Officer and Group Chief Financial Officer, is the approving authority for all hedging instruments.

Components of market risk

Exchange rate or currency risk

The Company's exposure to market risk arises principally from exchange rate risk. Although substantially all of the Company's revenue is denominated in pound sterling and US dollars, a significant portion of expenses for the year ended March 31, 2024 (net of payments to repair centers made as part of the Company's BFSI SBU) were incurred and paid in Indian rupees. The exchange rates among the Indian rupee, the pound sterling and the US dollar have changed substantially in recent years and may fluctuate substantially in the future. The Company hedges a portion of forecasted external and inter-company revenue denominated in foreign currencies with forward contracts and options.

Based upon the Company's level of operations for the year ended March 31, 2024, a sensitivity analysis shows that a 10% appreciation or depreciation in the pound sterling against the US dollar would have increased or decreased, respectively, the Company's revenue for the year ended March 31, 2024 by approximately \$32,343. Similarly, a 10% appreciation or depreciation in the Indian rupee against the US dollar would have increased or decreased, respectively, the Company's expenses incurred and paid in Indian rupee for the year ended March 31, 2024 by approximately \$51,271.

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The foreign currency risk from non-derivative financial instruments as at March 31, 2024 is as follows:

	As at March 31, 2024						Total
	US Dollar	Pound Sterling	Indian Rupees	Australian Dollar	Euro	Other currencies	
Cash and cash equivalents	\$ 9,359	\$ 731	\$ 316	\$ 31	\$ 1,550	\$ 177	\$ 12,164
Trade receivables	217,863	38,240	2,670	12,076	23,740	5,134	299,723
Unbilled revenue	9,452	10,274	—	21	6,535	694	26,976
Prepayments and other current assets	438	104	50	46	270	—	908
Other non-current assets	13	—	—	—	237	49	299
Trade payables	(84,564)	(58,476)	(4,133)	—	(26,554)	(497)	(174,224)
Provisions and accrued expenses	(7,636)	(584)	(315)	(8)	(920)	(88)	(9,551)
Pension and other employee obligations	(29)	(667)	—	—	(1)	(387)	(1,084)
Lease liabilities	—	—	—	—	(5,482)	(106)	(5,588)
Other liabilities	(4,233)	(9)	—	—	(8,834)	—	(13,076)
Non-current liabilities	(16,329)	—	—	—	—	—	(16,329)
Net assets/ (liabilities)	<u>\$124,334</u>	<u>\$(10,387)</u>	<u>\$(1,412)</u>	<u>\$ 12,166</u>	<u>\$ (9,459)</u>	<u>\$ 4,976</u>	<u>\$ 120,218</u>

The foreign currency risk from non-derivative financial instruments as at March 31, 2023 is as follows:

	As at March 31, 2023						Total
	US Dollar	Pound Sterling	Indian Rupees	Australian Dollar	Euro	Other Currencies	
Cash and cash equivalents	\$ 4,762	\$ 631	\$ —	\$ 66	\$ 3,983	\$ 31	\$ 9,473
Trade receivables	189,929	31,964	2,759	8,381	20,018	4,543	257,594
Unbilled revenue	7,774	5,260	—	—	7,517	685	21,236
Prepayments and other current assets	401	129	51	18	258	23	880
Other non-current assets	13	—	—	—	—	22	35
Trade payables	(46,179)	(50,094)	(6,099)	—	(25,217)	(713)	(128,302)
Provisions and accrued expenses	(6,919)	(955)	(458)	(8)	(828)	(68)	(9,236)
Pension and other employee obligations	(33)	(742)	—	—	(1)	(396)	(1,172)
Lease liabilities	—	—	—	—	(2,721)	(1)	(2722)
Other liabilities	(15,188)	(14)	—	—	(2,518)	(29)	(17,749)
Non-current liabilities	(23,457)	—	—	—	(4,786)	—	(28,243)
Net assets/ (liabilities)	<u>\$111,103</u>	<u>\$(13,821)</u>	<u>\$(3,747)</u>	<u>\$ 8,457</u>	<u>\$ (4,295)</u>	<u>\$ 4,097</u>	<u>\$ 101,794</u>

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Other currencies include currencies such as the Swiss Franc (CHF), Singapore Dollar (SGD), Philippine Peso (PHP), Canadian Dollar (CAD), Polish Zloty (PLN), Sri Lankan Rupee (LKR), Romanian Leu (RON), South African Rand (ZAR), New Zealand Dollar (NZD), Hong Kong Dollar (HKD), United Arab Emirates Dirham (AED), Chinese Yuan Renminbi (CNY), Costa Rican Colon (CRC), Danish Krone (DKK), Swedish Krona (SEK), Malaysian Ringgit (MYR), Omani Riyal (OMR), Mexican Peso (MXN), Qatari Riyal (QAR) and Turkish Lira (TRY).

As at March 31, 2024, every 10% appreciation or depreciation of the respective foreign currencies compared to the functional currency of the Company would impact the Company's profit before tax from operating activities and equity by approximately \$863.

Interest rate risk

The Company's exposure to interest rate risk arises from borrowings which have a floating rate of interest, which is linked to SOFR and SONIA. The risk is managed by the Company by maintaining an appropriate mix of fixed and floating rate borrowings and by the use of interest rate swap contracts. The costs of floating rate borrowings may be affected by the fluctuations in the interest rates. As at March 31, 2024, the Company has not entered into any interest rate swap contract.

The Company monitors its positions and does not anticipate non-performance by the counterparties. The Company intends to selectively use interest rate swaps, options and other derivative instruments to manage exposure to interest rate movements. These exposures are reviewed by appropriate levels of management on a periodic basis. The Company does not enter into hedging agreements for speculative purposes.

Credit risk

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in the UK and the US. Credit risk is managed through periodic assessment of the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of trade receivables. The credit risk on mutual funds, bank deposits and derivative financial instruments is limited because the counterparties are banks and mutual funds with high credit ratings assigned by international credit-rating agencies. The maximum exposure to credit risk at the reporting date is primarily from trade receivables and unbilled revenue which amounted to \$124,570 and \$107,777, respectively as at March 31, 2024 and \$113,107 and \$99,785, respectively, as at March 31, 2023.

The Company provides loss allowance using the ECL model on trade receivables and unbilled revenue with no significant financing component at an amount equal to lifetime ECL (Refer Note 7).

The following table gives details in respect of the percentage of revenue generated from the Company's top customer and top five customers:

	<u>Year ended March 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Revenue from top customer	4.9%	6.5%	7.3%
Revenue from top five customers	20.9%	23.8%	27.1%

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation. Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses and service financial obligations. In addition, the Company has concluded arrangements with reputable banks and has unused lines of credit of \$134,084 as at March 31, 2024 that could be drawn upon, should there be a need.

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The contractual maturities of financial liabilities are as follows:

	As at March 31, 2024			
	Less than 1 Year	1-2 years	2-5 years	Total
Trade payables	\$ 24,971	\$ —	\$ —	\$ 24,971
Long-term debt (includes current portion) ⁽¹⁾	36,958	36,958	65,914	139,830
Short term line of credit	40,000	—	—	40,000
Provisions and accrued expenses	31,180	—	—	31,180
Other liabilities	11,134	13,780	—	24,914
Other employee obligations	98,757	—	—	98,757
Derivative financial instruments	3,968	558	—	4,526
Total ^{(2) (3)}	<u>\$246,968</u>	<u>\$51,296</u>	<u>\$65,914</u>	<u>\$364,178</u>

Notes:

- (1) Before netting off debt issuance cost of \$626
- (2) For contractual maturities of lease liabilities refer note 12.
- (3) Non-financial liabilities are explained in the financial instruments categories table above.

	As at March 31, 2023			
	Less than 1 Year	1-2 years	2-5 years	Total
Trade payables	\$ 25,397	\$ —	\$ —	\$ 25,397
Long-term debt (includes current portion) ⁽¹⁾	36,476	36,476	101,429	174,381
Provisions and accrued expenses	41,761	—	—	41,761
Other liabilities	27,837	325	20,441	48,603
Other employee obligations	100,148	—	—	100,148
Derivative financial instruments	7,505	2,413	—	9,918
Total ^{(2) (3)}	<u>\$239,124</u>	<u>\$39,214</u>	<u>\$121,870</u>	<u>\$400,208</u>

Notes:

- (1) Before netting off debt issuance cost of \$ 975.
- (2) For contractual maturities of lease liabilities refer note 12.
- (3) Non-financial liabilities are explained in the financial instruments categories table above.

The balanced view of liquidity and financial indebtedness is stated in the table below. This calculation of the net cash position is used by the management:

	As at	
	March 31, 2024	March 31, 2023
Cash and cash equivalents	\$ 87,431	\$ 127,898
Investments	156,844	177,040
Short term line of credit	(40,000)	—
Long-term debt (includes current portion) ⁽¹⁾	(139,830)	(174,381)
Net cash position	<u>\$ 64,445</u>	<u>\$ 130,557</u>

Note:

- (1) Before netting off debt issuance cost of \$626 and \$975 as at March 31, 2024 and March 31, 2023, respectively.

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15. Pension and other employee obligations

Pension and other employee obligations consist of the following:

	As at	
	March 31, 2024	March 31, 2023
Current:		
Salaries and bonus	\$ 93,764	\$ 95,893
Pension	944	1,473
Withholding taxes on salary and statutory payables	10,644	10,515
Total	<u>\$105,352</u>	<u>\$107,881</u>
Non-current:		
Pension and other obligations	\$ 24,642	\$ 19,504
Total	<u>\$ 24,642</u>	<u>\$ 19,504</u>

Employee benefit costs consist of the following:

	Year ended March 31,		
	2024	2023	2022
Salaries and bonus	\$756,305	\$690,643	\$608,064
Employee benefit plans:			
Defined contribution plan	19,195	16,916	15,296
Defined benefit plan	4,149	3,518	4,339
Share-based compensation expense (Refer Note 24)	51,683	49,733	44,165
Total	<u>\$831,332</u>	<u>\$760,810</u>	<u>\$671,864</u>

Employee benefit costs is recognized in the following line items in the consolidated statement of income:

	Year ended March 31,		
	2024	2023	2022
Cost of revenue	\$627,942	\$578,262	\$503,748
Selling and marketing expenses	62,099	51,665	46,614
General and administrative expenses	141,291	130,883	121,502
Total	<u>\$831,332</u>	<u>\$760,810</u>	<u>\$671,864</u>

Defined contribution plan

The Company's contributions to defined contribution plans are as follows:

	Year ended March 31,		
	2024	2023	2022
India	\$12,858	\$12,037	\$10,758
United States	2,749	2,261	2,110
United Kingdom	1,835	1,170	825
South Africa	975	806	801
Sri Lanka	506	405	567
Philippines	272	237	235
Total	<u>\$19,195</u>	<u>\$16,916</u>	<u>\$15,296</u>

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Defined benefit plan

The net periodic cost recognized by the Company in respect of gratuity payments under the Company's gratuity plans covering eligible employees of the Company in India, the Philippines, Sri Lanka and Dubai is as follows:

	Year ended March 31,		
	2024	2023	2022
Service cost	\$3,004	\$2,584	\$3,368
Interest on the net defined benefit liability	1,145	934	971
Net gratuity cost	\$4,149	\$3,518	\$4,339

	As at	
	March 2024	March 2023
Change in projected benefit obligations		
Obligation at beginning of the year	\$ 19,449	\$ 18,460
Service cost	3,004	2,584
Interest cost	1,345	1,066
Benefits paid	(2,396)	(3,116)
Business combinations	—	1,393
Actuarial (gain)/loss		
From changes in demographic assumptions	467	(177)
From changes in financial assumptions	433	(650)
From actual experience compared to assumptions	1,275	1,376
Foreign currency translation	(272)	(1,487)
Benefit obligation at end of the year	\$23,305	\$ 19,449
Change in plan assets		
Plan assets at beginning of the year	\$ 2,727	\$ 2,745
Expected return on plan assets	200	132
Actual contributions	1,957	2,640
Benefits paid	(2,115)	(2,954)
Business combinations	—	388
Actuarial (loss)/gain	(19)	2
Foreign currency translation	(39)	(226)
Plan assets at end of the year	\$ 2,711	\$ 2,727
Accrued pension liability		
Current	\$ 944	\$ 1,473
Non-current	19,649	15,249
Net amount recognized	\$20,593	\$ 16,722
Present value of funded defined benefit obligation	\$20,971	\$ 17,888
Fair value of plan assets	(2,711)	(2,727)
	18,260	15,161
Present value of unfunded defined benefit obligation	\$ 2,333	\$ 1,561
Weighted average duration of defined benefit obligation (both funded and unfunded)	6 years	5.4 years

Net amount recognized relating to the Company's India plan, the Philippines plan, Sri Lanka plan and Dubai plan was \$19,705, \$92, \$688 and \$108 as at March 31, 2024 and was \$16,367, \$67, \$288 and \$Nil as at March 31, 2023, respectively.

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The assumptions used in accounting for the gratuity plans are as follows:

	Year ended March 31,		
	2024	2023	2022
Discount rate:			
India	7.3%	7.4%	6.2% to 6.6%
Philippines	6.0%	5.9%	1.7%
Sri Lanka	12.5%	32.4%	16.4%
Dubai	5.3%	—	—
Rate of increase in compensation level	5.0% to 14%	7.0% to 14.0%	8.0% to 10.0%
Expected rate of return on plan assets	7.3%	7.4%	6.5% to 6.6%

The Company evaluates these assumptions annually based on its long-term plans of growth and industry standards. The discount rates are based on current market yields on government securities adjusted for a suitable risk premium to reflect the additional risk for high quality corporate bonds.

As at March 31, 2024, for each of the Company's defined benefit plans, the sensitivity of the defined benefit obligation to a change in each significant actuarial assumption is as follows:

	India	Philippines	Sri Lanka	Dubai
Discount rate:				
Increase in discount rate by 1%	(5.4)%	(2.6)%	(4.4)%	(4.2)%
Decrease in discount rate by 1%	6.0%	2.7%	4.9%	4.9%
Rate of increase in compensation level:				
Increase in salary escalation rate by 1%	4.0%	2.2%	4.3%	4.8%
Decrease in salary escalation rate by 1%	(3.9)%	(2.1)%	(4.0)%	(4.2)%

Each sensitivity amount is calculated assuming that all other assumptions are held constant. The Company is not able to predict the extent of likely future changes in these assumptions, but based on past experience, the discount rate for each plan could change by up to 1% within a 12-month period.

Plan assets are generally exposed to risk including market, interest and operating risk. Since the Company's plan assets are managed by third party fund administrators, the contributions made by the Company are pooled with the corpus of the funds managed by such fund administrators and invested in accordance with regulatory guidelines. The Company's funding policy is to contribute to the plan amounts necessary on an actuarial basis to, at a minimum, satisfy the minimum funding requirements. Additional discretionary contributions above the minimum funding requirement can be made and are generally based on adjustment for any over or under funding.

As at March 31, 2024, \$1,351 and \$1,360 (\$1,442 and \$1,285 as at March 31, 2023) of the plan assets are invested with LIC and ALICPL, respectively. Of the funds invested with LIC, approximately 40% and 60% of the funds are invested in unquoted government securities and money market instruments, respectively. Of the funds invested with ALICPL, approximately 79% and 21% are invested in unquoted government securities and money market instruments, respectively.

The expected benefits are based on the same assumptions used to measure the Company's defined benefit obligations as at March 31, 2024. The Company expects to contribute \$3,290 to defined benefit plan for the year ending March 31, 2025. The maturity analysis of the Company's defined benefit payments is as follows:

	<u>Amount</u>
2025	\$ 3,290
2026	3,399
2027	3,597
2028	4,208
2029	4,610
Thereafter	23,280
	<u>\$42,384</u>

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16. Provisions and accrued expenses

Provisions and accrued expenses consist of the following:

	As at	
	March 31, 2024	March 31, 2023
Accrued expenses	31,180	41,761
Total	\$ 31,180	\$ 41,761

17. Contract liabilities

Contract liabilities consists of the following:

	As at	
	March 31, 2024	March 31, 2023
Current:		
Payments in advance of services	\$ 6,215	\$ 9,820
Advance billings	6,659	5,552
Others	28	333
Total	\$ 12,902	\$ 15,705
Non-current:		
Payments in advance of services	\$ 11,495	\$ 8,714
Advance billings	1,104	1,008
Others	26	26
Total	\$ 12,625	\$ 9,748

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18. Other liabilities

Other liabilities consist of the following:

	As at	
	March 31, 2024	March 31, 2023
Current:		
Withholding taxes and value added tax payables	\$ 7,670	\$ 11,425
Contingent consideration (Refer Note 4(a), 4(b) & 4(d))	6,730	22,121
Other liabilities	5,453	7,116
Total	\$ 19,853	\$ 40,662
Non-current:		
Contingent consideration (Refer Note 4(a), 4(b) & 4(d))	13,780	20,135
Other liabilities	118	709
Total	\$ 13,898	\$ 20,844

19. Share capital

As at March 31, 2024, the authorized share capital was £6,100 divided into 60,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each. The Company had 45,684,145 ordinary shares outstanding as at March 31, 2024. There were no preferred shares outstanding as at March 31, 2024.

As at March 31, 2023, the authorized share capital was £6,100 divided into 60,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each. The Company had 48,360,817 ordinary shares outstanding as at March 31, 2023. There were no preferred shares outstanding as at March 31, 2023.

Treasury shares

During the year ended March 31, 2021, the shareholders of the Company authorized a new share repurchase program for the repurchase of up to 3,300,000 of the Company's ADSs, each representing one ordinary share, at a price range of \$10 to \$110 per ADS. Pursuant to the terms of the repurchase program, the Company's ADSs may be purchased in the open market from time to time for 36 months from April 1, 2021 to March 31, 2024. The Company is not obligated under the repurchase program to repurchase a specific number of ADSs, and the repurchase program may be suspended at any time at the Company's discretion. The Company intends to fund the repurchase with cash on hand.

During the year ended March 31, 2022, the Company purchased 1,100,000 ADSs in the open market for a total consideration of \$85,038 (including transaction costs \$11) under the above-mentioned share repurchase program. The Company funded the repurchases under the repurchase program with cash on hand. During the year ended March 31, 2022, the Company received authorization from the Board of Directors to cancel, and cancelled, 2,200,000 ADSs that were held as treasury shares for an aggregate cost of \$163,711 (including share cancellation charges \$110). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$302 and in share premium amounting to \$163,409, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

During the year ended March 31, 2023, the Company purchased 1,100,000 ADSs in the open market for a total consideration of \$81,631 (including transaction costs \$11) under the above-mentioned share repurchase program. The Company funded the repurchases under the repurchase program with cash on hand. During the year ended March 31, 2023, the Company received authorization from the Board of Directors to cancel, and cancelled, 1,100,000 ADSs that were held as treasury shares for an aggregate cost of \$81,686 (including share cancellation charges \$55). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$134 and in share premium amounting to \$81,552, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

During the year ended March 31, 2024, the Company purchased 1,100,000 ADSs in the open market for a total consideration of \$85,622 (including transaction costs \$11) under the above-mentioned share repurchase program and concluded the program. The Company funded the repurchases under the repurchase program with cash on hand. During the year ended March 31, 2024, the Company received authorization from the Board of Directors to cancel, and cancelled, 1,100,000 ADSs that were held as treasury shares for an aggregate cost of \$85,677 (including share cancellation charges \$55). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$140 and in share premium amounting to \$85,537, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

During the year ended March 31, 2024, the shareholders of the Company authorized a new share repurchase program for the repurchase of up to 3,300,000 of the Company's ADSs, each representing one ordinary share, at a price range of \$10 to \$180 per ADS. Pursuant to the terms of the repurchase program, the Company's ADSs may be purchased in the open market from time to time for 42 months from October 1, 2023 to March 31, 2027. The Company is not obligated under the repurchase program to repurchase a specific number of ADSs, and the repurchase program may be suspended at any time at the Company's discretion. The Company may fund the repurchases with internal or external sources.

During the year ended March 31, 2024, the Company purchased 2,200,000 ADSs in the open market for a total consideration of \$129,680 (including transaction costs \$22) under the above-mentioned share repurchase program. During the year ended March 31, 2024, the Company received authorization from the Board of Directors to cancel, and cancelled, 2,200,000 ADSs that were held as treasury shares for an aggregate cost of \$129,790 (including share cancellation charges \$110). The effect of the cancellation of these treasury shares was recognized in share capital amounting to \$280, in share premium amounting to \$41,112 and in retained earnings amounting to \$88,398, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

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20. Revenue

Disaggregation of revenue

In the following tables, revenue is disaggregated by service type, major industries serviced, contract type and geography.

Revenue by service type

	Year ended March 31,		
	2024	2023	2022
Industry-specific	\$ 539,461	\$ 451,829	\$ 431,770
Finance and accounting	284,539	281,826	248,572
Customer experience services	267,115	237,558	189,615
Research and analytics	163,529	131,694	116,081
Others	68,721	121,355	123,762
Total	\$1,323,365	\$1,224,262	\$1,109,800

Revenue by industry

	Year ended March 31,		
	2024	2023	2022
Insurance	\$ 361,178	\$ 328,593	\$ 332,335
Healthcare	177,739	192,498	196,614
Diversified businesses including manufacturing, retail, CPG, media and entertainment, and telecom	189,634	179,546	149,884
Travel and leisure	213,636	207,429	163,849
Shipping and logistics	100,874	92,762	85,258
Hi-tech and professional services	95,292	80,750	69,278
Banking and financial services	106,665	82,600	64,034
Utilities	78,347	60,084	48,548
Total	\$1,323,365	\$1,224,262	\$1,109,800

Revenue by contract type

	Year ended March 31,		
	2024	2023	2022
Full-time-equivalent	\$ 942,273	\$ 829,330	\$ 703,440
Transaction	189,651	181,177	188,357
Subscription	67,871	94,173	102,859
Fixed price	67,600	67,640	63,570
Others	55,970	51,942	51,574
Total	\$1,323,365	\$1,224,262	\$1,109,800

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Revenue by delivery location

	Year ended March 31,		
	2024	2023	2022
India	\$ 723,148	\$ 635,678	\$ 555,796
United States	158,999	185,898	168,493
Philippines	188,818	164,930	143,238
UK ⁽¹⁾	78,134	103,422	127,826
South Africa	84,389	63,025	56,735
Sri Lanka	17,636	15,714	16,282
China	15,450	13,919	13,880
Romania	26,077	20,702	12,756
Spain	2,733	3,902	5,314
Poland	12,970	6,764	4,989
Costa Rica	8,399	5,272	3,643
Australia	6,121	4,945	848
Malaysia	491	91	—
Total	\$1,323,365	\$1,224,262	\$1,109,800

(1) Includes revenue derived from Germany, which is not significant.

Revenue by geography

Refer Note 28 — External revenue.

Contract balances

Contract assets

The movement in contract assets during the year ended March 31, 2024 is as follows:

	As at			
	March 31, 2024			
	Sales Commission	Transition activities	Upfront payment / Others	Total
Opening balance	\$ 13,415	\$ 41,905	\$ 11,922	\$ 67,242
Additions during the year	1,249	10,178	7,199	18,626
Amortization/recognition during the year	(2,856)	(7,657)	(9,820)	(20,333)
Impairment loss recognized during the year	(655)	—	—	(655)
Translation adjustments	74	(289)	133	(82)
Closing balance	\$ 11,227	\$ 44,137	\$ 9,434	\$ 64,798

The movement in contract assets during the year ended March 31, 2023 is as follows:

	As at			
	March 31, 2023			
	Sales Commission	Transition activities	Upfront payment / Others	Total
Opening balance	\$ 10,845	\$ 27,361	\$ 11,796	\$ 50,002
Additions during the year	5,488	20,528	7,010	33,026
Amortization/recognition during the year	(2,317)	(4,332)	(6,157)	(12,806)
Impairment loss recognized during the year	(260)	—	—	(260)
Translation adjustments	(341)	(1,652)	(727)	(2,720)
Closing balance	\$ 13,415	\$ 41,905	\$ 11,922	\$ 67,242

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Contract liabilities

	As at	
	March 31, 2024	March 31, 2023
Contract liabilities:		
Payments in advance of services	\$ 17,710	\$ 18,534
Advance billings	7,763	6,560
Others	54	359
Total	\$ 25,527	\$ 25,453

Revenue recognized during the year ended March 31, 2024 and 2023, which was included in the contract liabilities balance at the beginning of the respective periods is as follows:

	As at	
	March 31, 2024	March 31, 2023
Payments in advance of services	\$ 8,952	\$ 8,204
Advance billings	5,404	5,038
Others	328	273
Total	\$ 14,684	\$ 13,515

During the year ended March 31, 2024 the Company acquired \$Nil (March 31, 2023: \$1,578) of contract liabilities as part of its business combinations (Refer Note 4).

The estimated revenue expected to be recognized in the future relating to remaining performance obligations as at March 31, 2024 and March 31, 2023 is as follows:

	As at March 31, 2024				
	Less than 1 Year	1-2 years	2-5 years	More than 5 years	Total
Transaction price allocated to remaining performance obligations	\$ 1,149	\$ 1,015	\$ 291	\$ —	\$2,455

	As at March 31, 2023				
	Less than 1 Year	1-2 years	2-5 years	More than 5 years	Total
Transaction price allocated to remaining performance obligations	\$ 2,726	\$ 1,144	\$ 1,305	\$ —	\$5,175

The Company does not disclose the value of unsatisfied performance obligations for:

- (i) contracts with an original expected length of one year or less; and
- (ii) contracts for which the Company recognizes revenue at the amount to which the Company has the right to invoice for services performed.

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21. Expenses by nature

Expenses by nature consist of the following:

	Year ended March 31,		
	2024	2023	2022
Employee cost	\$ 831,332	\$ 760,810	\$671,864
Repair payments	39,095	62,240	82,954
Facilities cost	86,527	73,089	61,238
Depreciation	56,653	50,125	50,003
Legal and professional expenses	29,746	26,433	22,207
Travel expenses	18,570	15,891	4,878
Others	44,971	45,747	47,005
Total cost of revenue, selling and marketing and general and administrative expenses	\$1,106,894	\$1,034,335	\$940,149

22. Finance expense

Finance expense consists of the following:

	Year ended March 31,		
	2024	2023	2022
Interest expense on lease liabilities	\$15,152	\$13,307	\$12,657
Interest expense	13,931	5,512	513
Loss on interest rate swaps	—	—	217
Total	\$29,083	\$18,819	\$13,387

23. Other income, net

Other income, net consists of the following:

	Year ended March 31,		
	2024	2023	2022
Net gain arising on financial assets designated as FVTPL	\$10,509	\$ 7,991	\$ 7,137
Interest income	3,458	5,279	3,772
Changes in FV of contingent consideration	22,470	—	—
Others, net	2,978	2,735	2,958
Total	\$39,415	\$16,005	\$13,867

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24. Share-based payments

The Company has two share-based incentive plans: the 2006 Incentive Award Plan adopted on June 1, 2006, as amended and restated in February 2009, September 2011 and September 2013 (which has expired) the “2006 Incentive Award Plan”, and the 2016 Incentive Award Plan effective from September 27, 2016, as amended and restated in September 2018 (the “2016 Incentive Award Plan”) (collectively referred to as the “Plans”). All the Plans are equity settled. Under the Plans, share-based options and RSUs may be granted to eligible participants. Options are generally granted for a term of ten years. Options and RSUs have a graded vesting period of up to four years. The Company settles employee share-based options and RSU exercises with newly issued ordinary shares. As at March 31, 2024, the Company had 1,195,567 ordinary shares available for future grants.

Share-based compensation expense during the years ended March 31, 2024, 2023 and 2022 is as follows:

	Year ended March 31,		
	2024	2023	2022
Share-based compensation expense recorded in:			
Cost of revenue	\$10,049	\$ 8,057	\$ 5,155
Selling and marketing expenses	7,044	6,411	4,948
General and administrative expenses	34,590	35,265	34,062
Total share-based compensation expense	<u>\$51,683</u>	<u>\$49,733</u>	<u>\$44,165</u>

Upon exercise of RSUs, the Company issued 623,328, 610,910 and 547,704 shares during the years ended March 31, 2024, 2023 and 2022, respectively.

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Restricted share units

The 2006 Incentive Award Plan and the 2016 Incentive Award Plan also allow for the grant of RSUs. Each RSU represents the right to receive one ordinary share and vests over a period of up to three years.

- (i) Movements in the number of RSUs dependent on non-market performance condition outstanding under the 2006 Incentive Award Plan and the 2016 Incentive Award Plan and their related weighted average fair values are as follow:

	<u>Shares</u>	<u>Weighted average fair value</u>	<u>Aggregate intrinsic value</u>
Outstanding as at March 31, 2022	885,457	\$ 52.67	\$ 75,698
Granted	428,238	83.70	
Exercised	(255,200)	59.34	
Forfeited	(25,777)	73.02	
Outstanding as at March 31, 2023	1,032,718	\$ 63.38	\$ 96,218
Granted	405,709	80.50	
Exercised	(306,701)	61.30	
Forfeited	(34,739)	81.56	
Outstanding as at March 31, 2024	1,096,987	\$ 69.73	\$ 55,436
RSUs exercisable	566,996	\$ 60.85	\$ 28,650

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The fair value of RSUs is generally the market price of the Company's shares on the date of grant. As at March 31, 2024, there was \$15,367 of unrecognized compensation cost related to unvested RSUs. This amount is expected to be recognized over a weighted average period of 2.6 years. To the extent the actual forfeiture rate is different than what the Company has anticipated, share-based compensation expense related to these RSUs will be different from the Company's expectations.

The weighted average grant date fair value of RSUs granted during the year ended March 31, 2024, 2023 and 2022 was \$80.50, \$83.70 and \$74.14, per ADS, respectively. The aggregate intrinsic value of RSUs exercised during the year ended March 31, 2024, 2023 and 2022 was \$20,204, \$21,438 and \$23,194, respectively. The total grant date fair value of RSUs vested during the year ended March 31, 2024, 2023 and 2022 was \$25,170, \$21,484 and \$18,240, respectively.

The weighted average share price of RSUs exercised during the year ended March 31, 2024, 2023 and 2022 was \$65.88, \$84.01 and \$78.95, respectively.

- (ii) The 2006 Incentive Award Plan and the 2016 Incentive Award Plan also allow for the grant of RSUs based on the market price of the Company's shares achieving a specified target over a period of time. The fair value of market-based share awards is determined using Monte-Carlo simulation.

Movements in the number of RSUs dependent on market performance condition outstanding under the 2006 Incentive Award Plan and the 2016 Incentive Award Plan and their related weighted average fair values are as follows:

	<u>Shares</u>	<u>Weighted average fair value</u>	<u>Aggregate intrinsic value</u>
Outstanding as at March 31, 2022	59,400	\$ 14.30	\$ 5,078
Exercised	(761)	14.30	—
Outstanding as at March 31, 2023	58,639	14.30	\$ 5,463
Exercised	(58,639)	\$ 14.30	—
Outstanding as at March 31, 2024	—	—	\$ —
RSUs exercisable	—	\$ —	\$ —

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The aggregate intrinsic value of RSUs exercised during the year ended March 31, 2024, 2023 and 2022 was \$3,755, \$69 and \$1,205, respectively. The weighted average share price of RSU exercised during the year ended March 31, 2024, 2023 and 2022 was \$64.04, \$90.98 and \$74.18, respectively.

As at March 31, 2024, there was \$Nil of unrecognized compensation cost related to unvested market based RSUs. The weighted average grant date fair value of the RSUs granted during the years ended March 31, 2024, 2023 and 2022 was \$Nil.

(iii) RSUs related to total shareholder's return ("TSR").

Movements in the number of RSUs linked to the TSR condition outstanding under the 2016 Incentive Award Plan and their related weighted average fair values are as follows:

	Shares	Weighted Average fair value	Aggregate Intrinsic value
Outstanding as at March 31, 2022	899,450	\$ 50.53	\$ 76,894
Granted	104,975	79.00	
Exercised	(165,201)	37.87	
Forfeited	(22,480)	58.28	
Lapsed	(26,236)	63.10	
Outstanding as at March 31, 2023	790,508	56.32	73,652
Granted	117,747	87.03	
Exercised	(113,631)	45.82	
Forfeited	(16,906)	65.25	
Lapsed	—	—	
Outstanding as at March 31, 2024	777,718	62.15	39,307
RSUs exercisable	426,754	\$ 46.19	\$ 21,564

During the year ended March 31, 2024, the Company issued 117,747 RSUs (March 31, 2023: 104,975 RSUs) to certain employees. The conditions for the vesting of these RSUs are linked to the TSR of the Company in addition to the condition of continued employment with the Company through the applicable vesting period.

The performance of these RSUs shall be assessed based on the TSR of the custom peer group (based on percentile rank) and the industry index (based on outperformance rank). The RSUs granted with the TSR condition shall vest on the third anniversary of the grant date, subject to the participant's continued employment with the Company through the applicable vesting date and achievement of the specified conditions of stock performance and TSR parameters.

The fair value of these RSUs is determined using Monte-Carlo simulation. The weighted average grant date fair value of RSUs granted during the year ended March 31, 2024, 2023 and 2022 was \$87.03, \$79.00 and \$78.80 per ADS, respectively. The stock compensation expense charged during the year ended March 31, 2024 was \$5,196 (March 31, 2023: \$5,123). As at March 31, 2024, there was \$5,179 of unrecognized compensation cost related to these RSUs. This amount is expected to be recognized over a weighted average period of 1.8 years. The total grant date fair value of these RSUs vested during the year ended March 31, 2024, 2023 and 2022 was \$9,352, \$9,395 and \$5,338, respectively.

The aggregate intrinsic value of RSUs exercised during the year ended March 31, 2024, 2023 and 2022 was \$7,812, \$14,448, and \$1,201, respectively. The weighted average share price of RSU exercised during the year ended March 31, 2024, 2023 and 2022 was \$68.75, \$87.45 and \$78.97, respectively.

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Performance share units

The 2006 Incentive Award Plan and 2016 Incentive Award Plan also allow for grant of performance share units (“PSUs”). Each PSU represents the right to receive one ordinary share based on the Company’s performance against specified non-market performance conditions and vests over a period of three years.

Movements in the number of PSUs outstanding under the 2006 Incentive Award Plan and the 2016 Incentive Award Plan and their related weighted average fair values are as follow:

	<u>Shares</u>	<u>Weighted average fair value</u>	<u>Aggregate intrinsic value</u>
Outstanding as at March 31, 2022	838,308	\$ 49.19	\$ 71,667
Granted	202,005	84.00	
Exercised	(189,226)	44.59	
Forfeited	(13,996)	72.81	
Outstanding as at March 31, 2023	837,091	\$ 55.30	\$ 77,992
Granted	205,968	84.83	
Exercised	(138,901)	45.89	
Forfeited	(19,386)	79.05	
Outstanding as at March 31, 2024	884,772	62.49	44,672
PSUs exercisable	441,444	\$ 45.85	\$ 22,306

The fair value of PSUs is generally the market price of the Company’s shares on the date of grant, and assumes that performance targets will be achieved. As at March 31, 2024, there was \$16,227 of unrecognized compensation costs related to unvested PSUs, net of forfeitures. This amount is expected to be recognized over a weighted average period of 1.7 years. Over the performance period, the number of shares that will be issued will be adjusted upward or downward based upon the probability of achievement of the performance targets. The ultimate number of shares issued and the related compensation cost recognized as expense will be based on a comparison of the final performance metrics to the specified targets.

The weighted average grant date fair value of PSUs granted during the years ended March 31, 2024, 2023 and 2022 was \$84.83, \$84.00 and \$73.46, per ADS, respectively. The aggregate intrinsic value of PSUs exercised during the year ended March 31, 2024, 2023 and 2022 was \$9,319, \$15,970 and \$14,958, respectively. The total grant date fair value of PSUs vested during the year ended March 31, 2024, 2023 and 2022 was \$11,186, \$17,686 and \$13,599 respectively.

The weighted average share price of PSU exercised during the year ended March 31, 2024, 2023 and 2022 was \$67.09, \$84.40 and \$77.89, respectively.

BBBEE program in South Africa

The Company’s South African subsidiary has issued share appreciation rights to certain employees to be settled with the Company’s shares. As part of the settlement, the Company granted 3,178 and 2,495 RSUs during the year ended March 31, 2024, 1,135 RSUs during the year ended March 31, 2022 and 11,400 and 1,850 RSUs during the year ended March 31, 2021, which shall vest on instant basis, nine months anniversary, the second anniversary, nine months and third anniversary, respectively, from the grant date. During the years ended March 31, 2020, 2019 and 2018, the Company granted 3,365, 14,250 and 32,050 RSUs, which shall vest on the fourth, third and fourth anniversaries, respectively, from the grant date, subject to such grantee’s continued employment with the Company through the applicable vesting date. The grant date fair value was estimated using a binomial lattice model.

The total stock compensation expense in relation to these RSUs was \$3,483 to be amortized over the vesting period of four years. The stock compensation expense charged during the years ended March 31, 2024, 2023 and 2022 was \$94, \$111 and \$324 respectively.

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RSUs to drive higher growth

During the year ended March 31, 2023, the Company granted 705,090 RSUs to drive higher growth, based on performance and market conditions along with service conditions. The RSUs under this grant will vest upon the Company achieving the market capitalization target along with net revenue targets (together referred as the “vesting conditions”). The vesting period ranges from 2 years and 9 months to 4 years and 9 months from the grant date dependent on achievement of respective vesting conditions at each evaluation period. The vesting of RSUs will happen only on achievement of both the vesting conditions. Any unvested RSUs due to non-achievement of vesting conditions at the end of vesting period will lapse.

The fair value of these RSUs is determined using the Monte-Carlo simulation. The grant date fair value of RSUs granted was \$28.00 per RSU.

During the year ended March 31, 2023, the Company modified the terms of the original grant to increase the vesting period. The revised vesting period ranges from 3 years 3 months to 4 years and 9 months from the grant date dependent on achievement of respective vesting conditions at each evaluation period. The incremental fair value of these RSUs was \$1.60 determined using the Monte-Carlo simulation as at the date of modification.

The Company has not recognized any charge for the year ended March 31, 2024 considering the net revenue target is not expected to be met, based on the current projections. As at March 31, 2024, there was \$19,078 of unrecognized compensation cost related to these RSUs

25. Income taxes

The domestic and foreign source component of profit/(loss) before income taxes is as follows:

	Year ended March 31,		
	2024	2023	2022
Domestic	\$ (18,992)	\$ (13,001)	\$ (11,150)
Foreign	182,588	177,510	175,690
Profit before income taxes	\$163,596	\$164,509	\$164,540

The Company’s income tax expense consists of the following:

	Year ended March 31,		
	2024	2023	2022
Current taxes			
Domestic taxes	\$ —	\$ —	\$ —
Foreign taxes	50,579	36,245	37,579
	<u>50,579</u>	<u>36,245</u>	<u>37,579</u>
Deferred taxes			
Domestic taxes	—	—	—
Foreign taxes	(27,131)	(9,044)	(5,140)
	<u>(27,131)</u>	<u>(9,044)</u>	<u>(5,140)</u>
Income tax expense	\$ 23,448	\$27,201	\$32,439

Domestic taxes are Nil as the corporate rate of tax applicable to companies in Jersey, Channel Islands is 0%. Foreign taxes are based on applicable tax rates in each subsidiary’s jurisdiction.

From fiscal 2012 until the year ended March 31, 2024, the Company started operations in various delivery centers in Mumbai, Pune, Chennai, Gurgaon, Noida, India registered under the Special Economic Zone scheme. Some of these operations are eligible for a 100% income tax exemption for a period of five years from the date of commencement of operations expiring between fiscal 2022 and fiscal 2024. Following the expiry of the 100% income tax exemption, these operations are eligible for a 50% income tax exemption expiring between fiscal 2026 and fiscal 2034. Some of these operations which have completed a period of ten years from the date of commencement are eligible for a 50% income tax exemption for a further period of five years subject to creation of a Special Economic Zone Re-investment Reserve out of the profits of the eligible SEZ units and utilization of such reserve by the Company for acquiring new plant and machinery for the purpose of its business as per the provisions of the Indian Income Tax Act, 1961. Upon the complete expiration of this tax exemption, income derived by this subsidiary shall become subject to the prevailing annual tax rate of 34.95%. The Government of India enacted the India Tax Law effective April 1, 2019, which enables Indian companies to elect to be taxed at a lower income tax rate of 25.17% as compared to the current rate of 34.95%. Once a company elects into the lower income tax rate, a company may not benefit from any tax holidays associated with SEZ and certain other tax incentives and may not reverse its election. Our intent is to move to the new tax regime as and when it becomes more beneficial to this subsidiary. In the year ended March 2024, this subsidiary has elected to apply the lower income tax rate of 25.17%. We will continue to evaluate the application of the same for the fiscal 2024 at the time of filing corporate tax return. In fiscal 2024, we operated from various delivery centers in the Philippines which commenced operations from fiscal 2018 to fiscal 2024 and are eligible for tax exemption benefits expiring between fiscal 2024 and fiscal 2029. Following the expiry of the tax benefits, income generated by our Philippines subsidiary, WNS Global Services Philippines Inc., will be taxed at the prevailing special tax rate, which is currently 5.0% on gross profit. From January 1, 2020, our operations in Sri Lanka are eligible to claim income tax exemption with respect to the profits earned from export revenue.

If the income tax exemptions described above were not available, the additional income tax expense at the respective statutory rates in India, Sri Lanka and Philippines would have been approximately \$10,265, \$20,735 and \$20,885 for the year ended March 31, 2024 and the years ended March 31, 2023 and 2022 respectively. Such additional tax would have decreased the basic and diluted earnings per share for the year ended March 31, 2024 by \$0.22 and \$0.21, respectively (\$0.43 and \$0.41, respectively, for the year ended March 31, 2023 and \$0.43 and \$0.41, respectively for the year ended March 31, 2022).

The Organisation for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting published the Pillar Two model rules designed to address the tax challenges arising from the digitalisation of the global economy.

It is unclear if the Pillar Two model rules create additional temporary differences, whether to remeasure deferred taxes for the Pillar Two model rules and which tax rate to use to measure deferred taxes. In response to this uncertainty, on 23 May 2023 and 27 June 2023, respectively, the IASB and AASB issued amendments to IAS 12 ‘Income taxes’ introducing a mandatory temporary exception to the requirements of IAS 12 under which a company does not recognise or disclose information about deferred tax assets and liabilities related to the proposed OECD/G20 BEPS Pillar Two model rules. The Company has currently applied the temporary exception.

Relevant information to indicate potential exposure to Pillar Two income taxes is currently not known or reasonably estimable. The Company continues

to monitor developments in this regard.

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Income taxes recognized directly in equity are as follows:

	Year ended March 31,		
	2024	2023	2022
Current taxes:			
Excess tax deductions related to share-based payments	(772)	(798)	(1,062)
	<u>\$ (772)</u>	<u>\$ (798)</u>	<u>\$ (1,062)</u>
Deferred taxes:			
Excess tax deductions related to share-based payments	4,437	(1,909)	(877)
	<u>\$ 4,437</u>	<u>\$ (1,909)</u>	<u>\$ (877)</u>
Total income tax recognized directly in equity	<u>\$ 3,665</u>	<u>\$ (2,707)</u>	<u>\$ (1,939)</u>

Income taxes recognized in other comprehensive income are as follows:

	Year ended March 31,		
	2024	2023	2022
Current taxes	—	—	—
Deferred taxes:			
Unrealized gain/(loss) on cash flow hedging derivatives	1,800	(4,344)	2,698
Pension liability	(477)	67	148
Total income tax recognized directly in other comprehensive income	<u>\$ 1,323</u>	<u>\$ (4,277)</u>	<u>\$ 2,846</u>

The reconciliation of estimated income tax to income tax expense:

	Year ended March 31,		
	2024	2023	2022
Profit before income taxes	\$163,596	\$164,509	\$164,540
Income tax expense at tax rates applicable to individual entities	47,599	51,524	50,954
Effect of:			
Items not deductible for tax	(4,073)	1,412	358
Exempt income	(10,406)	(20,092)	(20,557)
Losses in respect of which deferred tax asset not recognized due to uncertainty and ineligibility to carry forward	245	279	2,183
Recognition of unutilized tax benefits / Unrecognized losses utilized	(14)	(1,745)	(56)
Temporary difference that will reverse during tax holiday period	—	—	2,828
Change in tax rate and law	107	(841)	(160)
Reversal of deferred tax liability on intangibles	(9,470)	—	—
State taxes	259	395	345
Employment related tax incentive	(1,389)	(2,239)	(2,123)
Others, net	590	(1,492)	(1,333)
Income tax expense	<u>\$ 23,448</u>	<u>\$ 27,201</u>	<u>\$ 32,439</u>

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Deferred taxes for the year ended March 31, 2024 arising from temporary differences and unused tax losses can be summarized below:

	Opening Balance	Additions due to acquisition	Recognized in statement of income	Recognized in equity	Recognized in/ Reclassified from other comprehensive income	Foreign currency translation	Closing balance
Deferred tax assets:							
Property and equipment	\$ 5,988	\$ 15	\$ 760	\$ —	\$ —	\$ (180)	\$ 6,583
Net operating loss carry forward	681	(4)	268	—	—	(2)	943
Accruals deductible on actual payment	12,194	(396)	2,285	—	477	(271)	14,289
Share-based compensation expense	32,280	—	1,512	(4,437)	—	(104)	29,251
Others	426	5	335	—	—	1	767
Total deferred tax assets	\$51,569	\$ (380)	\$ 5,160	\$ (4,437)	\$ 477	\$ (556)	\$51,833
Deferred tax liabilities:							
Intangible assets	40,478	9	(22,501)	—	—	63	18,049
Unrealized gain/(loss) on cash flow hedging and investments	(1,010)	—	201	—	1,800	6	997
Others	2,752	—	328	—	—	(46)	3,034
Total deferred tax liabilities	\$42,220	\$ 9	\$ (21,972)	\$ —	\$ 1,800	\$ 23	\$22,080
Net deferred tax assets/(liabilities)	\$ 9,349	\$ (389)	\$ 27,132	\$ (4,437)	\$ (1,323)	\$ (579)	\$29,753

Deferred taxes for the year ended March 31, 2023 arising from temporary differences and unused tax losses can be summarized below:

	Opening Balance	Additions due to acquisition	Recognized in statement of income	Recognized in equity	Recognized in/ Reclassified from other comprehensive income	Foreign currency translation	Closing Balance
Deferred tax assets:							
Property and equipment	\$ 6,527	\$ 223	\$ (95)	\$ —	\$ —	\$ (667)	\$ 5,988
Net operating loss carry forward	932	602	(760)	—	—	(93)	681
Accruals deductible on actual payment	12,002	1,419	(144)	—	(67)	(1,016)	12,194
Share-based compensation expense	24,930	—	6,756	1,909	—	(1,315)	32,280
Others	754	82	(355)	—	—	(55)	426
Total deferred tax assets	\$45,145	\$ 2,326	\$ 5,402	\$ 1,909	\$ (67)	\$ (3,146)	\$51,569
Deferred tax liabilities:							
Intangible assets	11,983	31,688	(2,713)	—	—	(480)	40,478
Unrealized gain/(loss) on cash flow hedging and investments	3,854	—	(146)	—	(4,344)	(374)	(1,010)
Others	3,833	—	(784)	—	—	(297)	2,752
Total deferred tax liabilities	\$19,670	\$ 31,688	\$ (3,643)	\$ —	\$ (4,344)	\$ (1,151)	\$42,220
Net deferred tax assets/(liabilities)	\$25,475	\$ (29,362)	\$ 9,045	\$ 1,909	\$ 4,277	\$ (1,995)	\$ 9,349

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Deferred taxes for the year ended March 31, 2022 arising from temporary differences and unused tax losses can be summarized below:

	Opening Balance	Additions due to acquisition	Recognized in statement of income	Recognized in equity	Recognized in/ Reclassified from other comprehensive income	Foreign currency translation	Closing Balance
Deferred tax assets:							
Property and equipment	\$ 6,188	\$ 237	\$ 254	\$ —	\$ —	\$ (152)	\$ 6,527
Net operating loss carry forward	1,249	—	(294)	—	—	(23)	932
Accruals deductible on actual payment	10,549	153	1,743	—	(148)	(295)	12,002
Share-based compensation expense	21,036	—	3,678	877	—	(661)	24,930
Others	799	—	(33)	—	—	(12)	754
Total deferred tax assets	\$39,821	\$ 390	\$ 5,348	\$ 877	\$ (148)	\$ (1,143)	\$45,145
Deferred tax liabilities:							
Intangible assets	11,967	1	32	—	—	(17)	11,983
Unrealized gain/(loss) on cash flow hedging and investments	1,387	—	(117)	—	2,698	(114)	3,854
Others	3,674	—	293	—	—	(134)	3,833
Total deferred tax liabilities	\$17,028	\$ 1	\$ 208	\$ —	\$ 2,698	\$ (265)	\$19,670
Net deferred tax assets/(liabilities)	\$22,793	\$ 389	\$ 5,140	\$ 877	\$ (2,846)	\$ (878)	\$25,475

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Deferred tax presented in the consolidated statement of financial position is as follows:

	As at	
	March 31, 2024	March 31, 2023
Deferred tax assets	49,186	46,675
Deferred tax liabilities	(19,432)	(37,326)
Net deferred tax assets	\$ 29,754	\$ 9,349

There are unused tax losses amounting to \$11,197 as at March 31, 2024 (March 31, 2023: \$11,657) for which no deferred tax asset has been recognized as these losses relate to a tax jurisdiction where the group entity has had past losses and there is no conclusive evidence to support the view that sufficient taxable profit will be generated by such group entity in the future to offset such losses. The expiry dates of the tax benefit for these losses depend on the local tax laws of the jurisdiction and, if not utilized, would expire on various dates starting from financial year 2025 to 2034. However, in the US, Germany, New Zealand, the Netherlands and Portugal there is no expiry period for the unused tax losses.

Deferred income tax liabilities on earnings of the Company's subsidiaries have not been provided as such earnings are deemed to be permanently reinvested in the business and the Company is able to control the timing of the reversals of temporary differences associated with these investments. Accordingly, temporary difference on which deferred tax liability has not been recognized amounts to \$1,318,786, \$1,148,274 and \$984,475 as at March 31, 2024, 2023 and 2022, respectively.

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From time to time, the Company receives orders of assessment from the Indian tax authorities assessing additional taxable income on the Company and/or its subsidiaries in connection with their review of their tax returns. The Company currently has orders of assessment outstanding for various years through fiscal 2020, which assess additional taxable income that could in the aggregate give rise to an estimated \$4,122 (March 31, 2023: \$6,826) in additional taxes, including interest of \$589 (March 31, 2023: \$1,863). These orders of assessment allege that the transfer prices the Company applied to certain of the international transactions between WNS Global and its other wholly-owned subsidiaries were not on arm's length terms, disallow a tax holiday benefit claimed by the Company, deny the set off of brought forward business losses and unabsorbed depreciation and disallow certain expenses claimed as tax deductible by WNS Global. The Company has appealed against these orders of assessment before higher appellate authorities.

In addition, the Company has orders of assessment pertaining to similar issues that have been decided in favor of the Company by appellate authorities, vacating the tax demands of \$82,812 (March 31, 2023: \$79,797) in additional taxes, including interest of \$29,460 (March 31, 2023: \$28,638). The income tax authorities have filed or may file appeals against these orders at higher appellate authorities.

Uncertain tax positions are reflected at the amount likely to be paid to the taxation authorities. A liability is recognized in connection with each item that is not probable of being sustained on examination by taxing authority. The liability is measured using single best estimate of the most likely outcome for each position taken in the tax return. Thus, the provision would be the aggregate liability in connection with all uncertain tax positions. As at March 31, 2024, the Company had provided a tax reserve of \$ 9,284 (March 31, 2023: \$9,942) primarily on account of the Indian tax authorities' denying the set off of brought forward business losses and unabsorbed depreciation.

As March 31, 2024, corporate tax returns for years ended March 31, 2021 and onward remain subject to examination by tax authorities in India.

Based on the facts of these cases, the nature of the tax authorities' disallowances and the orders from appellate authorities deciding similar issues in favor of the Company in respect of assessment orders for earlier fiscal years and after consultation with the Company's external tax advisors, the Company believes these orders are unlikely to be sustained at the higher appellate authorities. The Company has deposited \$10,840 (March 31, 2023: \$11,003) of the disputed amounts with the tax authorities and may be required to deposit the remaining portion of the disputed amounts with the tax authorities pending final resolution of the respective matters.

In addition, the Company currently has orders of assessment outstanding for various years pertaining to the pre-acquisition period of Smart Cube India Private Limited acquired in fiscal 2023, which assess additional taxable income that could in the aggregate give rise to an estimated \$758 in additional taxes, including interest of \$373. These orders of assessment allege that the tax holiday benefit claimed by Smart Cube India Private Limited should be disallowed. Smart Cube India Private Limited has appealed against these orders of assessment before higher appellate authorities.

Others

From time to time, the Company receives orders of assessment from the VAT, service tax and GST authorities, demanding payment of \$2,927 towards VAT, service tax and GST for the period April 1, 2014 to March 31, 2020. The tax authorities have rejected input tax credit on certain types of input services. Based on consultations with the Company's tax advisors, the Company believes these orders of assessments will more likely than not be vacated by the higher appellate authorities and the Company intends to dispute the orders of assessment.

In 2016, we also received an assessment order from the Sri Lankan Tax Authority, demanding payment of LKR 25.2 million (\$0.1 million based on the exchange rate on March 31, 2024) in connection with the review of our tax return for fiscal year 2012. The assessment order challenges the tax exemption that we have claimed for export business. We have filed an appeal against the assessment order with the Sri Lankan Tax Appeal Commission in this regard. Based on consultations with our tax advisors, we believe this order of assessment will more likely than not be vacated in our favour by the higher appellate authorities and we intend to dispute the order of assessment.

No assurance can be given, however, that we will prevail in our tax disputes. If we do not prevail, payment of additional taxes, interest and penalties may adversely affect our results of operations, financial condition and cash flows. There can also be no assurance that we will not receive similar or additional orders of assessment in the future.

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26. Earnings per share

The following table sets forth the computation of basic and diluted earnings per share:

	Year ended March 31,		
	2024	2023	2022
Numerator:			
Profit after tax	\$ 140,148	\$ 137,308	\$ 132,101
Denominator:			
Basic weighted average ordinary shares outstanding	47,202,747	48,252,095	48,891,004
Dilutive impact of equivalent share-based options and RSUs	2,367,334	2,625,674	2,357,573
Basic weighted average ordinary shares outstanding	49,570,081	50,877,769	51,248,577

The computation of earnings per ordinary share (“EPS”) was determined by dividing profit by the weighted average ordinary shares outstanding during the respective periods.

The Company excluded from the calculation of diluted EPS RSUs for the issuance of 315, Nil and 3,165 shares for the years ended March 31, 2024, 2023 and 2022, respectively, because their effect will be anti-dilutive.

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27. Related party

The following is a list of the Company's subsidiaries as at March 31, 2024:

<u>Direct subsidiaries</u>	<u>Step subsidiaries</u>	<u>Place of incorporation</u>
WNS Global Services Netherlands B.V.		The Netherlands
	WNS Global Services (Romania) S.R.L.	Romania
WNS North America Inc.		Delaware, USA
	WNS Business Consulting Services Private Limited	India
	WNS Global Services, LLC ⁽¹⁾	Delaware, USA
	WNS BPO Services Costa Rica, S.R.L.	Costa Rica
	Denali Sourcing Services, LLC ⁽¹⁾	Delaware, USA
WNS Assistance Limited (previously WNS Workflow Technologies Limited)		United Kingdom
	WNS Assistance (Legal) Limited	United Kingdom
	Accidents Happen Assistance Limited	United Kingdom
	WNS Legal Assistance LLP	United Kingdom
WNS (Mauritius) Limited		Mauritius
	WNS Capital Investment Limited	Mauritius
	- WNS Customer Solutions (Singapore) Private Limited	Singapore
	- WNS Global Services (Australia) Pty Ltd	Australia
	- WNS New Zealand Limited	New Zealand
	- Business Applications Associates Beijing Ltd	China
	- WNS Global Services Malaysia Sdn. Bhd. ⁽²⁾	Malaysia
	WNS Global Services Private Limited ^{(3) (4) (5) (16)}	India
	- Vuram Technology Solutions Private Limited ^{(5) (16)}	India
	- Vuram Australia Pty Ltd ⁽⁵⁾	Australia
	- Vuram Canada Inc. ⁽⁵⁾	Canada
	- Vuram Technologies B.V. ⁽⁵⁾	The Netherlands
	- Vuram, Inc. ⁽⁵⁾⁽⁶⁾	USA
	- Soluciones en Tecnología Vuram México, S. De R.L. De C.V ⁽⁵⁾⁽⁶⁾	Mexico
	- Vuram UK Private Limited ⁽⁵⁾	United Kingdom
	- WNS Business Consulting Netherlands B.V. ⁽¹³⁾	The Netherlands
	- WNS Global Services Philippines Inc. ⁽¹³⁾	The Philippines
	- WNS Global Services (UK) Limited ^{(7) (10) (11)}	United Kingdom
	- WNS Global Services SA (Pty) Limited	South Africa
	- WNS B-BBEE Staff Share Trust ⁽⁸⁾	South Africa
	- Ucademy (Pty) Limited	South Africa
	- WNS South Africa (Pty) Limited ⁽⁹⁾	South Africa
	- The Smart Cube Limited ⁽¹⁰⁾	United Kingdom
	- Smart Cube India Private Limited	India
	- The Smart Cube S.R.L.	Romania
	- The Smart Cube (Switzerland) GmbH	Switzerland
	- The Smart Cube Inc.	USA
	- The Smart Cube Consulting Services (Dalian) Co. Ltd.	China
	- OptiBuy sp. z o.o. ⁽¹¹⁾	Poland
	- Nextbuy sp. z o.o.	Poland
	- OptiBuy GmbH	Germany
	- MTS HealthHelp Inc.	Delaware, USA
	- HealthHelp Holdings LLC	Delaware, USA
	- HealthHelp LLC	Delaware, USA
	- WNS-HealthHelp Philippines Inc.	Philippines
	- Value Edge Inc.	Delaware, USA

- Value Edge AG.	Switzerland
- VE Value Edge GmbH	Germany
WNS Global Services (Private) Limited	Sri Lanka
WNS Global Services (Dalian) Co. Ltd.	China
WNS Global Services (UK) International Limited	United Kingdom
- WNS Global Services North Americas Inc.	Delaware, USA
- WNS Global Services AG ⁽¹²⁾	Switzerland
WNS Gestion des Processus d’Affaire Inc.	Canada
WNS BPM Americas Holdings Inc. ⁽¹⁴⁾	Delaware, USA
WNS BPM Americas LLC ⁽¹⁵⁾	Delaware, USA

Notes:

- (1) Denali Sourcing Services, Inc. and WNS Global Services Inc. were converted into Limited Liability Company with effect from April 1, 2023.
- (2) WNS Global Services Malaysia Sdn. Bhd., a wholly-owned subsidiary of WNS Customer Solutions (Singapore) Private Limited, was incorporated on July 21, 2022.
- (3) WNS Global Services Private Limited is held jointly by WNS (Mauritius) Limited, WNS Global Services Netherlands B.V. and WNS Customer Solutions (Singapore) Private Limited. The percentage of holding of WNS (Mauritius) Limited is 63.23%, of WNS Global Services Netherlands B.V. is 20.81%, and of WNS Customer Solutions (Singapore) Private Limited is 15.96%.
- (4) On August 1, 2021, WNS (Mauritius) Limited acquired all outstanding shares of MOL Information Processing Services (I) Private Limited. The name of the MOL Information Processing Services (I) Private Limited. was changed to WNS Information Services (India) Private Limited with effect from December 1, 2021.
WNS Information Services (India) Private Limited was merged with and into WNS Global Services Private Limited with the appointed date of August 01, 2021 pursuant to a Scheme of Amalgamation approved by the National Company Law Tribunal dated August 4, 2022.
- (5) On July 1, 2022, WNS Global Services Private Limited acquired all ownership interests of Vuram Technology Solutions Private Limited, including its subsidiaries that existed on that date.
- (6) Soluciones en Tecnología Vuram México, S. De R.L. De C.V is jointly held by Vuram Technology Solutions Private Limited and Vuram, Inc. The percentage of holding of Vuram Technology Solutions Private Limited is 99% and Vuram, Inc is 1%.
- (7) WNS Global Services (UK) Limited is jointly held by WNS Global Services Private Limited and WNS (Holdings) Limited. The percentage of holding of WNS Global Services Private Limited is 94.9% and of WNS (Holdings) Limited is 5.1%.
- (8) The WNS B-BBEE Staff Share Trust (the “trust”) was registered on April 26, 2017 in relation to the grant of share appreciation rights by WNS Global Services SA (Pty) Limited. During the year ended March 31, 2020, the trust subscribed to one participating preference share issued by WNS Global Services SA (Pty) Limited. As at March 31, 2024, the aforementioned one participating preference share entitles the trust to 48.84% voting rights in WNS South Africa (Pty) Limited. On April 19, 2024, WNS Global Services SA (Pty) Limited redeemed the one participating preference share on account of unwinding of Scheme B of WNS B-BBEE Staff Share Trust. The Company is currently working on a new ownership structure to ensure continued compliance with the requirements of the BBBEE legislation.
- (9) WNS South Africa (Pty) Limited (formerly known as “WNS SA Domestic(Pty) Ltd”) was incorporated as a subsidiary of WNS Global Services SA (Pty) Limited on December 19, 2018. The name of the entity was changed to WNS South Africa (Pty) Ltd with effect from September 25, 2019.
- (10) On December 16, 2022, WNS Global Services (UK) Limited acquired all ownership interests of The Smart Cube Limited, including its subsidiaries that existed on that date.
- (11) On December 16, 2022, WNS Global Services (UK) Limited acquired all ownership interests of OptiBuy sp. z o.o., including its subsidiaries that existed on that date.
- (12) WNS Global Services AG, a wholly-owned subsidiary of WNS Global Services (UK) International Limited, was incorporated on July 16, 2021.
- (13) WNS Business Consulting Netherlands B.V. was incorporated on March 17, 2020, pursuant to the execution of deed of demerger on March 16, 2020. The shares of WNS Global Services Philippines Inc. were transferred from WNS Global Services Netherlands B.V. to WNS Business Consulting Netherlands B.V. pursuant to the proposal of demerger. As at March 31, 2024, WNS Business Consulting Netherlands B.V. is fully held by WNS Global Services Private Limited, after WNS Global Services Private Limited acquired the remaining ownership interest in WNS Business Consulting Netherlands B.V. earlier held by WNS (Holdings) Limited.
- (14) WNS BPM Americas Holdings Inc., a wholly-owned subsidiary of WNS (Holdings) Limited, was incorporated on March 1, 2023
- (15) WNS BPM Americas LLC, a wholly-owned subsidiary of WNS BPM Americas Holdings Inc, was incorporated on March 3, 2023.
- (16) On March 30, 2024, WNS Global Services Private Limited and Vuram Technology Solutions Private Limited have filed the Company Scheme Application for Amalgamation of Vuram Technology Solutions Private Limited with WNS Global Services Private Limited with National Company Law Tribunal, Mumbai bench. The appointed date for the Scheme is April 1, 2023.

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The following is a list of Key Management Personnel of the Company as at March 31, 2024:

Key management personnel

Adrian T. Dillon (Ceased to be Chairman from September 20, 2021)	Chairman
Timothy L. Main (Appointed on September 21, 2021)	Chairman
Keshav R. Murugesh	Director and Group Chief Executive Officer
Jason Liberty	Director
Swaminathan Rajamani	Chief People Officer
Gautam Barai (Resigned on February 15, 2023, effective May 15, 2023)	Chief Operating Officer
Sanjay Puria	Group Chief Financial Officer
Gareth Williams (Ceased to be Director from December 31, 2022)	Director
Michael Menezes (Ceased to be Director from December 31, 2022)	Director
John Freeland (Ceased to be Director from August 31, 2023)	Director
Françoise Gri	Director
Keith Haviland	Director
Mario P. Vitale	Director
Lan Tu (Appointed on February 4, 2022)	Director
Diane de Saint Victor (Appointed on April 1, 2023)	Director
Judy Marlinski (Appointed on December 1, 2023)	Director

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

<u>Nature of transaction with related parties</u>	<u>Year ended March 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
<u>Key management personnel*</u>			
Remuneration and short-term benefits	\$ 4,833	\$ 6,570	\$ 7,601
Defined contribution plan	416	165	124
Other benefits	871	154	114
Share-based compensation expense	13,906	17,465	15,264

* Defined benefit plan related costs are not disclosed as these are determined for the Company as a whole.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

28. Operating segments

The Company provides business process management services. Effective April 1, 2023, the Company adopted a new organizational structure featuring four strategic business units (“SBUs”), each headed by a chief business officer. Under the new organizational structure, the Company combined its prior verticals into the four SBUs. The new structure is intended to help drive improved outcomes for global clients and enable the Company to better drive business synergies, enhance scalability, generate operating leverage, and create organizational depth. The Company now manages and reports financial information through its four SBUs, which reflects how management reviews financial information and makes operating decisions.

The SBUs’ performance is reviewed by the Group Chief Executive Officer, who has been identified as the Chief Operating decision Maker (“CODM”) as defined by IFRS 8, “Operating Segments.” The CODM evaluates the Company’s performance and allocates resources based on revenue growth and operating performance of SBUs. The Company’s operating segments, effective April 1, 2023, are as follows:

- Banking/Financial Services, and Insurance (“BFSI”),
- Travel, Shipping/Logistics, and Utilities (“TSLU”),
- Manufacturing/Retail/Consumer, Hi-tech/Professional Services, and Procurement (“MRHP”), and
- Healthcare/Life Sciences (“HCLS”)

The corresponding information for year ended March 31, 2023 and March 31, 2022 has been re-stated to give effect to the above changes.

The Company uses revenue less repair payments (non-GAAP) as a primary measure to allocate resources and measure segment performance. Revenue less repair payments is a non-GAAP measure which is calculated as (a) revenue less (b) in the Company’s BFSI SBU, payments to repair centers for “Fault” repair cases where the Company acts as the principal in its dealings with the third party repair centers and its clients.

The CODM does not evaluate certain operating expenses, finance expense, other income, net and income taxes by segment, therefore the Company does not allocate these expenses by segment. Assets and liabilities used in Company’s business are not identified to any of the reportable segments as they are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities, since a meaningful segregation of the available data is onerous.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

The segment results for the year ended March 31, 2024 are as follows:

	TSLU	MRHP	HCLS	BFSI	Reconciling item ⁽³⁾	Total
Revenue from external customers						
Segment Revenue	\$406,080	\$319,280	\$165,898	\$461,883	\$ (29,776)	\$1,323,365
Payments to repair centers	—	—	—	39,095	—	39,095
Revenue less repair payments (non-GAAP)	406,080	319,280	165,898	422,788	(29,776)	1,284,270
Adjusted cost of revenue ^{(1) (2)}	234,583	183,211	113,259	258,000	6,733	795,786
Segment gross profit	171,497	136,069	52,639	164,788	(36,509)	488,484
Other costs						219,609
Other income, net						(39,415)
Finance expense						29,083
Impairment of intangible assets						30,882
Amortization of intangible assets						33,046
Share-based compensation expense						51,683
Income- tax expense						23,448
Profit after tax						<u>\$ 140,148</u>

(1) Excludes share-based compensation expense.

(2) Adjusted cost of revenue under reconciling items includes inter and intra segment eliminations and unallocated expenses.

(3) Revenue under reconciling items includes inter and intra segment eliminations and impact of foreign exchange fluctuations.

No client individually accounted for 10% or more of the total revenue during the year ended March 31, 2024.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

The segment results for the year ended March 31, 2023 are as follows:

	TSLU	MRHP	HCLS	BFSI	Reconciling item ⁽³⁾	Total
Revenue from external customers						
Segment Revenue	\$376,167	\$278,246	\$187,357	\$406,413	\$ (23,921)	\$1,224,262
Payments to repair centers	—	—	—	62,240	—	62,240
Revenue less repair payments (non-GAAP)	376,167	278,246	187,357	344,173	(23,921)	1,162,022
Adjusted cost of revenue ^{(1) (2)}	222,985	168,511	134,012	209,399	(3,678)	731,229
Segment gross profit	153,182	109,735	53,345	134,774	(20,243)	430,793
Other costs						190,091
Other income, net						(16,005)
Finance expense						18,819
Amortization of intangible assets						23,646
Share-based compensation expense						49,733
Income- tax expense						27,201
Profit after tax						\$ 137,308

(1) Excludes share-based compensation expense.

(2) Adjusted cost of revenue under reconciling items includes inter and intra segment eliminations and unallocated expenses.

(3) Revenue under reconciling items includes inter and intra segment eliminations and impact of foreign exchange fluctuations.

No client individually accounted for 10% or more of the total revenue during the year ended March 31, 2023.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

The segment results for the year ended March 31, 2022 are as follows:

	TSLU	MRHP	HCLS	BFSI	Reconciling item ⁽³⁾	Total
Revenue from external customers						
Segment Revenue	\$317,372	\$217,737	\$195,654	\$389,226	\$ (10,189)	\$1,109,800
Payments to repair centers	—	—	—	82,954	—	82,954
Revenue less repair payments (non-GAAP)	317,372	217,737	195,654	306,272	(10,189)	1,026,846
Adjusted cost of revenue ^{(1) (2)}	200,401	125,624	131,915	184,069	5,046	647,055
Segment gross profit	116,971	92,113	63,739	122,203	(15,235)	379,791
Other costs						160,016
Other income, net						(13,867)
Finance expense						13,387
Amortization of intangible assets						11,550
Share-based compensation expense						44,165
Income- tax expense						32,439
Profit after tax						\$ 132,101

(1) Excludes share-based compensation expense.

(2) Adjusted cost of revenue under reconciling items includes inter and intra segment eliminations and unallocated expenses.

(3) Revenue under reconciling items includes inter and intra segment eliminations and impact of foreign exchange fluctuations.

No client individually accounted for 10% or more of the total revenue during the year ended March 31, 2022.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

External revenue

Revenues from the geographic segments are based on domicile of the customer. The Company's external revenue by geographic area is as follows:

	Year ended March 31,		
	2024	2023	2022
Jersey, Channel Islands	\$ —	\$ —	\$ —
North America (primarily the US)	623,370	602,453	504,260
UK	374,995	351,035	363,871
Australia	85,968	74,738	67,409
Europe (excluding the UK)	109,250	86,504	67,918
South Africa	13,421	13,526	22,270
Rest of the world	116,361	96,006	84,072
Total	<u>\$1,323,365</u>	<u>\$1,224,262</u>	<u>\$1,109,800</u>

The Company's non-current assets by geographic area, which consist of property and equipment and right-of-use assets, are as follows:

	As at March 31,	
	2024	2023
Jersey, Channel Islands	\$ —	\$ —
India	122,318	119,534
Philippines	57,815	68,431
South Africa	29,909	23,665
North America	14,345	14,820
UK	1,883	4,274
Rest of the world	11,093	7,187
Total	<u>\$237,363</u>	<u>\$237,911</u>

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

29. Commitment and contingencies

Capital commitments

As at March 31, 2024 and 2023, the Company had committed to spend approximately \$8,022 and \$17,942, respectively, under agreements to purchase property and equipment and software. These amounts are net of capital advances paid in respect of these purchases.

Bank guarantees and others

Certain subsidiaries of the Company hold bank guarantees aggregating \$896 and \$924 as at March 31, 2024 and March 31, 2023, respectively. These guarantees have a remaining expiry term ranging from one to five years.

Restricted time deposits placed with bankers as security for guarantees given by them to regulatory authorities and other third parties aggregating \$463 and \$484 as at March 31, 2024 and March 31, 2023, respectively, are included in other current assets. These deposits represent cash collateral against bank guarantees issued by the banks on behalf of the Company to third parties.

Contingencies

In the ordinary course of business, the Company is involved in lawsuits, claims and administrative proceedings. While uncertainties are inherent in the final outcome of these matters, the Company believes, after consultation with counsel, that the disposition of these proceedings will not have a material adverse effect on the Company's financial position, results of operations or cash flows. Also refer Note 25-Income Taxes for details on tax related contingencies.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

30. Additional capital disclosures

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 focuses on keeping a strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company.

The capital structure as at March 31, 2024 and 2023 was as follows:

	As at March 31,		%
	2024	2023	
Total equity attributable to the equity shareholders of the Company	\$765,728	\$801,136	(4)%
As percentage of total capital	81%	82%	
Short term line of credit	40,000	—	100%
Long-term debt ⁽¹⁾	139,830	174,381	(20)%
Total debt	\$179,830	\$174,381	3%
As percentage of total capital	19%	18%	
Total capital (debt and equity)	<u>\$945,558</u>	<u>\$975,517</u>	(3)%

Note:

(1) Before netting off debt issuance cost of \$626 and \$975 as at March 31, 2024 and March 31, 2023, respectively.

The Company is predominantly equity-financed. This is evident from the fact that debt represents only 19% and 18% of total capital as at March 31, 2024 and 2023, respectively.

**WNS (HOLDINGS) LIMITED
LIST OF SUBSIDIARIES**

<u>S/No.</u>	<u>Name of Subsidiary</u>	<u>Place of Incorporation</u>
1.	WNS Global Services Netherlands B.V.	Netherlands
2.	WNS North America, Inc.	Delaware, USA
3.	WNS Global Services (UK) Limited	United Kingdom
4.	WNS (Mauritius) Limited	Mauritius
5.	WNS Global Services (Romania) S.R.L.	Romania
6.	WNS Global Services Philippines, Inc.	Philippines
7.	WNS Business Consulting Services Private Limited	India
8.	WNS Assistance Limited	United Kingdom
9.	Accidents Happen Assistance Limited	United Kingdom
10.	WNS Global Services LLC ⁽¹⁾	Delaware, USA
11.	Denali Sourcing Services LLC ⁽¹⁾	Delaware, USA
12.	Business Applications Associates Beijing Limited	China
13.	WNS Capital Investment Limited	Mauritius
14.	WNS Global Services (Private) Limited	Sri Lanka
15.	WNS Customer Solutions (Singapore) Private Limited	Singapore
16.	WNS Global Services Private Limited	India
17.	WNS BPO Services Costa Rica, S.R.L.	Costa Rica
18.	WNS Global Services (Australia) Pty Ltd	Australia
19.	WNS Mauritius Limited ME (Branch)	Dubai Airport Free Zone
20.	WNS Cares Foundation	India
21.	WNS Global Services (UK) Limited (Branch) Poland	Poland
22.	WNS Global Services SA (Pty) Limited	South Africa
23.	Business Applications Associates Beijing Limited Guangzhou Branch (Branch)	China
24.	WNS Global Services (Dalian) Co. Ltd.	China
25.	WNS Global Services Private Limited (Singapore Branch)	Singapore
26.	WNS Legal Assistance LLP	United Kingdom
27.	WNS Assistance (Legal) Limited	United Kingdom
28.	WNS Global Services (UK) Limited London (Bucharest Branch)	Romania
29.	WNS Global Services (UK) Limited (France Branch)	France
30.	WNS Global Services Netherlands B.V Merkezi Hollanda Istanbul Merkez Subesi (Turkey Branch)	Turkey
31.	MTS HealthHelp Inc.	Delaware, USA
32.	HealthHelp Holdings LLC	Delaware, USA
33.	HealthHelp LLC	Delaware, USA
34.	Value Edge AG	Switzerland
35.	Value Edge Inc.	Delaware, USA
36.	VE Value Edge GmbH	Germany
37.	WNS Global Services (Dalian) Co. Ltd. Shanghai Branch	China
38.	Ucademy (Pty) Ltd	South Africa
39.	The WNS B-BBEE Staff Share Trust	South Africa
40.	WNS Global Services Netherlands B.V. (Ireland Branch)	Ireland

<u>S/No.</u>	<u>Name of Subsidiary</u>	<u>Place of Incorporation</u>
41.	WNS New Zealand Limited	New Zealand
42.	WNS Global Services (UK) International Limited	United Kingdom
43.	WNS-HealthHelp Philippines Inc.	Philippines
44.	WNS Global Services North Americas Inc.	Delaware, USA
45.	WNS South Africa (Pty) Ltd.	South Africa
46.	WNS Global Services (UK) Limited (SUCURSAL EN ESPANA Branch)	Spain
47.	WNS Business Consulting Netherlands B.V.	Netherlands
48.	WNS Gestion des Processus d’Affaire Inc.	Canada
49.	WNS Global Services (Romania) SRL-Punct De Lucru Sibiu (Branch)	Romania
50.	WNS Global Services AG	Switzerland
51.	WNS Global Services Malaysia Sdn. Bhd	Malaysia
52.	Vuram Technology Solutions Private Limited	India
53.	Vuram Australia Pty Ltd	Australia
54.	Vuram Canada Inc.	Canada
55.	Vuram Technologies B.V.	Netherlands
56.	Vuram, Inc.	USA
57.	Soluciones en Tecnologia Vuram Mexico, S De R.L. de C.V.	Mexico
58.	Vuram UK Private Limited	United Kingdom
59.	The Smart Cube Limited	United Kingdom
60.	The Smart Cube India Private Limited	India
61.	The Smart Cube S.R.L.	Romania
62.	The Smart Cube (Switzerland) GmbH	Switzerland
63.	The Smart Cube Inc.	USA
64.	OptiBuy sp. z o.o.	Poland
65.	Nextbuy sp. z o.o.	Poland
66.	Optibuy GmbH	Germany
67.	WNS BPM Americas Holdings Inc.	Delaware, USA
68.	WNS BPM Americas LLC	Delaware, USA
69.	WNS BPM Americas LLC (Philippines) (Branch) ⁽²⁾	Philippines

Notes:

- (1) Denali Sourcing Services, Inc. and WNS Global Service Inc. i.e. Denali Sourcing Services LLC and WNS Global Service LLC were each converted into a limited liability company with effect from April 1, 2023.
- (2) WNS BPM Americas LLC (Philippines) Branch was incorporated in the Philippines with effect from 12th February 2024.
- (3) WNS GLOBAL SERVICES LISBON, UNIPessoal LDA was dissolved on November 29, 2023 and deregistered from the Company registry on December 12, 2023.
- (4) With effect from April 7, 2024, Smart Cube Consulting Service (Dalian) Co., Ltd ceased to exist upon cancellation of its business license.

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Keshav R. Murugesh, certify that:

1. I have reviewed this annual report on Form 20-F of WNS (Holdings) Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the company and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the Audit Committee of the company's Board of Directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: May 10, 2024

By: /s/ Keshav R. Murugesh

Name: Keshav R. Murugesh

Title: Group Chief Executive Officer

**Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Sanjay Puria, certify that:

1. I have reviewed this annual report on Form 20-F of WNS (Holdings) Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the company and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the Audit Committee of the company's Board of Directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: May 10, 2024

By: /s/ Sanjay Puria
Name: Sanjay Puria
Title: Group Chief Financial Officer

**Certification of Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of WNS (Holdings) Limited (the "Company") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying annual report on Form 20-F of the Company for the year ended March 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2024

By: /s/ Keshav R. Murugesh
Name: Keshav R. Murugesh
Title: Group Chief Executive Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Section 1350, and is not being "filed" either as part of the Report or as a separate disclosure statement, and is not to be incorporated by reference into the Report or any other filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The foregoing certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18 or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Certification of Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of WNS (Holdings) Limited (the "Company") hereby certifies, to such officer's knowledge, that:

- (i) the accompanying annual report on Form 20-F of the Company for the year ended March 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2024

By: /s/ Sanjay Puria
Name: Sanjay Puria
Title: Group Chief Financial Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Section 1350, and is not being "filed" either as part of the Report or as a separate disclosure statement, and is not to be incorporated by reference into the Report or any other filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The foregoing certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18 or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated May 10, 2024 with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of WNS (Holdings) Limited on Form 20-F for the year ended March 31, 2024.

We hereby consent to the incorporation by reference of said reports in the Registration Statements of WNS (Holdings) Limited on Form S-8 (File No. 333-136168, File No. 333-157356, File No. 333-176849, File No. 333-191416, File No. 333-214042, File No. 333-228070 and File No. 333-249577).

/s/ GRANT THORNTON BHARAT LLP

Gurugram, India
May 10, 2024



WNS (HOLDINGS) LIMITED

INSIDER TRADING POLICY

AS OF JANUARY 15, 2015

AS OF APRIL 25, 2018

Statement by the Chief Executive Officer (CEO) of WNS (Holdings) Limited on Insider Trading Compliance Policy

As an essential part of our work many of us have access to material, non-public information regarding WNS (Holdings) Limited (the “Company”). The attached statement sets forth the Company’s policy that neither it, nor any of its Directors, Officers, Key Employees or Employees (as defined in the Addendum to the attached policy), may trade in any securities of the Company or any other company when in possession of material, non-public information regarding the Company or such other company. Any other Company for this purpose includes the Company’s current or prospective vendor or customer or supplier and material non-public information about such other Company includes information about such other Company obtained in the course of employment or any other association with the Company.

Additionally, except for the exercise of options that does not involve the sale of Company securities (e.g., the cashless exercise of a Company stock option does involve the sale of Company securities and therefore would not qualify under this exception), **neither the Company nor any of its Directors, Officers or Key Employees may trade in any securities of the Company during the period beginning two weeks before the end of any fiscal quarter of the Company and ending two full business days after the public release of earnings data for such quarter** whether or not the Company or any of its Directors, Officers or Key Employees is in possession of material, inside information. Furthermore, confidential information cannot be disclosed to anyone outside of the Company, (except in accordance with the Company’s policies regarding the protection or authorized external disclosure of Company information), and should only be distributed within the Company to those having a need to know such information. **All transactions in Company securities (including without limitation, acquisitions and dispositions of Company shares, the exercise of stock options or restricted share units and the sale of Company shares issued upon such exercise) by Directors, Officers and Key Employees must be pre-cleared by the General Counsel.** Unless the context otherwise requires, references to the “Company” in this letter and the attached policy statement refer to the Company and its subsidiaries.

For purposes of the foregoing and the attached guidelines, you should assume that information is “material” if a reasonable investor would consider the information to be important in deciding whether to buy, sell, or hold securities of the relevant company or if disclosure of such information would be likely to result in a change in the price of the traded securities. Examples of matters which may be material include, but are not limited to: corporate earnings, earnings forecasts, possible acquisitions or significant financing developments, dividend actions, important business developments, major litigation developments, and any information about cybersecurity risks and incidents.

Any lapse in our adherence to these principles would create the possibility of substantial criminal and civil sanctions under applicable law, both for the individual violating the policy and the Company, and could also form the basis for disciplinary action by the Company, including dismissal for cause.

If there is any material in the attached statement which you do not understand, or if you are faced with a situation where you believe you need advice as to the applicability or effect of the attached policy, please contact the General Counsel at +91 22 6826 2633.

Sincerely,

Chief Executive Officer

WNS (HOLDINGS) LIMITED

STATEMENT OF POLICIES AND PROCEDURES GOVERNING MATERIAL, NON-PUBLIC INFORMATION AND THE PREVENTION OF INSIDER TRADING

This Statement consists of six sections:

- Section I provides an overview;
- Section II sets forth WNS (Holdings) Limited's policies prohibiting insider trading;
- Section III explains insider trading; and
- Section IV consists of various procedures which have been put in place by WNS (Holdings) Limited to prevent insider trading.
- Section V sets forth prohibitions against certain types of transactions that the Company has determined have a heightened legal risk and/or the appearance of improper or inappropriate conduct if persons subject to this Policy engage in them; and
- Section VI consists a discussion of Rule 10b5-1 trading plans and Rule 144 resales.

I. SUMMARY

Preventing insider trading is necessary to comply with securities law and to preserve the reputation and integrity of WNS (Holdings) Limited (the "Company") and all persons affiliated with it. "Insider trading" occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, "inside information" is information which is considered to be both "material" and "non-public." Insider trading is a crime and the penalties for violating the law include imprisonment, disgorgement of profits, civil fines of up to three times the profit gained or loss avoided, and criminal fines of up to \$5 million for individuals and \$25 million for entities. Insider trading is also prohibited by this policy and violation of this policy may result in serious Company imposed sanctions, including dismissal for cause.

This Policy applies to all Directors, Officers, Key Employees and Employees (as defined in the Addendum to the attached policy) of the Company. Individuals subject to this Policy are responsible for ensuring that their family members comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual's own account. This Policy extends to all activities within and outside an individual's duties at the Company. Unless the context otherwise requires, references to the "Company" in this Statement refer to the Company and its subsidiaries. Every Director, Officer, Key Employee and Employee must review this Policy. Questions regarding this Statement should be directed to the General Counsel at +91 22 6826 2633.

II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING

No Director, Officer, Key Employee or Employee shall purchase or sell any type of security while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company or any other company. Additionally, **no Director, Officer or Key Employee shall purchase or sell any security of the Company during the period beginning two weeks before the end of any fiscal quarter of the Company and ending two full business days after the public release of earnings data for such quarter or during any other trading suspension period declared by the Company.**

These prohibitions do not apply to:

- purchases of the Company's securities from the Company or sales of the Company's securities to the Company;
- exercises of stock options or other equity awards or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards, that in each case do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);
- bona fide gifts of the Company's securities; or
- purchases or sales of the Company's securities made pursuant to any binding contract, specific instruction or written plan entered into while the purchaser or seller, as applicable, was unaware of any material, non-public information and which contract, instruction or plan (i) meets all requirements of the affirmative defense provided by Rule 10b5-1 ("Rule 10b5-1") promulgated under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) was pre-cleared in advance pursuant to this Policy and (iii) has not been amended or modified in any respect after such initial pre-clearance without such amendment or modification being pre-cleared in advance pursuant to this Policy. For more information about Rule 10b5-1 trading plans, see Section VI below.

No Director, Officer, Key Employee or Employee shall directly or indirectly communicate (or tip) material, non-public information to anyone outside the Company under any circumstances (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information), or to anyone within the Company other than on a need-to-know basis.

III. EXPLANATION OF INSIDER TRADING

"Insider trading" refers to the purchase or sale of a security while in possession of "material", "non-public" information relating to the security.

"Securities" include not only shares, bonds, notes and debentures, but also options, warrants and similar instruments.

"Purchase" and "sale" are defined broadly under U.S. federal securities law. *"Purchase"* includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. *"Sale"* includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions including conventional cash-for-stock transactions, conversions, the grant and exercise of stock options and acquisitions and exercises of warrants or puts, calls or other derivative security.

It is generally understood that insider trading includes the following:

- Trading by insiders while in possession of material, non-public information;
- Trading by persons other than insiders while in possession of material, non-public information where the information either was given in breach of an insider's fiduciary duty to keep it confidential or was misappropriated; or
- Communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.

A. *What Facts are Material?*

The materiality of a fact depends upon the circumstances. A fact is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company’s business or to any type of security, debt or equity.

Examples of material information include (but are not limited to) information concerning: dividends; corporate earnings or earnings forecasts; possible mergers or acquisitions; tender offers or dispositions; major new products or product developments; important business developments such as major contract awards or cancellations, developments regarding strategic collaborators or the status of regulatory submissions; management or control changes; significant litigation or regulatory actions; significant borrowing or financing developments including pending public sales or offerings of debt or equity securities; defaults on borrowings; bankruptcies; and any knowledge regarding a significant cybersecurity incident experienced by the Company. Moreover, material information does not have to be related to a company’s business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: **when in doubt, do not trade.**

B. *What is Non-public?*

Information is “non-public” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as *Dow Jones*, *Reuters*, *The Wall Street Journal*, *Associated Press*, or *United Press International*, a broadcast on widely available radio or television programs, publication in a widely available newspaper, magazine or news website, a Regulation FD-compliant conference call, or public disclosure documents filed with the U.S. Securities and Exchange Commission (“SEC”) that are available on the SEC’s website.

The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. **Generally, one should allow a period of two full business days following publication before such information is deemed to be public.**

C. *Who is an Insider?*

“Insiders” include Directors, Officers, Key Employees and Employees of a company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its shareholders not to trade on material, non-public information relating to the company’s securities. All Directors, Officers, Key Employees and Employees of the Company should consider themselves insiders with respect to material, non-public information about Company’s business, activities and securities. Directors, Officers, Key Employees and Employees may not trade the Company’s securities while in possession of material, non-public information relating to the Company nor tip (or communicate) such information to anyone outside the Company (except in accordance with the Company’s policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

Individuals subject to this Policy are responsible for ensuring that their family members also comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual’s own account.

D. Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party (“tippee”), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non- public information tipped to them or individuals who trade on material, non-public information which has been misappropriated.

Tippees inherit an insider’s duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee’s liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

E. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The U.S. Securities and Exchange Commission (“SEC”) and U.S. Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the U.S. federal securities laws include:

- SEC administrative sanctions;
- Securities industry self-regulatory organization sanctions;
- Civil injunctions;
- Damage awards to private plaintiffs;
- Disgorgement of all profits;
- Civil fines for the violator of up to three times the amount of profit gained or loss avoided;
- Civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of \$1,425,000 or three times the amount of profit gained or loss avoided by the violator;
- Criminal fines for individual violators of up to \$5,000,000 (\$25,000,000 for an entity); and
- Jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including dismissal. Insider trading violations are not limited to violations of U.S. federal securities laws: other U.S. federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the U.S. Racketeer Influenced and Corrupt Organizations Act (“RICO”), also may be violated upon the occurrence of insider trading.

F. Size of Transaction and Reason for Transaction Do Not Matter

The size of the transaction or the amount of profit received does not have to be significant to result in prosecution. The SEC has the ability to monitor even the smallest trades, and the SEC performs routine market surveillance. Brokers or dealers are required by law to inform the SEC of any possible violations by people who may have material, non-public information. The SEC aggressively investigates even small insider trading violations.

G. Examples of Insider Trading

Examples of insider trading cases include actions brought against: corporate officers, directors, and employees who traded a company's securities after learning of significant confidential corporate developments; friends, business associates, family members, and other tippees of such officers, directors, and employees who traded the securities after receiving such information; government employees who learned of such information in the course of their employment; and other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypothetical and consequently not intended to reflect on the actual activities or business of the Company or any other entity.

Trading by Insider

An officer of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the officer purchases X Corporation's shares. The officer, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. The officer also is subject to, among other things, criminal prosecution, including up to \$5,000,000 in additional fines and 20 years in jail. Depending upon the circumstances, X Corporation and the individual to whom the officer reports also could be liable as controlling persons.

Trading by Tippee

An officer of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation's shares in advance of the announcement. The officer is jointly liable with his friend for all of the friend's profits and each is liable for all penalties of up to three times the amount of the friend's profits. In addition, the officer and his friend are subject to, among other things, criminal prosecution, as described above.

H. Prohibition of Records Falsifications and False Statements

Section 13(b)(2) of the Securities Exchange Act of 1934, as amended, requires companies subject to the Act to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) directors or officers from making any materially false, misleading, or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

IV. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every officer, director and employee is required to follow these procedures.

A. Pre-Clearance of All Trades by All Directors, Officers and Key Employees

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company's securities, all transactions in the Company's securities (including without limitation, acquisitions and dispositions of Company shares, the exercise of stock options and restricted share units and the sale of Company shares issued upon exercise of stock options or restricted share units) by Directors, Officers and Key Employees (each, a "Pre-Clearance Person") must be pre-cleared by the Company's General Counsel. In absence of Company's General Counsel, pre-clearance must be done by the Group CEO. Pre-clearance does not relieve anyone of his or her responsibility under SEC rules.

A request for pre-clearance may be oral or in writing (including by e-mail) and should include the identity of the Pre-Clearance Person, the type of proposed transaction (for example, an open market purchase, a privately negotiated sale, an option exercise, etc.), the proposed date of the transaction and the number of shares or other securities to be involved. In addition, the Pre-Clearance Person must execute a certification (in the form approved by the General Counsel) that he or she is not aware of material non-public information about the Company. The General Counsel shall have sole discretion to decide whether to clear any contemplated transaction. The General Counsel shall intimate the Board of Directors of any proposed transaction by the Director(s) and shall intimate the supervisor or manager of such Officer or Key Employee. The General Counsel shall intimate the Chairman of the Board of any proposed transaction by the Group CEO. (The Group CEO shall have sole discretion to decide whether to clear transactions by the General Counsel or persons or entities subject to this Policy as a result of their relationship with the General Counsel.) All trades that are pre-cleared must be effective within five business days of receipt of the pre-clearance unless a specific exception has been granted by the General Counsel. A pre-cleared trade (or any portion of a pre-cleared trade) that has not been effected during the five business day period must be pre-cleared again prior to execution. Notwithstanding receipt of pre-clearance, if the Pre-Clearance Person becomes aware of material non-public information or becomes subject to a black-out period before the transaction is effected, the transaction may not be completed.

The Company, the General Counsel or the Company's other employees shall have no liability for any delay in reviewing, or refusal of, a request for pre-clearance submitted pursuant to this Section IV.A. Notwithstanding any pre-clearance of a transaction pursuant to this Section IV.A, none of the Company, the General Counsel or the Company's other employees assumes any liability for the legality or consequences of such transaction to the person engaging in such transaction.

B. Black-Out Periods

Additionally, no Director, Officer or Key Employee shall purchase or sell any security of the Company during the period beginning two weeks before the end of any fiscal quarter of the Company and ending two full business days after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company, except for:

- purchases of the Company's securities from the Company or sales of the Company's securities to the Company;
- exercises of stock options or other equity awards the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards that do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);
- bona fide gifts of the Company's securities; and

- purchases or sales of the Company's securities made pursuant to any binding contract, specific instruction or written plan entered into while the purchaser or seller, as applicable, was unaware of any material, non-public information and which contract, instruction or plan (i) meets all requirements of the affirmative defense provided by Rule 10b5-1, (ii) was pre-cleared in advance pursuant to this Policy and (iii) has not been amended or modified in any respect after such initial pre-clearance without such amendment or modification being pre-cleared in advance pursuant to this Policy.

Exceptions to the black-out period may be approved only by the Company's General Counsel or, in the case of exceptions for directors, the Board of Directors.

From time to time, the Company, through the Board of Directors, or the General Counsel, may recommend that Directors, Officers, Key Employees, Employees or others suspend trading in the Company's securities because of developments that have not yet been disclosed to the public. Subject to the exceptions noted above, all those affected should not trade in our securities while the suspension is in effect, and should not disclose to others that we have suspended trading.

C. Post-Termination Transactions

With the exception of the pre-clearance requirement, this Policy continues to apply to transactions in the Company's securities even after termination of service with the Company. If an individual is in possession of material, non-public information when his or her service terminates, that individual may not trade in the Company's securities until that information has become public or is no longer material.

D. Information Relating to the Company

1. Access to Information

Access to material, non-public information about the Company, including the Company's business, earnings or prospects, should be limited to Directors, Officers, Key Employees and Employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company on an other than need to know basis.

While communicating material, non-public information to employees of the Company, all Directors, Officers, Key Employees and Employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

2. Inquiries From Third Parties

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Executive Officer or Chief Financial Officer or another appropriate person designated by them.

E. Limitations on Access to the Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

1. All Directors, Officers, Key Employees and Employees should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:
 - Maintaining the confidentiality of Company related transactions;
 - Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted so as to prevent access by unauthorized persons;
 - Restricting access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
 - Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
 - Disposing of all confidential documents and other papers, after there is no longer any business or other legally required need, through shredders when appropriate;
 - Restricting access to areas likely to contain confidential documents or material, non-public information; and
 - Avoiding the discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.
 - Safeguarding laptop computers, tablets, memory sticks, CDs and other items that contain confidential information; and
2. Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

V. **ADDITIONAL PROHIBITED TRANSACTIONS**

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. Therefore, Directors, Officers, Key Employees and Employees shall comply with the following policies with respect to certain transactions in the Company securities:

A. Short Sales

Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy.

B. Publicly Traded Options

A transaction in options is, in effect, a bet on the short-term movement of the Company's shares and therefore creates the appearance that a Director, Officer, Key Employee or Employee is trading based on inside information. Transactions in options also may focus a Director's, Officer's, Key Employee's or Employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities involving the Company's equity securities, on an exchange or in any other organized market, are prohibited by this Policy.

C. Hedging Transactions

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow a Director, Officer, Key Employee or Employee to lock-in much of the value of his or her shareholdings, often in exchange for all or part of the potential for upside appreciation in the shares. These transactions allow the Director, Officer, Key Employee or Employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the Director, Officer, Key Employee or Employee may no longer have the same objectives as the Company's other shareholders. Therefore, such transactions involving the Company's equity securities are prohibited by this Policy.

D. Purchases of the Company's Securities on Margin; Pledging the Company's Securities to Secure Margin or Other Loans

Purchasing on margin means borrowing from a brokerage firm, bank or other entity in order to purchase the Company's securities (other than in connection with a cashless exercise of stock options under the Company's equity plans). Margin purchases of the Company's securities are prohibited by this Policy. Pledging the Company's securities as collateral to secure loans is also prohibited. This prohibition means, among other things, that you cannot hold the Company's securities in a "margin account" (which would allow you to borrow against your holdings to buy securities).

E. Cashless Exercise by the Directors and Officers

While the Company may arrange with brokers to administer cashless exercises on participants of its equity plans to facilitate the process, participants are not required to use any such brokers and are entitled (and are in fact encouraged) to retain a broker independent of the Company. Directors and Officers of the Company may use the cashless exercise feature of their equity awards only if the Director or Officer uses a cashless exercise arrangement in which the Company only delivers shares after receipt of the payment of the purchase price. This approach is to avoid any inference that the Company has "extended credit" in the form of a personal loan to the Director or Officer. Questions about cashless exercises should be directed to the General Counsel.

VI. RULE 10B5-1 TRADING PLANS AND RULE 144

A. Rule 10b5-1 Trading Plans

1. Overview

Rule 10b5-1 will protect Directors, Officers, Key Employees and Employees from insider trading liability under Rule 10b5-1 for transactions under a previously established contract, plan or instruction to trade in the Company's shares (a "Trading Plan") entered into in good faith and in accordance with the terms of Rule 10b5-1 and all applicable state laws and will be exempt from the trading restrictions set forth in this Policy. The initiation of, and any modification to, any such Trading Plan will be deemed to be a transaction in the Company's securities, and such initiation or modification is subject to all limitations and prohibitions relating to transactions in the Company's securities. Each such Trading Plan, and any modification thereof, must be submitted to and pre-approved by the Company's General Counsel, or such other person as the Board of Directors may designate from time to time (the "Authorizing Officer"), who may impose such conditions on the implementation and operation of the Trading Plan as the Authorizing Officer deems necessary or advisable. However, compliance of the Trading Plan to the terms of Rule 10b5-1 and the execution of transactions pursuant to the Trading Plan are the sole responsibility of the person initiating the Trading Plan, not the Company or the Authorizing Officer.

Rule 10b5-1 presents an opportunity for insiders to establish arrangements to sell (or purchase) Company securities without the restrictions of trading windows and black-out periods, even when there is undisclosed material information. A Trading Plan may also help reduce negative publicity that may result when key executives sell the Company's securities. Rule 10b5-1 only provides an "affirmative defense" in the event there is an insider trading lawsuit. It does not prevent someone from bringing a lawsuit.

A Director, Officer, Key Employee or Employee may enter into a Trading Plan only when he or she is not in possession of material, non-public information, and only during a trading window period outside of the trading black-out period.

The Company reserves the right from time to time to suspend, discontinue or otherwise prohibit any transaction in the Company's securities; even pursuant to a previously approved Trading Plan, if the Authorizing Officer or the Board of Directors, in its discretion, determines that such suspension, discontinuation or other prohibition is in the best interests of the Company. Any Trading Plan submitted for approval hereunder should explicitly acknowledge the Company's right to prohibit transactions in the Company's securities. Failure to discontinue purchases and sales as directed shall constitute a violation of the terms of this Section VI and result in a loss of the exemption set forth herein.

Directors, Officers, Key Employees and Employees may adopt Trading Plans with brokers that outline a pre-set plan for trading of the Company's shares, including the exercise of options. Trades pursuant to a Trading Plan generally may occur at any time. However, the Company requires a cooling-off period of 30 days between the establishment of a Trading Plan and commencement of any transactions under such plan. An individual may adopt more than one Trading Plan. Please review the following description of how a Trading Plan works.

Pursuant to Rule 10b5-1, an individual's purchase or sale of securities will not be "on the basis of" material, non-public information if:

- First, before becoming aware of the information, the individual enters into a binding contract to purchase or sell the securities, provides instructions to another person to sell the securities or adopts a written plan for trading the securities (i.e., the Trading Plan).
- Second, the Trading Plan must either:
 - specify the amount of securities to be purchased or sold, the price at which the securities are to be purchased or sold and the date on which the securities are to be purchased or sold;
 - include a written formula or computer program for determining the amount, price and date of the transactions; or
 - prohibit the individual from exercising any subsequent influence over the purchase or sale of the Company's shares under the Trading Plan in question.
- Third, the purchase or sale must occur pursuant to the Trading Plan and the individual must not enter into a corresponding hedging transaction or alter or deviate from the Trading Plan.

2. Revocation of and Amendments to Trading Plans

Revocation of Trading Plans should occur only in unusual circumstances. Effectiveness of any revocation or amendment of a Trading Plan will be subject to the prior review and approval of the Authorizing Officer. Once a Trading Plan has been revoked, the participant should wait at least 30 days before trading outside of a Trading Plan and 180 days before establishing a new Trading Plan. You should note that revocation of a Trading Plan can result in the loss of an affirmative defense for past or future transactions under a Trading Plan. You should consult with your own General Counsel before deciding to revoke a Trading Plan. In any event, you should not assume that compliance with the 180 day bar will protect you from possible adverse legal consequences of a Trading Plan revocation.

A person acting in good faith may amend a prior Trading Plan so long as such amendments are made outside of a quarterly trading black-out period and at a time when the Trading Plan participant does not possess material, non-public information. Plan amendments must not take effect for at least 30 days after the plan amendments are made.

Under certain circumstances, a Trading Plan must be revoked. This may include circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The Authorizing Officer or administrator of the Company's share plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of revocation.

3. Discretionary Plans

Although non-discretionary Trading Plans are preferred, discretionary Trading Plans, where the discretion or control over trading is transferred to a broker, are permitted if pre-approved by the Authorizing Officer.

The Authorizing Officer must pre-approve any Trading Plan, arrangement or trading instructions, etc., involving potential sales or purchases of the Company's shares or option exercises, including but not limited to, blind trusts, discretionary accounts with banks or brokers, or limit orders. The actual transactions effected pursuant to a pre-approved Trading Plan will not be subject to further pre-clearance for transactions in the Company's shares once the Trading Plan or other arrangement has been pre-approved.

4. Reporting (if Required)

If required, an SEC Form 144 will be filled out and filed by the individual/brokerage firm in accordance with the existing rules regarding Form 144 filings. A footnote at the bottom of the Form 144 should indicate that the trades "are in accordance with a Trading Plan that complies with Rule 10b5-1 and expires on ___."

5. Options

Exercises of options for cash may be executed at any time. "Cashless exercise" option is subject to trading windows. However, the Company will permit same day sales under Trading Plans. If a broker is required to execute a cashless exercise in accordance with a Trading Plan, then the Company must have exercise forms attached to the Trading Plan that are signed, undated and with the number of shares to be exercised left blank. Once a broker determines that the time is right to exercise the option and dispose of the shares in accordance with the Trading Plan, the broker will notify the Company in writing and the administrator of the Company's share plans will fill in the number of shares and the date of exercise on the previously signed exercise form. The insider should not be involved with this part of the exercise.

6. Trades Outside of a Trading Plan

During an open trading window, trades differing from Trading Plan instructions that are already in place are allowed as long as the Trading Plan continues to be followed.

7. Public Announcements

The Company may make a public announcement that Trading Plans are being implemented in accordance with Rule 10b5-1. It will consider in each case whether a public announcement of a particular Trading Plan should be made. It may also make public announcements or respond to inquiries from the media as transactions are made under a Trading Plan.

8. Prohibited Transactions

The transactions prohibited under Section V of this Policy, including among others short sales and hedging transactions, may not be carried out through a Trading Plan or other arrangement or trading instruction involving potential sales or purchases of the Company's securities.

9. Limitation on Liability

None of the Company, the Authorizing Officer or the Company's employees will have any liability for any delay in reviewing, or refusal of, a Trading Plan submitted pursuant to this Section VI.A. Notwithstanding any review of a Trading Plan pursuant to this Section VI.A, none of the Company, the Authorizing Officer or the Company's employees assumes any liability for the legality or consequences relating to such Trading Plan to the person adopting such Trading Plan.

B. Rule 144 (Applicable to Directors, Officers and 10% Shareholders)

Rule 144 provides a safe harbor exemption to the registration requirements of the Securities Act of 1933, as amended, for certain resales of "restricted securities" and "control securities." "Restricted securities" are securities acquired from an issuer, or an affiliate of an issuer, in a transaction or chain of transactions not involving a public offering. "Control securities" are any securities owned by directors, executive officers or other "affiliates" of the issuer, including shares purchased in the open market and shares received upon exercise of stock options. Sales of Company securities by affiliates (generally, directors, officers and 10% shareholders of the Company) must comply with the requirements of Rule 144, which are summarized below:

- **Current Public Information.** The Company must have filed all SEC-required reports during the last 12 months.
- **Volume Limitations.** Total sales of Company ordinary shares/American Depositary Shares by a covered individual for any three-month period may not exceed the greater of: (i) 1% of the total number of outstanding shares of Company ordinary shares/American Depositary Shares, as reflected in the most recent report or statement published by the Company, or (ii) the average weekly reported volume of such shares traded during the four calendar weeks preceding the filing of the requisite Form 144.
- **Method of Sale.** The shares must be sold either in a "broker's transaction" or in a transaction directly with a "market maker." A "broker's transaction" is one in which the broker does no more than execute the sale order and receive the usual and customary commission. Neither the broker nor the selling person can solicit or arrange for the sale order. In addition, the selling person or Board member must not pay any fee or commission other than to the broker. A "market maker" includes a specialist permitted to act as a dealer, a dealer acting in the position of a block positioner, and a dealer who holds himself out as being willing to buy and sell Company ordinary shares or American Depositary Shares for his own account on a regular and continuous basis.
- **Notice of Proposed Sale.** A notice of the sale (a Form 144) must be filed with the SEC at the time of the sale. Brokers generally have internal procedures for executing sales under Rule 144 and will assist you in completing the Form 144 and in complying with the other requirements of Rule 144.

If you are subject to Rule 144, you must instruct your broker who handles trades in Company securities to follow the brokerage firm's Rule 144 compliance procedures in connection with all trades.

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Execution and Return of Certification of Compliance

After reading this Policy, all Directors and Officers should execute and return to the Company's General Counsel the Certification of Compliance form attached hereunder as "Attachment A."

ATTACHMENT A

CERTIFICATION OF COMPLIANCE

RETURN BY [_____] [insert return deadline]

TO: _____, General Counsel

FROM: _____

RE: INSIDER TRADING COMPLIANCE POLICY OF [NAME OF COMPANY]

I have received, reviewed and understood the above-referenced Insider Trading Compliance Policy and hereby undertake, as a condition to my present and continued employment (or, if I am not an employee, affiliation with) WNS (Holdings) Limited, to comply fully with the policies and procedures contained therein.

I hereby certify, to the best of my knowledge, that during the calendar year ending December 31, 20[], I have complied fully with all policies and procedures set forth in the above- referenced Insider Trading Compliance Policy.

Signature

Date

Title

ADDENDUM

DEFINITIONS

The term “Director” means a person who is a director of WNS (Holdings) Limited.

The term “Officer” means a person who is named as an executive officer of WNS (Holdings) Limited in its annual report on Form 20-F filed with the U.S. Securities and Exchange Commission.

The term “Key Employee” means an employee named in a list of employees identified to be key employees for the purposes of this insider trading policy and procedures by the Group CEO of WNS (Holdings) Limited, as amended from time to time.

The term “Employee” means an employee, temporary workers and consultants of WNS (Holdings) Limited and any of its subsidiaries.

POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

WNS (Holdings) Limited (the “*Company*”) has adopted this Policy for Recovery of Erroneously Awarded Compensation (the “*Policy*”), effective as of October 2, 2023 (the “*Effective Date*”). Capitalized terms used in this Policy but not otherwise defined herein are defined in Section 10.

1. Persons Subject to Policy

This Policy shall apply to current and former Officers of the Company.

2. Compensation Subject to Policy

This Policy shall apply to Incentive-Based Compensation received on or after the Effective Date. For purposes of this Policy, the date on which Incentive-Based Compensation is “received” shall be determined under the Applicable Rules, which generally provide that Incentive-Based Compensation is “received” in the Company’s fiscal period during which the relevant Financial Reporting Measure is attained or satisfied, without regard to whether the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.

In addition, this Policy shall apply to compensation earned based on performance goals that do not relate to a Financial Reporting Measure and/or to awards that vest based solely by reference to continued employment or service, and in each case, such application shall apply in the manner determined by the Compensation Committee.

3. Recovery of Compensation

In the event that the Company is required to prepare a Restatement, the Company shall recover, reasonably promptly, the portion of any Incentive-Based Compensation that is Erroneously Awarded Compensation, unless the Compensation Committee has determined that recovery would be Impracticable. Recovery shall be required in accordance with the preceding sentence regardless of whether the applicable Officer engaged in misconduct or otherwise caused or contributed to the requirement for the Restatement and regardless of whether or when restated financial statements are filed by the Company. For clarity, the recovery of Erroneously Awarded Compensation under this Policy will not give rise to any person’s right to voluntarily terminate employment for “good reason,” or due to a “constructive termination” (or any similar term of like effect) under any plan, program or policy of or agreement with the Company or any of its affiliates.

4. Manner of Recovery: Limitation on Duplicative Recovery

The Compensation Committee shall, in its sole discretion, determine the manner of recovery of any Erroneously Awarded Compensation, which may include, without limitation, reduction or cancellation by the Company or an affiliate of the Company of Incentive-Based Compensation, Erroneously Awarded Compensation or solely time-vesting equity awards, reimbursement or repayment by any person subject to this Policy of the Erroneously Awarded Compensation, and, to the extent permitted by law, an offset of the Erroneously Awarded Compensation against other compensation payable by the Company or an affiliate of the Company to such person. Notwithstanding the foregoing, unless otherwise prohibited by the Applicable Rules, to the extent this Policy provides for recovery of Erroneously Awarded Compensation already recovered by the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or Other Recovery Arrangements, the amount of Erroneously Awarded Compensation already recovered by the Company from the recipient of such Erroneously Awarded Compensation may be credited to the amount of Erroneously Awarded Compensation required to be recovered pursuant to this Policy from such person.

5. Administration

This Policy shall be administered, interpreted and construed by the Compensation Committee, which is authorized to make all determinations necessary, appropriate or advisable for such purpose. The Board of Directors of the Company (“the Board”) may re-vest in itself the authority to administer, interpret and construe this Policy in accordance with applicable law, and in such event references herein to the “Committee” shall be deemed to be references to the Board. Subject to any permitted review by the applicable national securities exchange or association pursuant to the Applicable Rules, all determinations and decisions made by the Compensation Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company and its affiliates, equityholders and employees. The Compensation Committee may delegate administrative duties with respect to this Policy to one or more directors or employees of the Company, as permitted under applicable law, including any Applicable Rules.

6. Interpretation

This Policy shall be interpreted and applied in a manner that is consistent with the requirements of the Applicable Rules, and to the extent this Policy is inconsistent with such Applicable Rules, it shall be deemed amended to the minimum extent necessary to ensure compliance therewith.

7. No Indemnification; No Liability

The Company shall not indemnify or insure any person against the loss of any Erroneously Awarded Compensation pursuant to this Policy, nor shall the Company directly or indirectly pay or reimburse any person for any premiums for third-party insurance policies that such person may elect to purchase to fund such person’s potential obligations under this Policy. None of the Company, an affiliate of the Company or any member of the Compensation Committee or the Board shall have any liability to any person as a result of actions taken under this Policy.

8. Application; Enforceability

Except as otherwise determined by the Compensation Committee or the Board, the adoption of this Policy does not limit, and is intended to apply in addition to, any other clawback, recoupment, forfeiture or similar policies or provisions of the Company or its affiliates, including any such policies or provisions of such effect contained in any employment agreement, bonus plan, incentive plan, equity-based plan or award agreement thereunder or similar plan, program or agreement of the Company or an affiliate or required under applicable law (the “*Other Recovery Arrangements*”). The remedy specified in this Policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company or an affiliate of the Company.

9. Severability

The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

10. Amendment and Termination

The Board or the Compensation Committee may amend, modify or terminate this Policy in whole or in part at any time and from time to time in its sole discretion. This Policy will terminate automatically when the Company does not have a class of securities listed on a national securities exchange or association.

11. Definitions

“Applicable Rules” means Section 10D of the Exchange Act, Rule 10D-1 promulgated thereunder, the listing rules of the national securities exchange or association on which the Company’s securities are listed, and any applicable rules, standards or other guidance adopted by the Securities and Exchange Commission or any national securities exchange or association on which the Company’s securities are listed.

“Compensation Committee” means the committee of the Board responsible for executive compensation decisions comprised solely of independent directors (as determined under the Applicable Rules), or in the absence of such a committee, a majority of the independent directors serving on the Board

“Erroneously Awarded Compensation” means the amount of Incentive-Based Compensation received by a current or former Officer that exceeds the amount of Incentive-Based Compensation that would have been received by such current or former Officer based on a restated Financial Reporting Measure, as determined on a pre-tax basis in accordance with the Applicable Rules.

“Exchange Act” means the Securities Exchange Act of 1934, as amended.

“Financial Reporting Measure” means any measure determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures derived wholly or in part from such measures, including GAAP, IFRS and non- GAAP/IFRS financial measures, as well as stock or share price and total equity holder return.

“**GAAP**” means United States generally accepted accounting principles.

“**IFRS**” means international financial reporting standards as adopted by the International Accounting Standards Board.

“**Impracticable**” means (a) the direct costs paid to third parties to assist in enforcing recovery would exceed the Erroneously Awarded Compensation; provided that the Company has (i) made reasonable attempts to recover the Erroneously Awarded Compensation, (ii) documented such attempt(s), and (iii) provided such documentation to the relevant listing exchange or association, (b) to the extent permitted by the Applicable Rules, the recovery would violate the Company’s home country laws pursuant to an opinion of home country counsel; provided that the Company has (i) obtained an opinion of home country counsel, acceptable to the relevant listing exchange or association, that recovery would result in such violation, and (ii) provided such opinion to the relevant listing exchange or association, or (c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

“**Incentive-Based Compensation**” means, with respect to a Restatement, any compensation that is granted, earned, or vested based wholly or in part upon the attainment of one or more Financial Reporting Measures and received by a person: (a) after such person began service as an Officer; (b) who served as an Officer at any time during the performance period for that compensation; (c) while the Company has a class of its securities listed on a national securities exchange or association; and (d) during the applicable Three-Year Period.

“**Officer**” means each person who serves as an executive officer of the Company, as defined in Rule 10D-1(d) under the Exchange Act.

“**Restatement**” means an accounting restatement to correct the Company’s material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

“**Three-Year Period**” means, with respect to a Restatement, the three completed fiscal years immediately preceding the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such Restatement, or, if earlier, the date on which a court, regulator or other legally authorized body directs the Company to prepare such Restatement. The “Three-Year Period” also includes any transition period (that results from a change in the Company’s fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence. However, a transition period between the last day of the Company’s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months shall be deemed a completed fiscal year.