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, 2020

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
(Address of principal executive offices)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each represented by one Ordinary Share, par value 10 pence per share	WNS	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, 2020, 49,733,640 ordinary shares, par value 10 pence per share, were issued and outstanding, of which 49,467,872 ordinary shares were held in the form of American Depositary Shares ("ADSs"). Each ADS represents one ordinary share.

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. ☒

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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Ex-2.3 Description of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended

Ex-8.1 List of subsidiaries of WNS (Holdings) Limited

Ex-12.1 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

Ex-12.2 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

Ex-13.1 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

Ex-13.2 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

Ex-15.1 Consent of Grant Thornton India LLP, independent registered public accounting firm

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 financial statements are presented in US dollars. Our 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;
- the impact of the ongoing COVID-19 pandemic on our and our clients’ business, financial condition, results of operations 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;
- political or economic instability in the jurisdictions where we have operations;
- regulatory, legislative and judicial developments;
- increasing competition in the business process management (“BPM”) industry;
- technological innovation;
- our liability arising from 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; and
- volatility of our ADS price.

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.

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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. Selected Financial Data

Our consolidated financial statements as at and for the years ended March 31, 2020, 2019, 2018, 2017 and 2016 have been prepared in conformity with IFRS, as issued by the IASB.

The following selected financial data should be read in conjunction with "Part I — Item 5. Operating and Financial Review and Prospects" and our consolidated financial statements included elsewhere in this annual report.

The following selected consolidated statement of income data for fiscal 2020, 2019 and 2018 and selected consolidated statement of financial position data as at March 31, 2020 and 2019 have been derived from our audited consolidated financial statements included elsewhere in this annual report. The selected consolidated statement of income data for fiscal 2017 and 2016 and selected consolidated statement of financial position data as at March 31, 2018, 2017 and 2016 have been derived from our audited consolidated financial statements which are not included in this annual report.

	For the year ended March 31,				
	2020	2019	2018	2017	2016
	(US dollars in millions, except share and per share data)				
Consolidated statement of income data:					
Revenue	$ 928.3	$ 809.1	$ 758.0	$ 602.5	$ 562.2
Cost of revenue[1] [3]	583.9	518.2	503.1	403.3	365.4
Gross profit	344.3	290.9	254.8	199.2	196.8
Operating expenses:					
Selling and marketing expenses[1]	52.8	44.6	41.8	32.6	30.8
General and administrative expenses[1]	128.6	115.2	117.6	91.7	78.9
Foreign exchange gains, net[2]	(3.4)	(4.5)	(15.0)	(14.5)	(11.0)
Impairment of goodwill	4.1	—	—	21.7	—
Amortization of intangible assets	15.7	15.8	15.5	20.5	25.2
Operating profit	146.6	119.8	94.9	47.2	72.9
Other income, net	(14.4)	(14.6)	(11.2)	(8.7)	(8.5)
Finance expense[3]	17.0	3.2	4.3	0.5	0.3
Profit before income taxes	144.0	131.1	101.8	55.3	81.1
Income tax expense	27.2	25.7	15.4	17.5	21.2
Profit after tax	$ 116.8	$ 105.4	$ 86.4	$ 37.8	$ 59.9
Earnings per share of ordinary share:					
Basic	$ 2.35	$ 2.10	$ 1.72	$ 0.75	$ 1.17
Diluted	$ 2.24	$ 2.02	$ 1.63	$ 0.71	$ 1.12
Basic weighted average ordinary shares outstanding	49,726,636	50,139,389	50,388,440	50,582,852	51,372,117
Diluted weighted average ordinary shares outstanding	52,036,940	52,278,113	52,915,600	52,940,308	53,639,670

	As at March 31,				
	2020	2019	2018	2017	2016
	(US dollars in millions)				
Consolidated statement of financial position data:					
Assets					
Cash and cash equivalents	$ 96.9	$ 85.4	$ 99.8	$ 69.8	$ 41.9
Investments	125.6	67.9	121.0	112.0	133.0
Trade receivables including unbilled revenue, net	147.8	140.6	133.1	109.3	99.2
Contract assets (4)	7.5	4.2	—	—	—
Other current assets(5)	51.0	37.3	46.7	71.9	48.4
Total current assets	**428.8**	**335.4**	**400.6**	**363.0**	**322.5**
Goodwill and intangible assets, net	191.4	211.0	224.9	230.6	103.4
Property and equipment, net	57.0	61.0	60.6	54.8	50.4
Right-of-use assets(3)	159.1	—	—	—	—
Deferred tax assets	28.9	23.8	27.4	16.7	22.5
Investments	80.1	82.5	0.5	0.4	—
Contract assets (4)	28.9	22.0	—	—	—
Other non-current assets (6)	38.0	49.9	45.6	38.5	26.7
Total non-current assets	**583.5**	**450.2**	**359.0**	**341.1**	**203.0**
Total assets	**1,012.3**	**785.6**	**759.6**	**704.1**	**525.5**
Liabilities and equity					
Current portion of long-term debt	16.7	28.0	27.7	27.6	—
Trade payables	29.3	17.8	19.7	14.2	19.9
Lease liabilities(3)	23.4	—	—	—	—
Other current liabilities(7)	136.4	116.2	119.9	106.9	83.5
Total current liabilities	**205.8**	**162.0**	**167.3**	**148.7**	**103.4**
Long-term debt	16.7	33.4	61.4	89.1	—
Lease liabilities(3)	155.5	—	—	—	—
Other non-current liabilities(8)	47.2	37.8	35.9	51.2	13.9
Total non-current liabilities	**219.4**	**71.2**	**97.3**	**140.3**	**13.9**
Share capital (ordinary shares $0.16 (10 pence) par value, authorized 60,000,000 shares; issued: 49,733,640, 51,153,220 54,834,080, 53,312,559 and 52,406,304 shares each as at March 31, 2020, 2019, 2018, 2017 and 2016, respectively)	7.9	8.1	8.5	8.3	8.2
Share premium	187.3	269.5	371.8	338.3	306.9
Other shareholders' equity (9)	392.0	331.2	248.9	163.2	123.6
Total shareholders' equity, including shares held in treasury	587.1	608.8	629.2	509.8	438.7
Less: Nil shares as at March 31, 2020, 1,101,300 shares as at March 31, 2019, 4,400,000 shares as at March 31, 2018, 3,300,000 shares as at March 31, 2017 and 1,100,000 shares as at March 31, 2016, held in treasury, at cost	—	(56.4)	(134.2)	(94.7)	(30.5)
Total shareholders' equity	**587.1**	**552.4**	**495.0**	**415.1**	**408.2**
Total liabilities and equity	**$1,012.3**	**$785.6**	**$ 759.6**	**$704.1**	**$525.5**

The following table sets forth for the periods indicated selected consolidated financial data, non-GAAP financial data and operating data:

	For the year ended March 31,				
	2020	2019	2018	2017	2016
	(US dollars in millions, except percentages and employee data)				
Other Consolidated Financial Data:					
Revenue	$ 928.3	$ 809.1	$ 758.0	$ 602.5	$ 562.2
Gross profit as a percentage of revenue	37.1%	36.0%	33.6%	33.1%	35.0%
Operating profit as a percentage of revenue	15.8%	14.8%	12.5%	7.8%	13.0%
Non-GAAP Financial Data:					
Revenue less repair payments (non-GAAP)(10)	$ 896.2	$ 794.0	$ 741.0	$ 578.4	$ 531.0
Gross profit as a percentage of revenue less repair payments (non-GAAP)	38.4%	36.6%	34.4%	34.4%	37.1%
Operating profit as a percentage of revenue less repair payments (non-GAAP)	16.4%	15.1%	12.8%	8.2%	13.7%
Operating Data:					
Number of employees (at year end) (11)	44,292	39,898	36,540	34,547	32,388

Notes:

(1) Includes the following share-based compensation expense amounts:

	For the year ended March 31,				
	2020	2019	2018	2017	2016
	(US dollars in millions)				
Cost of revenue	$ 4.6	$ 4.3	$ 3.8	$ 2.8	$ 1.9
Selling and marketing expenses	$ 4.8	$ 4.0	$ 2.6	$ 1.7	$ 1.4
General and administrative expenses	$28.1	$22.0	$24.2	$18.5	$14.6

(2) On adoption of IFRS 9 "*Financial Instruments*" ("IFRS 9") with effect from April 1, 2018, cash flow hedging gains and losses, which were previously reported in foreign exchange gains or losses, net, are now reported in revenue. The comparative information has not been restated and continues to be reported in accordance with the principles of IAS 39 –"*Financial Instruments: Recognition and Measurement*."

(3) Disclosed separately on adoption of IFRS 16 "*Leases*" with effect from April 1, 2019. The comparative information has not been restated and continues to be reported in accordance with the principles of IAS 17 "*Leases*." Finance cost includes interest on lease liabilities which was earlier accounted as part of facilities cost included in cost of revenue as per IAS 17 "*Leases*."

(4) Disclosed separately on adoption of IFRS 15 "*Revenue from Contracts with Customers*" with effect from April 1, 2018. The comparative information has not been restated and continues to be reported in accordance with the principles of IAS 18 "*Revenue*."

(5) Consists of funds held for clients, derivative assets, and prepayments and other current assets.

(6) Consists of non-current portion of derivative assets, and other non-current assets.

(7) Consists of provisions and accrued expenses, derivative liabilities, pension and other employee obligations, contract liabilities, current taxes payable and other liabilities.

(8) Consists of non-current portion of derivatives liabilities, pension and other employee obligations, contract liabilities, deferred tax liabilities and other non-current liabilities.

(9) Consists of retained earnings and other components of equity.

(10) Revenue less repair payments is a non-GAAP financial measure which 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. The following table reconciles our revenue (a GAAP financial measure) to revenue less repair payments (a non-GAAP financial measure) for the indicated periods:

	For the year ended March 31,				
	2020	2019	2018	2017	2016
	(US dollars in millions)				
Revenue (GAAP)	$928.3	$809.1	$758.0	$602.5	$562.2
Less: Payments to repair centers[a]	32.0	15.2	17.0	24.1	31.2
Revenue less repair payments (non-GAAP)	$896.2	$794.0	$741.0	$578.4	$531.0

Note:

(a) Consists of payments to repair centers in our auto claims business for "fault" repair cases where we act as the principal in our dealings with the third party repair centers and our clients.

We have two reportable segments for financial statement reporting purposes — WNS Global BPM and WNS Auto Claims BPM. In our WNS Auto Claims BPM segment, we provide both "fault" and "non-fault" repairs and legal services in relation to personal injury claims. 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. 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 (non-GAAP) to third party repair centers, which is a non-GAAP financial measure. We believe that revenue less repair payments (non-GAAP) for "fault" repairs reflects more accurately the value addition of the business process management services that we directly provide to our clients.

For our "non-fault" repairs business, we generally provide a consolidated suite of accident management services including credit hire and credit repair, and we believe that measurement of such business on a basis that includes repair payments in revenue is appropriate. Revenue including repair payments is therefore used as a primary measure to allocate resources and measure operating performance for accident management services provided in our "non-fault" repairs business. Our "non-fault" repairs business, where we provide accident management services, accounts for a relatively small portion of our revenue for our WNS Auto Claims BPM segment.

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 believe that the presentation of this non-GAAP financial measure in this annual report provides useful information for investors regarding the financial performance of our business and our two reportable segments. 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.

(11) Commencing fiscal 2018, we are including in our disclosed total "headcount" the number of apprentices employed under the India government scheme, National Employability Enhancement Mission, pursuant to which apprentices undergo a three to 36 month apprenticeship to enhance their employability. There is no guarantee of employment with WNS following the completion of the apprenticeship. Our previously disclosed total "headcount" does not include apprentices. The total "headcount" presented for prior periods in the table above have been re-computed to include apprentices for comparative purposes.

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 ADSs 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, financial performance, results of operations and cash flows and the prices of our equity shares and ADSs.

The recent global outbreak and spread of the respiratory illness caused by a coronavirus strain known as COVID-19, which was reported to have surfaced in December 2019, has caused, and is likely to continue to cause, additional slowdown in the global economy, as is evidenced by the recent declines in investments, exports and industrial production. On March 27, 2020, the International Monetary Fund officially declared that the global economy has entered into a recession, as a result of the spread of COVID-19. Its global spread has created, and is likely to continue to create, significant volatility and uncertainty and economic disruption. In addition, volatility in the domestic politics of major markets may lead to changes in the institutional framework of the international economy. For further information, see "— Our business operations and future growth may be negatively impacted on account of the COVID-19 pandemic."

The withdrawal of the UK from the EU in January 2020, commonly referred to as "Brexit," has also created significant political and economic uncertainty regarding the future trading relationship between the UK and the EU. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global 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. Any of these factors could have a material adverse effect on our business, financial condition, results of operations and cash flows.

28.5% of our revenues and 26.0% of our revenue less repair payments (non-GAAP) in fiscal 2020 and 29.0% of our revenues and 27.6% of our revenue less repair payments (non-GAAP) in fiscal 2019 are 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. We believe that our hedging program is effective, however there is no assurance that it will protect us against fluctuations in foreign currency exchange rates.

In the US, there are concerns over the possibility of its economy entering into a deep recession, including on account of the COVID-19 pandemic, and there continue to be similar signs of continued economic slowdown and weakness in parts of Europe and India. Globally, countries may require additional financial support, sovereign credit ratings may continue to decline, and there may be default on sovereign debt obligations of certain countries. Any of these global economic conditions may increase the cost of borrowing and cause credit to become more limited, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

These economic and geo-political conditions may affect our business in a number of ways, as we have operations in 12 countries and we service clients across multiple geographic regions. The general level of economic activity, such as decreases in business and consumer spending, could result in a decrease in demand for our services, thus reducing our revenue. The cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. The current global economic slowdown and the possibility of continued turbulence or uncertainty in the European, US, Asian and international financial markets and economies, and the political climate in the US and the UK, may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our clients. If these market conditions continue or worsen, they may limit our ability to access financing or increase our cost of financing to meet liquidity needs, and affect the ability of our clients to use credit to purchase our services or to make timely payments to us, resulting in adverse effects on our financial condition and results of operations.

Changing economic conditions may also have an effect on foreign exchange rates, which in turn may affect our business. 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."

The current global economic slowdown and uncertainty about the future global economic conditions could also continue to increase the volatility of our ADS price. We cannot predict the timing or duration of an economic slowdown or the timing or strength of a subsequent economic recovery generally or in our targeted industries, including the travel and leisure and insurance industries. If macroeconomic conditions worsen or the current global economic conditions continue for a prolonged period of time, we are not able to predict the impact that such conditions will have on our targeted industries, in general, and our results of operations specifically.

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 2020 and 2019, our five largest clients accounted for 25.1% and 27.1% of our revenue and 26.0% and 27.6% of our revenue less repair payments (non-GAAP), respectively. In fiscal 2020 and 2019, our three largest clients accounted for 17.7% and 18.1% of our revenue and 18.4% and 18.5% of our revenue less repair payments (non-GAAP), respectively. In fiscal 2020, our largest client individually accounted for 6.9% and 7.1% of our revenue and revenue less repair payments (non-GAAP), respectively, as compared to 6.9% and 7.1% in fiscal 2019, 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 clients by revenue contribution in fiscal 2014, an online travel agency ("OTA"), provided us with lower volume of business in fiscal 2015 as the OTA entered into a strategic marketing agreement with another OTA in August 2013, pursuant to which it, over a period of time, from the fourth quarter of fiscal 2014 to the fourth quarter of fiscal 2015, moved its customer care and sales processes that were previously managed by us to a technology platform managed by the other OTA. As a result, we lost most of our business from that OTA and in June 2015, we ceased to provide services to that OTA. That OTA accounted for 2.5% and 6.1% of our revenue and 2.6% and 6.5% of our revenue less repair payments (non-GAAP) in fiscal 2015 and 2014, respectively. The other OTA uses several BPM vendors to manage such processes on its technology platform. We are approved as one of the other OTA's providers of BPM services. We have managed to compete with incumbent BPM vendors for the other OTA's business and the other OTA has become one of our large clients.

We have derived, and we expect to continue deriving for the foreseeable future, a significant portion of our revenue from Aviva Global Services (Management Services) Private Limited ("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.

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 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. Part of this decline in revenue of fiscal 2018 and 2019 was attributable to revised pricing terms and part was attributable to a reduction of services due to automation performed by Aviva MS and the automation of certain services by WNS. 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 intends to switch to another business process management service provider or return 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 and the travel and leisure industry. In fiscal 2020 and 2019, 27.7% and 26.6% of our revenue, respectively, and 25.2% and 25.2% 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 18.0% and 17.4% of our revenue, respectively, and 18.6% and 17.8% 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 economic slowdown has 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, financial performance, results of operations and cash flows and the prices of our equity shares and ADSs." 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. We expect the COVID-19 pandemic's impact to affect the demand for our services across industries, depending on the ability of each client, and the nature of their industries, products and services, in coping with the crisis. 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. Our business will be more significantly impacted in industry verticals where clients are directly affected by the containment measures, such as travel and leisure, diversified businesses (especially manufacturing and retail) and certain segments of banking and financial services, than clients who are able to deliver their products and services remotely, such as insurance. Further, we believe that there are industry verticals, such as healthcare and telecom, where we might see a medium- to long-term increase in the business.

In addition, any further weakening of or uncertainty in worldwide economic and business conditions could result in some of our clients reducing or postponing their outsourced business requirements. Additionally, the COVID-19 pandemic may cause significant financial distress to some of our clients. These issues impacting our clients in turn could decrease the demand for our services and adversely affect our results of operations. In particular, our revenue is highly dependent on the economic environments in the US, the UK, Europe and Australia. In fiscal 2020 and 2019, 42.3% and 41.5% of our revenue, respectively, and 43.8% and 42.3% of our revenue less repair payments (non-GAAP), respectively, were derived from clients located in the US. During the same periods, 31.4% and 31.4% of our revenue, respectively, and 28.9% and 30.1% of our revenue less repair payments (non-GAAP), respectively, were derived from clients located in the UK, 8.0% and 7.0% of our revenue, respectively, and 8.3% and 7.1% of our revenue less repair payments (non-GAAP), respectively, were derived from clients located in Europe (excluding the UK), and 8.6% and 9.5% of our revenue, respectively, and 8.9% and 9.7% of our revenue less repair payments (non-GAAP), respectively, were derived from clients located in Australia. Any weakening of or 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.

Our business operations and future growth may be negatively impacted on account of the COVID-19 pandemic.

The global outbreak of COVID-19 continues to rapidly evolve. The COVID-19 pandemic has spread to a majority of countries around the world, including countries where all of our delivery centers are located, and has created significant uncertainty and disruption. Governmental measures and regulations, such as city or country-wide lockdowns, local, domestic and international travel restrictions as well as closures of the enabling ecosystem necessary for our business to operate smoothly, have resulted in our inability to fully deliver services to our clients. Such measures present concerns that may dramatically affect our ability to conduct our business effectively, including, but not limited to adverse effect on employees' health, a slowdown and often a stoppage of delivery, work, travel and other activities which are critical for maintaining on-going business activities. Our ability to continue operations is dependent on a number of factors, such as the continued availability of high-quality internet bandwidth, an uninterrupted supply of electricity and the sustainability of social infrastructure to enable our remote-working employees to continue delivering services.

Given the uncertainty around the extent and timing of the future spread or mitigation of the COVID-19 and around the imposition or relaxation of protective measures, we cannot reasonably estimate the impact to our future results of operations, cash flows or financial condition. In addition, the unknown scale and duration of these developments have macro and micro negative effects on the financial markets and global economy which could result in an economic downturn that could affect demand for our services and have a material adverse effect on our operations and financial results, earnings, cash flow, financial condition and our ADS price. These effects could be material and long-term in duration.

Following guidance from local public health authorities in the countries in which we operate, we have taken various measures, and transitioned into a new process, to help reduce the spread of the virus and maintain the health and safety of our workforce, including but not limited to, implementing remote-working arrangements, restricting access to sites and implementing other measures to help maintain the safety of our workforce, which will allow us to carry out operations from our delivery centers when the local public health authorities allow it. The effects of these policies may negatively impact productivity and the magnitude of any effect will depend, in part, on the length and severity of the restrictions and other limitations on our ability to conduct our business in the ordinary course. Some of these measures have required us to provide services and operate client processes in an unsupervised environment, and while this has been acknowledged by our clients, such alternative operating models may result in breaches of our contractual obligations. Also, if a natural disaster, power outage, connectivity issue, or other event occurred that impacted our employees' ability to work remotely, it may be difficult or, in certain cases, impossible, for us to continue our business for a substantial period of time. The increase in remote working may also result in client privacy, IT security and fraud concerns as well as increase our exposure to potential wage and hour issues.

For example, in India, the Philippines, South Africa and the United States, we have large concentrations of employees performing critical operations. The closure of those facilities, or restrictions inhibiting our employees' ability to access those facilities, has disrupted, and could in the future disrupt our ability to provide our services and solutions and result in, among other things, terminations of client contracts and losses of revenue. In addition, clients may also defer decision making, delay planned work or seek to terminate current agreements. International, as well as domestic, travel bans imposed as emergency measures by governments, our reduced ability to hire new employees, disruptions to our supply chain, lockdowns in geographies where clients are located and temporary closure of our delivery centers have impaired, and may continue to impair, our ability to sell new business or expand our relationships with existing clients and hence may have an impact on our growth, financial condition, results and/or ADS price. Further, we might suffer delays in managerial and financial reporting and SEC filings, inability to perform audits and apply effective financial controls, or failures under other regulatory or compliance requirements to which we are subject.

To the extent the COVID-19 pandemic adversely affects our business, financial condition, results of operations and cash flows, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section, such as, but not limited to, those relating to:

- the global economic and geo-political conditions and financial markets and the economy in general and the resultant potential fluctuations in foreign exchange rates;
- our revenue being highly dependent on clients concentrated in a few industries, as well as clients located primarily in the US, the UK, Europe and Australia;
- our potentially causing disruptions to our clients' businesses, providing inadequate service or being in breach of our representations or obligations;
- the negative public reaction to offshore outsourcing, proposed legislation or otherwise;
- our operating results, which may differ from period to period and make it difficult for us to prepare accurate internal financial forecasts for responding in a timely manner to offset such period to period fluctuations;
- a substantial portion of our assets and operations being located in India and we being subjected to regulatory, economic, social and political uncertainties in India;
- restrictions on entry visas that may affect our ability to compete for and provide services to clients in the US and the UK; and
- our ability to maintain effective controls that may materially impact or are reasonably likely to materially impact our disclosure controls and procedures and internal controls over financial reporting.

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 pound sterling, US dollars, and to a lesser extent, Australian dollars, Euro 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, Euro or the Australian dollar 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 pound sterling, the Indian rupee, the South African rand, the Australian dollar 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 pound sterling, Indian rupee, South African rand, Australian dollar, Euro 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. In addition, the impact of COVID-19 on macroeconomic conditions may impact the proper functioning of financial and capital markets and result in unpredictable fluctuations in foreign currency exchange rates.

The withdrawal of the UK from the EU in January 2020 has created significant political and economic uncertainty regarding the future trading relationship between the UK and the EU. See "—The UK's withdrawal from the EU may have a negative effect on global economic conditions, financial markets and our operations in the UK and EU, which could reduce the value of our ADS." These developments have caused, and may continue to cause, volatility in the exchange rates between the pound sterling and other currencies.

The average Indian rupee to US dollar exchange rate was approximately ₹ 70.91 per $1.00 in fiscal 2020, which represented a depreciation of the Indian rupee by an average of 1.4% as compared with the average exchange rate of approximately ₹ 69.92 per $1.00 in fiscal 2019, which in turn represented a depreciation of the Indian rupee by an average of 8.5% as compared with the average exchange rate of approximately ₹ 64.46 per $1.00 in fiscal 2018.

The average pound sterling to US dollar exchange rate was approximately £0.79 per $1.00 in fiscal 2020, which represented a depreciation of the pound sterling by an average of 3.2% as compared with the average exchange rate of £0.76 per $1.00 in fiscal 2019, which represented a depreciation of the pound sterling by an average of 0.9% as compared with the average exchange rate of £0.75 per $1.00 in fiscal 2018.

The average Australian dollar exchange rate was approximately A$1.47 per $1.00 in fiscal 2020, which represented a depreciation of the Australian dollar by an average of 6.5% as compared with the average exchange rate of approximately A$1.37 per $1.00 in fiscal 2019, which in turn represented a depreciation of the Australian dollar by an average of 5.8% as compared with the average exchange rate of approximately A$1.29 per $1.00 in fiscal 2018.

The average Euro exchange rate was approximately €0.90 per $1.00 in fiscal 2020, which represented a depreciation of the Euro by an average of 4.1% as compared with the average exchange rate of approximately €$0.86 per $1.00 in fiscal 2019, which in turn represented a depreciation of the Euro by an average of 1.0% as compared with the average exchange rate of approximately €0.85 per $1.00 in fiscal 2018.

The average South African rand exchange rate was approximately R14.76 per $1.00 in fiscal 2020, which represented a depreciation of the South African rand by an average of 7.3% as compared with the average exchange rate of approximately R13.76 per $1.00 in fiscal 2019, which in turn represented a depreciation of the South African rand by an average of 6.0% as compared with the average exchange rate of approximately R12.98 per $1.00 in fiscal 2018.

The average Philippine peso exchange rate was approximately PHP 51.43 per $1.00 in fiscal 2020, which represented an appreciation of the Philippine peso by an average of 2.8% as compared with the average exchange rate of approximately PHP 52.91 per $1.00 in fiscal 2019, which in turn represented a depreciation of the Philippine peso by an average of 4.2% as compared with the average exchange rate of approximately PHP 50.76 per $1.00 in fiscal 2018.

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

For example, the depreciation of the Indian Rupee and the South African rand against the US dollar in fiscal 2020 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.

The depreciation of the Indian Rupee and the South African rand against the US dollar in fiscal 2019 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 China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Spain, 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, 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;
- policy changes due to changes in government;

For example, during the fourth quarter of fiscal 2017, proposed changes to the laws of the UK governing personal injury claims generated uncertainty regarding the future earnings trajectory of our legal services business in our WNS Auto Claims BPM segment, as a result of which we had expected that we would eventually exit from providing legal services in relation to personal injury claims. We also experienced a decrease in volume of and loss of business from certain clients of our traditional repair services in our WNS Auto Claims BPM segment in fiscal 2017. As a result, we had in fiscal 2017 expected the future performance of our WNS Auto Claims BPM segment to decline significantly and therefore significantly reduced our financial projections and estimates of our WNS Auto Claims BPM segment. 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 $21.7 million to our results of operations in fiscal 2017.

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 reportable segment, 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 BPM reportable segment 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 12 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. In addition, HealthHelp, which we acquired in March 2017, 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 business process management companies and from information technology companies that also offer business process management 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 business process management 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.

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 business process management 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 business process management 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.

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. Lockdowns and other measures imposed by governments around the world, as well as other resulting impact of the COVID-19 pandemic, may result in our temporary inability to meet the service level and performance requirements of our clients. Failure to consistently meet service requirements of a client or errors made by our associates or the software/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 China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Spain, 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. 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 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 during the COVID-19 pandemic situation could potentially result in heightened confidentiality 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.

To date, although there has not been a material cybersecurity attack that has had an 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 intellectual property treaty, and has agreed to recognize protections on intellectual property 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 successfully asserted against us in the future. 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, 2021 (including work orders/statement of works that will expire on or before March 31, 2021) represented approximately 14.3% of our revenue and 14.8% of our revenue less repair payments (non-GAAP) from our clients in fiscal 2020. 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.

In addition, one of our top five clients by revenue contribution in fiscal 2014, an OTA, provided us with a lower volume of business in fiscal 2015 as the OTA entered into a strategic marketing agreement with another OTA in August 2013 pursuant to which it over a period of time, from the fourth quarter of fiscal 2014 to the fourth quarter of fiscal 2015, moved its customer care and sales processes that were previously managed by us to a technology platform managed by the other OTA. As a result, we lost most of our business from that OTA and since June 2015, we ceased to provide services to that OTA. That OTA accounted for 2.5% and 6.1% of our revenue and 2.6% and 6.5% of our revenue less repair payments (non-GAAP) in fiscal 2015 and 2014, respectively. The other OTA uses several BPM vendors to manage such processes on their technology platform. We are approved as one of the other OTA's providers of BPM services. We have managed to compete with incumbent BPM vendors for the other OTA's business and the other OTA has become one of our largest clients. 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 during 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 the COVID-19 pandemic 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 face from their increased unemployment resulting from the COVID-19 pandemic.

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, 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. This has resulted in increased political and media attention, especially in the United States, where the subject of outsourcing and immigration reform has been a focus of the current presidential administration. 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 and disruption of the global financial system, including on account of the COVID-19 pandemic, could also 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, could 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 April 2014 our delivery center in South Carolina in the US became fully operational. We also opened an additional delivery center in Pennsylvania in the US in September 2014. In 2016, we opened an additional delivery center in the Philippines at Iloilo, and in fiscal 2017 we expanded into France, Germany and Turkey. In fiscal 2019, we added new facilities in Palma, Spain, and the Philippines. In fiscal 2020, we added new facilities in Pune and Gurgaon, India and the Philippines. 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 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 44,292 as at March 31, 2020 from 28,890 as at March 31, 2015. In fiscal 2015, our delivery centers in South Carolina and Pennsylvania, in the US, as well as in South Africa, became fully operational, as did our newest facility in China. In fiscal 2016, we added new facilities in Durban and Port Elizabeth, South Africa and Iloilo, the Philippines. In fiscal 2017, we added new facilities in Durban and Centurion, South Africa. In fiscal 2019, we added new facilities in Palma, Spain and the Philippines. In fiscal 2020, we added new facilities in Pune and Gurgaon, India and the Philippines. We now have delivery centers across 12 countries in China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Spain, 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 Asia Pacific, North America and Europe.

We have also completed numerous acquisitions. For example, in the first quarter of fiscal 2017, we acquired Value Edge Research Services Private Limited ("Value Edge"), a provider of commercial research and analytics services to clients in the pharma industry based in India, the US and Europe. In January 2017, we acquired Denali, a leading provider of strategic procurement BPM solutions based in the United States. In March 2017, we acquired HealthHelp, an industry leader in care management based in the United States. 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.

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 business process management 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. A loss of several members of our senior management at the same time or within a short period may lead to a disruption in the business of our company, which could materially adversely affect our performance.

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 business process management 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 business process management industry, including our company, experiences high employee attrition. During each of fiscal 2020, 2019 and 2018, the attrition rate for our employees who have completed six months of employment with us was 30%, 31% and 29%, respectively. The attrition rate for our employees decreased in fiscal 2020 and we cannot assure you that our attrition rate will not continue to increase or decrease 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 business process management 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.

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 a substantial amount of indebtedness in connection with recent acquisitions. As at March 31, 2020, we had total indebtedness of $33.6 million in secured bank loans. See "Part I — Item 5. Operating and Financial Review and Prospects — Liquidity and Capital Resources." 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 balance 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 our 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 our 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 that the uncertainty over global economic conditions remains, including on account of the COVID-19 pandemic, 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 would 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.

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

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 our ADS price.

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 our ADS price.

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 business process management 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, in August 2019, the Government of India introduced the Code on Wages, 2019, which replaced four central labor laws, including the Minimum Wages Act, 1948, the Payment of Wages Act, 1936, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976, and introduced a national minimum wage for all employees to be determined by the appropriate government. The Indian Supreme Court recently clarified that certain allowances paid by an employer to an employee should be included in the definition of "basic wage" for the purposes of employee provident fund contributions. As a result, our wage costs in India may increase. 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.

Further, following the establishment of our delivery centers in the US in 2014, our operations in the US have expanded and our wage costs for employees located in the UK and the US now represent a larger proportion of our total wage costs. Wage increases in the UK and the US may therefore also 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 can be impacted by market conditions affecting the travel industry, including natural disasters, outbreak of infectious diseases (such as the outbreak of the COVID-19 virus across the world) or other serious public health concerns 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. The extent to which the COVID-19 pandemic impacts the length of sales cycle for our services will depend on numerous evolving factors that we may not be able to accurately predict, including: the duration and scope of the pandemic; the effect on our potential and existing clients and client demand for our services and solutions; our ability to sell and provide our services and solutions; the ability of our clients to pay for our services and solutions; and any further closures of our and our clients' offices and facilities. 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 be delayed 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 focus 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, is largely a function of our asset utilization and the rates we are able to recover for our services. An important component 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 work stations, or seats. During fiscal 2020, 2019 and 2018, 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 global outbreak of COVID-19 has also led to, and may continue to lead to, increased costs, as we have to incur additional expenses in relation to the measures we have implemented to safeguard our employees' health and safety and client operations, such as enhanced sanitization measures at our office premises, laptop rental costs for employees who are 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 the continued spread 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 profitable or unprofitable, 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 January 2017, we acquired Denali, a leading provider of strategic procurement BPM solutions in the high technology, retail and CPG, banking and financial services, utilities and healthcare verticals, and in March 2017, we acquired HealthHelp, an industry leader in care management whose solutions are delivered by combining a proprietary technology platform rooted in evidence-based medical research, high-end predictive analytics, and deep healthcare industry expertise. In June 2016, we acquired Value Edge, a provider of commercial research and analytics services to clients in the pharma industry. 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 government 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. For example, HealthHelp is primarily reliant on one client. A decline in the volume of business from this client or in the pricing of our services to this client would likely adversely affect our ability to achieve the expected accretive benefits from our acquisition of HealthHelp.

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, 2020, we had goodwill and intangible assets of approximately $191.4 million, which primarily resulted from 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. For example, during the fourth quarter of fiscal 2017, proposed changes to the laws of the UK governing personal injury claims generated uncertainty regarding the future earnings trajectory of our legal services business in our WNS Auto Claims BPM segment, as a result of which we had expected that we would eventually exit from providing legal services in relation to personal injury claims. We also experienced a decrease in volume of and loss of business from certain clients of our traditional repair services in our WNS Auto Claims BPM segment in fiscal 2017. As a result, we had in fiscal 2017 expected the future performance of our WNS Auto Claims BPM segment to decline significantly and therefore significantly reduced our financial projections and estimates of our WNS Auto Claims BPM segment. 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 $21.7 million to our results of operations in fiscal 2017. 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 reportable segment, 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 BPM reportable segment 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. See also "—The international nature of our business exposes us to several risks, such as unexpected changes in the regulatory requirements 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, of the total $191.4 million in goodwill and intangible assets we had as at March 31, 2020, $89.2 million pertains to our acquisition of HealthHelp in fiscal 2017. This goodwill and intangible assets associated with our acquisition of HealthHelp is primarily attributable to HealthHelp's expected business from one client. We expect this client to renegotiate the pricing of our services to them but there is no certainty as to when that may occur. Further, there is no assurance that our pricing terms with this client will remain on terms acceptable to us. If there is a significant decline in the prices charged for services to this client or a decrease in the volume of business from this client, we may be required to review our goodwill and intangible assets for impairment and record a further impairment charge. Further, if, for example, 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 acquisitions of Marketics Technologies (India) Private Limited, a provider of offshore analytics services which we acquired in 2007, and Value Edge, 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 and are subject to Jersey laws and regulations. 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.

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 business process management 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, in August 2019, the Government of India introduced the Code on Wages, 2019, which replaced four central labor laws, including the Minimum Wages Act, 1948, the Payment of Wages Act, 1936, the Payment of Bonus Act, 1965,and the Equal Remuneration Act, 1976, and introduced a national minimum wage for all employees to be determined by the appropriate government. The Indian Supreme Court recently clarified that certain allowances paid by an employer to an employee should be included in the definition of "basic wage" for the purposes of employee provident fund contributions. As a result, our wage costs in India may increase. In December 2019, the Parliament of India passed the Citizenship (Amendment) Act, 2019, which provides citizenship to religious minorities in Pakistan, Bangladesh and Afghanistan, prompting protests across India. In addition, there are concerns over the slowing growth of India's economy and the negative impact that COVID-19 may have on our business, financial condition, results of operations and cash flows. Our financial performance and the market price of our ADSs 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 ADSs and your investment in our ADSs.

The UK's withdrawal from the EU may have a negative effect on global economic conditions, financial markets and our operations in the UK and EU, which could reduce the value of our ADS.

We have operations in the UK, Romania, Spain and Poland. Brexit has created significant political and economic uncertainty regarding the future trading relationship between the UK and the EU and could cause disruptions to, and create uncertainty surrounding, our operations in the UK and the EU. The long-term effects of Brexit will depend on the agreements or arrangements with the EU for the UK to retain access to EU markets either during a transitional period or more permanently. These developments may have an adverse effect on our operations in the UK and the EU, the value of our ADSs and your investment in our ADSs.

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. We achieved a level two rating in respect of WNS South Africa (Pty) Ltd in September 2019, which is valid until September 2020. Our program developed for the purpose of meeting the criteria to achieve the requisite BBBEE rating in respect of WNS Global Services SA (Pty) Limited includes, among other measures, divesting some of our interests in such subsidiary to address the criterion relating to the percentage of ownership of an entity by "black people" (as defined under the applicable legislation). We achieved a level seven rating in respect of WNS Global Services SA (Pty) Limited in our BBBEE verification audit in October 2019, which is valid until October 2020. With the achievement of a level two rating in respect of WNS South Africa (Pty) Ltd and a level seven rating in respect of WNS Global Services SA (Pty) Limited, we currently continue to meet the minimum BBBEE rating required under our South African client contracts 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 South Africa (Pty) Ltd or WNS Global Services SA (Pty) Limited in our next 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, Chennai was affected by severe flooding in November 2015. Although our clients experienced minimal disruptions during the Chennai 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. 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 2020 and 2019, our tax rate in India and the Philippines impacted our effective tax rate. In fiscal 2018, our tax rate in India, the Philippines and Sri Lanka impacted our effective tax rate. We would have incurred approximately $17.7 million, $15.7 million and $9.4 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 2020, fiscal 2019 and fiscal 2018, respectively, if the tax holidays and exemptions described below had not been available for the respective periods.

We expect our tax rate in India and the Philippines to continue to impact our effective tax rate. Our effective tax rate in Sri Lanka has been impacted by the withdrawal of tax exemption on export income in Sri Lanka with effect from April 1, 2018, following which the income from export of service has been subject to tax at 14% on net basis.

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 Software Technology Parks of India (“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 of 34.95%, in fiscal 2020 and 2019, and 34.61% in fiscal 2018. In December 2019, the Government of India enacted the India Tax Law effective retroactively to April 1, 2019 that 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 Special Economic Zones and certain other tax incentives and may not reverse its election. Our current intent is to continue to be subject to the current rate of 34.95% and claim tax holidays associated with SEZ. 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 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. 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.

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 2013, which has been renewed on similar terms for another five years starting from April 2018.

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 2004 through fiscal 2016 pending before various appellate authorities. These orders assess additional taxable income that could in the aggregate give rise to an estimated ₹ 2,439.2 million ($32.3 million based on the exchange rate on March 31, 2020) in additional taxes, including interest of ₹ 835.6 million ($11.1 million based on the exchange rate on March 31, 2020).

These orders of assessment allege that the transfer prices we applied to certain of the international transactions between WNS Global or WNS Business Consulting Services Private Limited ("WNS BCS"), each of which is one of our Indian subsidiaries, as the case may be, 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 WNS Global or WNS BCS, as the case may be. As at March 31, 2020 we have provided a tax reserve of ₹ 774.3 million ($10.2 million based on the exchange rate on March 31, 2020) 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 ₹ 3,704.6 million ($49.0 million based on the exchange rate on March 31, 2020) in additional taxes, including interest of ₹ 1,253.9 million ($16.6 million based on the exchange rate on March 31, 2020). 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 ₹ 916.4 million ($12.1 million based on the exchange rate on March 31, 2020) 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, 2020, corporate tax returns in fiscal 2017 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 vigorously 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, 2020) in connection with the review of our tax return in fiscal 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. Based on consultations with our tax advisors, we believe this order of assessment is more likely than not to be upheld in our favor. We intend to continue to vigorously dispute the 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 and other acts of violence involving India or its 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 involving India or its 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. 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 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.

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. Further, the COVID-19 pandemic has resulted in the temporary suspension of existing visas and several governments not granting new visas. In addition, immigration laws are subject to legislative change and varying standards of application and enforcement due to political forces, economic conditions 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 business process management 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 ADSs

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

Sales by us or our shareholders of a substantial number of our ADSs in the public market, or the perception that these sales could occur, could cause the market price of our ADSs 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, 2020, we had 49,733,640 ordinary shares outstanding, including 49,467,872 shares represented by 49,467,872 ADSs. In addition, as at March 31, 2020, a total of 2,851,797 ordinary shares or ADSs are issuable upon the exercise or vesting of options and 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"). All ADSs are freely transferable, except that ADSs 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 ADSs may be volatile.

The market price for our ADSs 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 business process management;
- addition or loss of executive officers or key employees;
- sales or expected sales of additional shares or ADSs;
- 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 ADSs.

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

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 and interests in our distributable reserves. Any dividends we may declare must not exceed the amount recommended by our Board of Directors. Our Board of Directors may also declare and 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 by our distributable reserves. 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.

Subject to the deposit agreement governing the issuance of our ADSs, holders of ADSs will be entitled to receive dividends paid on the ordinary shares represented by such ADSs. See " — Risks Related to Our Business — Our loan agreements impose operating and financial restrictions on us and our subsidiaries."

Holders of ADSs may be restricted in their ability to exercise voting rights.

At our request, the depositary of our ADSs will mail to you any notice of shareholders' meeting received from us together with information explaining how to instruct the depositary to exercise the voting rights of the ordinary shares represented by ADSs. If the depositary timely receives voting instructions from you, it will endeavor to vote the ordinary shares represented by your ADSs in accordance with such voting instructions. However, the ability of the depositary to carry out voting instructions may be limited by practical and legal limitations and the terms of the ordinary shares on deposit. We cannot assure you that you will receive voting materials in time to enable you to return voting instructions to the depositary in a timely manner. Ordinary shares for which no voting instructions have been received will not be voted.

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.

Holders of ADSs may be subject to limitations on transfers of their ADSs.

The ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems necessary or advisable in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when the transfer books of the depositary are closed, or at any time or from time to time if we or the depositary deem it necessary or advisable to do so because of any requirement of law or of any government or governmental body or commission or any securities exchange on which the American Depositary Receipts or our ordinary shares are listed, or under any provision of the deposit agreement or provisions of or governing the deposited shares, or any meeting of our shareholders, or for any other reason.

Holders of ADSs may not be able to participate in rights offerings or elect to receive share dividends and may experience dilution of their holdings, and the sale, deposit, cancellation and transfer of our ADSs issued after exercise of rights may be restricted.

If we offer our shareholders any rights to subscribe for additional shares or any other rights, the depositary may make these rights available to them after consultation with us. We cannot make rights available to holders of our ADSs in the US unless we register the rights and the securities to which the rights relate under the Securities Act, or an exemption from the registration requirements is available. In addition, under the deposit agreement, the depositary will not distribute rights to holders of our ADSs unless we have requested that such rights be made available to them and the depositary has determined that such distribution of rights is lawful and reasonably practicable. We can give no assurance that we can establish an exemption from the registration requirements under the Securities Act, and we are under no obligation to file a registration statement with respect to these rights or underlying securities or to endeavor to have a registration statement declared effective. Accordingly, holders of our ADSs may be unable to participate in our rights offerings and may experience dilution of your holdings as a result. The depositary may allow rights that are not distributed or sold to lapse. In that case, holders of our ADSs will receive no value for them. In addition, US securities laws may restrict the sale, deposit, cancellation and transfer of ADSs issued after exercise of rights.

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 ADSs or 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 ADSs and ordinary shares, fluctuations in the market price of the ADSs and 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 ADS or 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 (or ADSs), 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 (or ADSs), 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. A United States investor should consult its own advisors regarding the potential application of these rules to its investment in our ordinary shares (or ADSs).

Our share repurchase program could affect the price of our ADSs.

In March 2018, our shareholders approved a share repurchase program authorizing the repurchase of up to 3,300,000 of our ADSs, each representing one ordinary share, at a price range of $10 to $100 per ADS. Under this repurchase program, our ADSs may be purchased in the open market from time to time over 36 months from March 30, 2018, the date the shareholders resolution approving the repurchase program was passed. We intend to fund the share repurchase program with cash on hand. The program would not obligate us to repurchase any dollar amount or number of ADSs, and may be suspended or discontinued at any time at our discretion. To date, we have repurchased 2,200,000 ADSs in the open market under this repurchase program.

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

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. 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 office is located at Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli (W), Mumbai 400 079, India, and the telephone number for this office is (91-22) 4095-2100. 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., 15 Exchange Place, 3rd Floor, Suite 310, Jersey City, New Jersey 07302, US.

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.

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." In February 2012, in connection with our follow-on offering, we issued new ordinary shares in the form of ADSs, at a price of $9.25 per ADS, aggregating approximately $50.0 million and 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.

From 2004 to July 2007, we provided business process outsourcing services to Aviva International Holdings Limited ("Aviva"). In July 2008, we acquired Aviva Global from Aviva.

We have made a number of acquisitions since fiscal 2003, including our acquisition of Town & Country Assistance Limited. We subsequently rebranded the company as WNS Assistance, which is part of WNS Auto Claims BPM, our reportable segment for financial statement purposes. In fiscal 2004, we acquired the health claims management business of Greensnow Inc. In fiscal 2006, we acquired Trinity Partners Inc. (which we merged into our subsidiary, WNS North America Inc.), a provider of BPM services to financial institutions, focusing on mortgage banking. In August 2006, we acquired from PRG Airlines Services Limited ("PRG Airlines") its fare audit services business. In September 2006, we acquired from GHS Holdings LLC ("GHS") its financial accounting business. In May 2007, we acquired Marketics, a provider of offshore analytics services. In June 2007, we acquired Flovate Technologies Limited ("Flovate"), a company engaged in the development and maintenance of software products and solutions, which we subsequently renamed as WNS Workflow Technologies Limited. In March 2008, we entered into a joint venture with Advanced Contract Solutions, Inc. ("ACS"), a provider in BPO services and customer care in the Philippines, to form WNS Philippines Inc. and in November 2011, we acquired ACS's shareholding in WNS Philippines Inc., which became our wholly-owned subsidiary. In April 2008, we acquired Chang Limited, an auto insurance claims processing services provider in the UK, through its wholly-owned subsidiary, Accidents Happen Assistance Limited ("AHA") (formerly known as Call 24-7 Limited, or Call 24-7). In June 2008, we acquired Business Applications Associates Limited ("BizAps"), a provider of Systems Applications and Products ("SAP ®") solutions to optimize the enterprise resource planning functionality for our finance and accounting processes. In June 2012, we acquired Fusion Outsourcing Services (Proprietary) Limited ("Fusion"), a provider of a range of outsourcing services, including contact center, customer care and business continuity services, to both South African and international clients. Following our acquisition of Fusion, we have renamed it as WNS Global Services SA (Pty) Ltd. In June 2016, we acquired Value Edge, a leading provider of commercial research and analytics services to clients in the Pharma / Biopharma industry. In January 2017, we acquired Denali, a leading provider of strategic procurement BPM solutions. In March 2017, we acquired HealthHelp, an industry leader in BPM care management.

Most recently 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. In June 2017, we established WNS New Zealand Limited, a wholly owned subsidiary of WNS Global Services (Australia) Pty Ltd. In July 2017, we merged Value Edge into WNS Global Services Private Limited. In September 2018, we established WNS Global Services (UK) International Limited, a wholly owned subsidiary of WNS (Mauritius) Limited. In October 2018, we established WNS Global Services North Americas Inc., a wholly owned subsidiary of WNS Global Services (UK) International Limited and WNS Global Services (UK) Limited, Sucursal En España, a new branch of WNS Global Services (UK) Limited. In December 2018, we established WNS SA Domestic (Pty) Ltd, a wholly owned subsidiary of WNS Global Services SA (Pty) Limited and WNS-Healthhelp Philippines Inc, a wholly owned subsidiary of HealthHelp LLC. In September 2019, we changed the name of our wholly-owned South African subsidiary, WNS SA Domestic (Pty) Ltd to WNS South Africa (Pty) Ltd. In November 2019, we established WNS Denali Sourcing Services Inc, a wholly-owned subsidiary of Denali Sourcing Service Inc. On January 9, 2020, we changed the name of our wholly-owned Netherlands subsidiary, WNS Global Services Netherlands Cooperatief U.A., to WNS Global Services Netherlands B.V and our Ireland branch, WNS Global Services Netherlands Cooperatief U.A. (Ireland Branch), to WNS Global Services Netherlands B.V. (Ireland Branch). On March 17, 2020, we demerged our Netherlands subsidiary, WNS Global Services Netherlands B.V., and formed WNS Business Consulting Netherlands B.V. On April 28, 2020, we established a new entity in Canada, WNS Gestion des Processus d'Affaire Inc., a wholly-owned subsidiary of the Company. Our organizational structure now comprises 39 entities in 24 countries, and 10 branches in Poland, UAE, China, Singapore, France, Romania, Turkey, Ireland and Spain. Of these 39 entities, WNS Cares Foundation, which is a wholly-owned subsidiary of WNS Global, is a not-for-profit organization registered under the former Section 25 of the Indian Companies Act, 1956 (which has become 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 office in Mumbai, India, and we have client service offices in Dubai (United Arab Emirates), Jersey City, New Jersey (the US), Sydney (Australia), London (the UK), and Singapore, and we have delivery centers in Guangzhou, Dalian and Shanghai (China), San Jose (Costa Rica), Bangalore, Chennai, Gurgaon, Mumbai, Nashik, Pune, Noida and Vizag (India), Manila, Iloilo and Alabang (the Philippines), Gydnia (Poland), Bucharest and Constanta (Romania), Cape Town, Johannesburg, Durban and Port Elizabeth (South Africa), Colombo (Sri Lanka), Zurich (Switzerland), Istanbul (Turkey), Ipswich, Manchester and Mansfield (the UK), Spain and Columbia, South Carolina, Pittsburgh, Pennsylvania, Bellevue, Washington, Boston, Massachusetts, Houston, Texas, and Albany, New York (the US).

Our capital expenditures in fiscal 2020, 2019 and 2018 amounted to $27.9 million, $32.3 million and $33.7 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. Given the current lack of visibility due to the ongoing COVID-19 pandemic, we are not in a position to provide an estimate for our expected capital expenditure needs in fiscal 2021. 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, 2020, we had commitments for capital expenditures of $9.6 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 $5.0 million in India, approximately $3.6 million in Philippines, approximately $0.2 million in South Africa, and approximately $0.8 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.

Recent Developments

In response to the ongoing COVID-19 pandemic, we have implemented a number of strategic business initiatives designed to protect the health and safety of our employees, maximize our ability to service our clients, and manage the financial impacts to our business. For further information on COVID-19's impact, see "Part I — Item 5. Operating and Financial Review and Prospects — Global Economic Conditions — Impact of COVID-19."

Employee Health and Safety

We have taken the following measures to protect our employees:

- Established a command and control center for communication and coordination across the organization;
- Implemented proactive communication, education, and awareness programs on employee health, safety and prevention measures;
- Provided for preventive and detective health measures at our offices, including conducting temperature checks upon entry and providing face masks and hand sanitizers;
- Deployed trained medical staff on our premises;
- Created procedures for cleaning, sanitization and quarantine measures in the event of potential contamination; and
- Adhered to various advice, guidelines and directives of global, national, and local health and governmental agencies, including in relation to travel restrictions, social distancing, quarantines, virus prevention, and medical protocols.

Client Collaboration

We have been working closely with our clients to maximize our ability to service their rapidly changing business requirements, which includes the following:

- Understand the changes to required volumes, so as to prioritize workloads, and modify service levels;
- Obtain our clients' approvals, where necessary, on the adoption of "work-from-home" delivery methods, solution changes, service-level revisions and risk or data privacy waivers; and
- Discuss post-COVID-19 requirements, business needs and engagement models.

Business Continuity

We have activated business continuity programs to help manage our clients' businesses. These programs include a combination of implementing "work-from-home" solutions, allowing work to continue to be provided from our facilities (where possible) and transitioning work to other WNS locations. These solutions have required us to:

- Arrange for equipment (such as laptops and desktops), software and internet connectivity to be available at our employees' homes. This has included moving existing WNS assets, and the renting and purchasing of new assets;
- Organize our information security and IT teams to create revised solutions to address compatibility, data integrity, and risk mitigation issues;
- Address productivity challenges, including those related to infrastructure, bandwidth, and connectivity capabilities; and
- Create alternative transportation and provide accommodation for employees, who have been authorized to work from our facilities.

Financial Impacts

We have seen the following financial impacts to our business as a result of the COVID-19 pandemic:

- Declining business volumes and activity levels for certain clients, resulting in revenue loss for certain services;
- Receiving requests from certain clients for economic relief, including volume reductions, reduced pricing, discounts and extended payment terms;
- Not receiving approval from certain clients for some services to be performed through "work-from-home" models, because of the sensitive nature of the work involved;
- Incurring costs associated with the additional compensation for overtime and the temporary carrying costs of non-productive resources;

- Experiencing reduced employee productivity in some “work-from-home” delivery locations, as a result of information technology or infrastructure challenges, including those related to internet access, connectivity and bandwidth issues;
- Seeing longer sales cycles as a result of business disruption for our clients caused by the COVID-19 pandemic and longer sales cycles, transitioning and ramp-up of new projects because of the inability of our sales, solutions and delivery personnel to travel domestically and internationally;
- Incurring additional costs from our service delivery, resulting from the shift to “work-from-home” delivery models, which include incurring expenses for equipment (such as the rental and purchase of desktops and laptops), providing or solving software, internet and connectivity capabilities or issues, providing hotel and local accommodations, meals and allowances and transportation, and ensuring facility monitoring, sanitizing, cleaning, protection and administration; and
- Facing increased uncertainty, especially with respect to revenue and expense levels, resulting from currency fluctuations driven by the stock market and macro-economic volatility.

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 with more than 400 clients across various industries. Our solutions and capabilities encompass intelligent automation (robotic process automation (“RPA”), artificial intelligence (“AI”) and cognitive computing), natural language processing and machine learning, blockchain, internet of things (“IoT”), business process-as-a-service (“BPaaS”) platforms, embedded analytics and process re-engineering frameworks.

A key element in all our outsourcing engagements is our ability to deliver business value through the co-creation of solutions and products with our clients and strategic partners. This, combined with our client-centric approach, enables us to align our people, processes and delivery network with our clients’ businesses. Our industry-aligned approach helps us provide a specialized focus on each of the sectors that we target, effectively manage our clients’ business processes, and offer customized solutions and business insights designed to improve their competitive positioning. The major industry verticals that we currently focus on are: insurance, diversified businesses (including manufacturing, retail and consumer packaged goods (“CPG”), media and entertainment, and telecommunication or telecom), travel and leisure, healthcare, utilities, shipping and logistics, consulting and professional services, and banking and financial services.

Our cross-industry solutions, common across multiple industries, include customer interaction services, finance and accounting (including procurement), human resource, research and analytics, technology, and governance, risk and compliance services.

We measure our execution of clients’ business processes against multiple performance parameters, and aim to consistently meet and exceed these parameters in order 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 2020, 140 and 132 clients contributed more than $1 million to our revenue and revenue less repair payments (non-GAAP), respectively. In fiscal 2019, 125 and 120 clients contributed more than $1 million to our revenue and revenue less repair payments (non-GAAP), respectively.

As at March 31, 2020, we had 44,292 employees executing business processes for our 401 clients (with each client generating more than $0.01 million in revenue in fiscal 2020).

In fiscal 2020, our revenue was $928.3 million, our revenue less repair payments (non-GAAP) was $896.2 million and our profit was $116.8 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 outsourcing market continues to evolve in response to a disruptive business landscape. While companies are still looking to benefit from process efficiency, cost advantage and labor arbitrage from their BPM solution providers, there is now a broader and more strategic narrative to outsourcing with a strong focus on innovation-led value. As customer experience, data-led insights and digital solutions have become integral to business success, enterprises now expect their BPM solution providers to play a bigger and more profound role in driving transformational outcomes. As companies outsource more of their complex and high-end business processes, the key consideration for them is the ability of the BPM provider to understand their requirements, develop transformational plans, execute intricate, multi-layered process transitions and successfully manage these processes on an ongoing basis. Increasingly, companies with the aim of optimizing processes and improving competitive positioning are demanding higher-value, cost-effective services such as process re-engineering and business transformation from their BPM providers. The increased focus on variable cost structures and the creation of tangible business benefit has resulted in alternative service delivery and pricing models such as transaction-based, outcome-based and subscription models.

While BPM companies continue to address business disruption caused by digital and technological changes and evolving customer expectations, the COVID-19 pandemic has highlighted additional client and provider challenges regarding business continuity. Going forward, we expect the BPM service providers and BPM solutions will need to adapt to pandemic scenarios, addressing business continuity requirements during a crisis as well as co-architecting new and flexible solutions post-crisis.

The COVID-19 pandemic underscores the need for flexible, resilient operating models that enable business continuity during a wide array of adverse situations. The ability to create and implement business continuity and disaster recovery solutions is expected to become an important factor in evaluating BPM providers. BPM companies will be required to leverage a diversified geographical footprint and deliver continuity solutions that will enable clients to maximize operational agility, scalability and sustainability. These solutions are expected to include traditional business continuity models, increased deployment of technology and automation, and the potential for increased adoption of remote work, or “work-from-home,” models.

We believe that as companies look to recover from the impact of the COVID-19 pandemic, clients will increasingly focus their attention on reducing costs, accelerating business transformation and digital adoption, and adopting outcome-based pricing models. We expect that BPM providers will play a key role in helping clients create and digitize end-to-end processes across industries. Delivering customized digital transformation solutions will be required to help reduce operational costs, improve end-to-end customer experience, generate actionable insights, reduce risk, and improve competitive positioning. For further information, see “Part I — Item 5. Operating and Financial Review and Prospects — Global Economic Conditions — Impact of COVID-19.”

In light of the existing 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 several key attributes in a business process management provider, including:

- 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 innovate, 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;
- Technology-enabled services and solutions, including RPA, cognitive computing, intelligent automation, artificial intelligence, IoT, industrial robotics, blockchain, cloud-based offerings and platform-based BPM;
- Robust operational models to swiftly and comprehensively manage disruptions and drive maximum business continuity, underpinned by extensive geographical footprint, a seamless transition methodology, digital ways of working and a strong remote work model;
- 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; and
- Capability to scale employees and infrastructure without a diminution in quality of service.

The recent outsourcing trends have driven BPM providers to be more innovative, strategic and forward-looking in their outlook. Against the backdrop of this changed environment, we believe WNS, with our focused domain, technology and analytics capabilities, guiding principles of co-creation and client centricity, extensive global footprint, robust business continuity planning (“BCP”) methodologies and transformational and re-engineering frameworks, is well positioned to deliver business value to our clients. We offer technology-enabled BPaaS solutions that help companies adapt rapidly to changing business conditions. 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 (“FTEs”)), we offer transaction- and outcome-based pricing models to provide clients with cost flexibility and measurable business benefit.

In fiscal 2020, 33.7% 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 outsourced processes, has now expanded to include complex business processes and higher-value services that involve 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, 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.

The COVID-19 crisis, and its disruptive impact on global businesses, are driving further evolution of the BPM market and highlighting the need for robust business continuity measures. As governments around the world took, and continue to take, stringent measures to contain the spread of the COVID-19 pandemic, including full and partial lockdowns, businesses have faced challenges to adapt. WNS has implemented new processes and delivery solutions to help protect employee health and safety, while maximizing our ability to service our client’s rapidly changing business requirements. For further information, see “Part I— Item 4. Information on the Company — Recent Developments” and “Part I — Item 5. Operating and Financial Review and Prospects — Global Economic Conditions — Impact of COVID-19.”

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, key acquisitions 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 organized our company into business units aligned with each of the industries on which we focus. By doing so, we are able to approach clients in each of our target industries with a combined sales, marketing and delivery effort that leverages our in-depth industry knowledge and industry-specific technology platforms and solutions.

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We have received numerous recognitions for our industry leadership. Our awards and recognitions in fiscal 2020 and 2019 are set forth below:

Vertical-specific Recognitions

Insurance:

- A “Leader and Star Performer” in Everest Group’s Property and Casualty Insurance – Service Provider Landscape with Services PEAK Matrix™ Assessment 2020
- A “Leader” in NelsonHall’s Vendor Evaluation and Assessment Tool (“NEAT”) for Property and Casualty Insurance Business Process Services (“BPS”) 2020
- A “Leader” in Property and Casualty and Life and Annuity Third-Party Administration (“TPA”) Services, and a “Rising Star” in Life and Annuity in Information Services Group’s (“ISG”) Provider Lens™ Digital Insurance BPO Services US Quadrant 2019
- A “Leader” in all four buyer archetypes in ISG’s Provider Lens™ Digital Insurance BPO Services Buyer Archetype 2019
- A “Major Contender” in Everest Group’s Life and Pensions Insurance BPO – Service Provider Landscape with Services PEAK Matrix™ Assessment 2019
- A “Major Contender” in Everest Group’s Non-Life Insurance TPA – Service Provider Landscape with Services PEAK Matrix™ Assessment 2019

Banking and Financial Services:

- A “Leader” in NelsonHall’s NEAT for Digital Banking 2020
- A “Major Contender” in Everest Group’s Financial Crime and Compliance Operations Services PEAK Matrix™ Assessment and Service Provider Landscape 2020
- A “Major Player” in NelsonHall’s NEAT for Transforming Wealth and Asset Management Services 2019
- A “Major Player” in International Data Corporation (“IDC”) MarketScape: Worldwide Business Process Outsourcing for Anti-Money Laundering and Know-Your-Customer Vendor Assessment (December 2019)
- A “Major Contender” in Everest Group’s Banking BPS – Service Provider Landscape with Services PEAK Matrix™Assessment 2019

Retail and CPG Services:

- Ranked number 8 in HFS Research’s Top 10 for Retail and CPG Services 2019

Healthcare:

- A “Major Contender” in Everest Group’s Life Sciences BPS – Service Provider Landscape with Services PEAK Matrix™ Assessment 2019
- A “Leader” in NelsonHall’s NEAT for Healthcare Commercial Payer BPS 2019

Horizontal-specific Recognitions

Customer Interaction Services:

- A “Leader” in NelsonHall’s NEAT for Cognitive Customer Experience Services 2020
- A “Major Contender” in Everest Group’s Contact Center – Service Provider Landscape with Services PEAK Matrix™ Assessment 2019

Finance and Accounting (including Procurement and Supply Chain):

- A “Major Contender and Star Performer” in Everest Group’s Finance and Accounting Outsourcing Digital Capability Platform – Service Provider Landscape with Services PEAK Matrix™ Assessment 2020

Research and Analytics:

- A “Leader” in NelsonHall’s NEAT for Advanced Analytics 2019
- A “Major Contender” in Everest Group’s Advanced Analytics and Insights BPS – Service Provider Landscape with Services PEAK Matrix™ Assessment 2019
- A “Major Contender” in Everest Group’s Data and Analytics BPS – Service Provider Landscape with Services PEAK Matrix™ Assessment 2019
- A “Major Contender” in Everest Group’s Customer Experience Analytics – Service Provider Landscape with Services PEAK Matrix™ Assessment 2019
- A “Major Player” in IDC MarketScape: Worldwide Analytics for Business Operations Services 2019 Vendor Assessment (October 2019)

Procurement:

- Ranked number 6 in HFS Research’s Top 10 for Source to Pay Services 2019
- A “Leader” in NelsonHall’s NEAT for Next Generation Supply Chain Management 2019

Human Resources:

- A “Major Player” in NelsonHall’s NEAT for Payroll 2019
- A “Major Contender” in Everest Group’s Multi-Process Human Resources Outsourcing – Service Provider Landscape with Services PEAK Matrix™ Assessment 2019

Corporate:

- CNBC-TV 18 India Risk Management Awards 2020 in Best Risk Management Framework & Systems – Cybersecurity category
- Nine Stevie Sales and Customer Service Awards 2020:
  - Customer Service Complaints Team of the Year – Business Services Industries (Gold Award)
  - Front-Line Customer Service Team of the Year – Business Services Industries (Bronze Award)
  - Sales Growth Achievement of the Year (Bronze Award)
  - Award for Innovation in Customer Service – Other Service Industries-1 (Silver Award)
  - Award for Innovation in Customer Service – Other Service Industries-2 (Silver Award)
  - e-Commerce Customer Service Award – Other Service Industries (Gold Award)
  - Best Customer Satisfaction Strategy (Silver Award)
  - Best Use of Customer Insight-1 (Silver Award)
  - Best Use of Customer Insight-2 (Bronze Award)
- Innovative In-house Team of the Year at the Asian Legal Business India Law Awards 2020
- Nine Stevie International Business Awards 2019:
  - Executive of the Year – Computer Services for our Group Chief Executive Officer, Keshav Murugesh (Gold Award)
  - Insurance Solution (Gold Award)
  - Artificial Intelligence / Machine Learning Solution (Bronze Award)
  - Customer Service Team of the Year-1 (Bronze Award)
  - FinTech Solution (Bronze Award)
  - Business or Competitive Intelligence Solution (Bronze Award)
  - Business Technology Solution – Other (Bronze Award)
  - Customer Service Team of the Year-2 (Bronze Award)
  - Customer Service Team of the Year-3 (Bronze Award)
- Golden Peacock Global Award for Corporate Governance 2019
- WNS Sri Lanka ranked number 7 amongst Sri Lanka's Top Employers of Chartered Institute of Management Accountants professionals 2019
- Chief Procurement Officer Innovation Award 2019 in the Procurement Innovation category
- Great Learning Data Science Award 2019 for Best Compliance Framework of the Year
- Compliance Leadership Awards 2019 for Best Compliance Framework of the Year
- Top 50 Providers to Know by Spend Matters 2019
- Two Martech Leadership Awards 2019:
  - Best Personalization Campaign
  - Best New Product / Service for a Contact Center
- Three Cape Town BPO Awards 2019:
  - Top Non-technical Innovation
  - Judy Robison, Executive Director of Ucademy (Pty) Ltd, a WNS subsidiary, was named Top GBS Support Professional
  - Priscilla Brink from the human resources team at Ucademy (Pty) Ltd, a WNS subsidiary, won the Top GBS Trainer / Coach Award
- Our Group Chief Executive Officer, Keshav Murugesh, recognized as 'Most Influential Business Leaders of Asia' at the 4th Edition of the Economic Times Asian Business Leaders Conclave 2019
- Golden Peacock Innovation Management Award 2019
- Future of Sourcing Awards for Innovations in the Outsourcing category 2019

Technology:

- IDG CIO’s (a magazine related to technology) 100 Award 2019 – Hall of Fame
- IDG CIO’s (a magazine related to technology) Power List 2019 for the category “Hyper Converged Technology Icon”

Human Resources (“HR”):

- Association for Talent Development Best Award 2020
- Learning and Development Team of the Year Award 2019 – South Africa
- WNS Named in Top 50 for Learning and Development Leadership by People Capital Index 2019

Corporate Social Responsibility (“CSR”):

- Golden Peacock Global Award for Corporate Social Responsibility 2020
- Stakeholder Engagement Award at CSR Summit and Awards 2019
- Stevie International Business Award 2019 for Corporate Social Responsibility Program of the Year – in Asia, Australia and New Zealand (Silver Award)

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

We seek to focus our service portfolio on more complex processes and solutions, and to 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 high-end finance and accounting services, including strategic sourcing through supply chains, transformation services, technology-enabled offerings and analytics capabilities. We also provide a wide array of industry-specific solutions, which cut across these 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 business process management 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 business solutions to the marketplace. These technologies include RPA, cognitive computing, machine learning, artificial intelligence, and natural language processing. We believe that technology-enabled "automated" solutions will enable us to 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 a cloud-based infrastructure.

Proven global delivery platform

We deliver our services from 61 delivery centers in 12 countries around the world, located in China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Spain, 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 and allows us to access local talent pools around the world.

Our 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 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 full-time equivalent-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 33.7% in fiscal 2020, 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 (farmers). 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.

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
- Adapting to the changes due to COVID-19 and engaging with clients to continue transitions, despite lockdowns in various geographies, by leveraging on a remote training model.

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" 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."

The learning organization comprises the following building blocks:

i. Learning Academy ("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.

ii. Digital Capability Building:

 a) **WNS Education**: In line with the digital transformation strategy, WNS Education (a niche arm of the LA) strives to create bespoke certifications for capabilities that are not readily available either in the education system or the industry. WNS Education aims to achieve the following:

  - Building capabilities to lead digital transformation in the BPM space;
  - Raise the organization's digital quotient;
  - Prepare workforce as digital natives; and
  - Re-purpose and re-skill the workforce since BPM-specific education is not available in the ecosystem.

 b) **Digital Future ("DiFu") Digital Competency Framework**: This is a digital readiness assessment platform that helps employees assess their digital competencies based on their role and enables them to undertake a learning and skill-upgrading journey. The objective is to create a future-ready workforce through customized digital training. Recently, DiFu was launched for employees at the leadership level.

 c) **Immersive Learning Experience On-Demand ("GLINT"):** This is an AI-led digital learning and knowledge platform comprising tailored modules mapped to specific business requirements. GLINT facilitates an environment of knowledge sharing and peer-to-peer learning, helping to drive collaboration among employees.

iii. Domain University: The process and domain training team addresses process orientation, new hire training, basic soft skills training and refresher courses for various processes within the business vertical through an online portal called "Domain University." WNS has strong offerings in travel, insurance, healthcare and banking and financial services. Hence, the Domain University was conceptualized to focus on consolidating, building and sharing our domain knowledge.

iv. Center of Excellence ("CoE"): WNS has a CoE that focuses on nurturing and developing the future leaders of the organization:

 - Aspire Plus: A specially curated program for top talent at leadership levels in WNS. These employees are taken through a specially designed journey which includes, among others, tie-ups with reputed academic institutes, speaker sessions and live projects, all of which are aimed to give the organization a strong talent pipeline at the leadership level.
 - Centurion: This is a talent development program for future women leaders. It is an initiative to proactively identify and nurture women employees from the frontline manager population to build their capabilities for the next role and create an enabling environment for career opportunities.

v. Business Process Excellence and Transformation ("BPET") Learning Center: The BPET learning center focuses on building capability to transform process quality. This team teaches process improvement through certifications such as "Six Sigma," "Lean," and "Kaizen" methodologies.

vi. Developing Research and Analytics Capability – Mastermind: Mastermind training program is a series of dedicated technical trainings customized for certain employee role band levels that perform work relating to research and analytics. This initiative is primarily geared towards enhancing our employees' research and analytics capabilities.

vii. Culture Building and Transformation – Millennial Council: This is an initiative where our most junior employees get an opportunity to work closely with senior leaders in the company. The council members are tasked to help the WNS brand stay in alignment with changing trends.

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, over 20 years of experience in diverse industries, including in the business process and information technology 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

Our objective is to further strengthen our position as a leading global business process management provider and continue to be a partner of choice for our clients. We seek to increase our client base and expand our existing relationships. We intend to achieve this through deep industry expertise, our ability to develop trusted client relationships and by being a strategic partner to support our clients' business strategies and transformational requirements. We continue to invest in domain expertise, digital capabilities including data and analytics, technology, customer experience, intelligent automation, agile execution, and employees to serve our clients better. We also intend to make select acquisitions to fill capability gaps.

We have made significant investments to accelerate our growth. These investments include:

- Expansion and re-organization of our sales force and the development of onshore digital transformation teams, so as to be closer to our clients and address their business challenges and needs;
- Expansion of other sales channels including the development of new partnerships and alliances, and broadening our engagement with outsourcing industry advisors and analysts;
- Increase in the range of services and solutions offered to our clients across different industries and business functions, including services to assess, design and execute digital transformations such as:
    - Building industry-specific and cross-industry digital BPM solutions, and augmenting our digital and automation capabilities through strategic collaborations and targeted acquisitions;
    - Building our analytics capabilities through internally developed intellectual property, strategic collaborations and acquisitions; and
    - Applying agile approaches to support the design and delivery of our customer services, including the use of targeted operating model design, CoE or shared services approaches, business process re-engineering (such as value stream mapping, Lean or Six Sigma initiatives, and process modernization and standardization), customer experience and design thinking.
- Increasing expertise, and management and digital capability of our workforce;
- Expansion of our global delivery platform; and
- Focused strategic acquisitions to improve our capabilities.

The key elements of our growth strategy are described below:

Increase business from existing clients and new clients

We have organized our company into vertical business units and were the first BPM company in the industry to do so. Our sales force of 114 members as at March 31, 2020, provides broad sales coverage and management experience. Our sales force is organized into two groups, one focused primarily on expanding existing client relationships ("farmers") and another focused on adding new clients ("hunters").

We seek to expand our relationships with existing clients by cross-selling new services (such as technology-based and analytics offerings), moving up the value chain, and expanding into other lines of business and geographies within each client. Our account managers and "client-partners" have industry-specific knowledge and expertise, and are responsible for maintaining a thorough understanding of our clients' strategies and outsourcing roadmaps, as well as identifying and advocating new business solutions and outsourcing opportunities. As a result of this strategy, we have built a strong track record of extending the scope of our client relationships over time.

For new clients, we seek to provide value-added solutions by leveraging our deep industry knowledge built on the back of process expertise, digital enablement, data and analytics, and digital transformation solutions. As a result of our capabilities and industry vertical go-to-market approach, we have been able to compete effectively for new opportunities.

Reinforce leadership in existing industries

Through our industry-focused operating model, we have established leading business process management practices in various industry verticals and business sectors. We intend to leverage our knowledge of the following industries to penetrate additional client opportunities: insurance; diversified businesses (including manufacturing, retail, CPG, media and entertainment and telecom); travel and leisure; healthcare; utilities; shipping and logistics; consulting and professional services; and banking and financial services.

To complement our industry-focused approach, we continue to invest in digital capabilities (including data and analytics, customer experience, artificial intelligence, intelligent automation and other new technologies), agile execution and talent with the goal of expanding our business and acquiring industry-specific expertise to improve our service offerings across industries.

Provide higher value-added services

The BPM market is continuing to evolve, bringing the ability to foster innovation and transformation into sharp focus. Enterprises now increasingly expect their BPM providers to play a strategic role in driving business transformation centered around digital, customer experience and data-driven intelligence. In line with the larger shifts, we are enhancing our client value proposition by leveraging our extensive domain expertise; our portfolio of higher-value services such as our finance and accounting services, research and analytics services, transformation services and technology-enabled solutions; and our flexible pricing models. We expect that as the BPM market further matures, the demand for industry-specific services and non-linear pricing models will increase. Accordingly, we have made significant investments in both these areas which we expect will give us a competitive advantage. We intend to broaden the scope of our higher-value service offerings to capture new market opportunities. By delivering a wider portfolio of higher-value services to our clients, and migrating them towards transaction and outcome-based pricing models, we aim to move up the value chain with our clients and thereby enhance the size, strength and profitability of these relationships.

Our constant focus has been on building capabilities and product offerings around analytics, and technology and digital process models supporting targeted industry sectors. We are proactively addressing the shift to technology, analytics and automation through a combination of strategic collaborations, acquisitions and internal capability development. Our analytics practice, comprising data scientists, researchers, and artificial and machine learning experts, is well positioned to empower clients with a host of solutions including “Infra to Insights” (that is, data ingestion, harmonization, analysis and visualization), advanced analytics, domain-led analytics and analytics-as-a-service offering. We have also set up an “Analytics Innovation Center” to quickly experiment with the latest analytics technologies in developing end-to-end modularized digital solutions. We are constantly updating our suite of comprehensive digital BPM solutions to keep up with the ever-changing technology needs of our clients (especially in the area of next-generation technologies including robotics, cognitive automation, artificial intelligence, blockchain and IoT) by developing comprehensive enterprise technology platforms as well as plug-and-play solutions to suit client needs.

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 new 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. Our proactive response to COVID-19 included actions taken quickly to initiate BCP, rapidly transitioning to “work-from-home” models and continuing to collaborate closely with our clients. We also believe that we have benefited from strong word-of-mouth references that have helped us to scale our business. We are actively increasing our efforts to enhance awareness of the WNS brand in our target client and employee markets. To accomplish this, we have a dedicated global marketing team comprised of 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, and other initiatives that create enhanced visibility of the WNS brand and establish WNS’ thought leadership capabilities in the BPM industry. Given COVID-19’s impact, we have augmented our digital engagement by leveraging various platforms to further enhance our brand presence. 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 process.

Expand our delivery capabilities

We currently operate from 61 delivery centers located in 12 countries around the world. In fiscal 2020, we expanded our delivery capacity by 2,015 seats or approximately 6.1% of our capacity at the end of fiscal 2019. We will expand our global delivery capability through additional delivery centers in onshore, nearshore and offshore locations as well through collaborations with other providers, based on client demand and market trends. This approach will allow us to offer our clients maximum value and flexibility, as well as gain access to potential clients and markets that may have specific delivery requirements or constraints.

Broaden industry expertise and enhance growth through selective acquisitions and partnerships

Our acquisition strategy is focused on adding new service offerings and digital capabilities (including analytics, technology-enabled automation tools and platforms, artificial intelligence), deeper industry expertise, and geographic delivery presence. Our acquisition track record demonstrates our ability to integrate, manage and develop the specific capabilities we acquire. One of our key objectives is to continue to pursue targeted acquisitions in the future and rely on our integration capabilities to expand the strategic positioning and growth of our business.

Business Process Management Service Offerings

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

- Insurance;
- Diversified businesses (including manufacturing, retail, CPG, media and entertainment, and telecom);
- Travel and leisure;
- Healthcare;
- Utilities;
- Shipping and logistics;
- Consulting and professional services; and
- Banking and financial services.

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 customer interaction services, finance and accounting (including procurement), research and analytics and technology services. In addition, our global transformation practice offers higher-value services such as transformation 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 business process management 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.

Vertical Business Units:

Insurance

Our insurance services (actuarial and non-actuarial) are structured into lines of business offerings customized for multiple sectors within the industry. We cater to a diverse and sizeable number of clients globally, and have significant experience across a broad range of insurance product lines.

The key insurance industry sectors we serve include:

- Life insurance and annuity providers;
- Property and casualty insurance providers;
- Reinsurers;
- Insurance and reinsurance brokers and managing general agents;
- Loss assessors;
- Motor insurance companies;
- Self-insured auto fleet owners; and
- Lloyds of London Market.

We offer a range of next-generation solutions such as digital accelerators that seek to enable continuous innovation by leveraging on human-machine interactions. This solution is designed to help in future process design and capacity planning, documentation, training, re-engineering and automation. Skense™, our proprietary data extraction and contextualization platform, leverages machine learning to extract data insights from any document structure and feed into downstream systems. It can be utilized across the value chain (by insurers and brokers) with the view to driving efficiencies and speed-to-market. Our advanced mobility solution, “Broker Connect,” is designed to meet the requirements of insurance brokers and financial advisors. It has features such as real-time status update / push notifications on new policy set-up as well as policy amendments. In addition, our digital claims application allows for real-time notification of claims, thereby providing immediate support to customers involved in motor accidents. Our offerings also include the eAdjudicator® tool that automates the end-to-end adjudication process of various types of claims. It is powered by RPA and analytics, and improves the insurer’s claims settlement rate with enhanced efficiency and accuracy. We also offer “WNS IPAS,” an insurance policy administration system integrator that provides a unified view of operations spread across multiple geographies with the real-time distribution of work to manage high-transaction volumes. Our “Claim Lodgment IntelliBot,” a text analytics and automation tool, enables automated e-mail claim lodgment from unstructured data, leveraging natural language processing and text mining combined with robotics. Our new blockchain offering “VeriChain” is a smart contract blockchain solution which addresses the challenges of document trails in multi-party syndication exchanges and provides a fool-proof audit trail of back-and-forth communications. We also have “WinBot” in our suite of solutions. WinBot is a self-serve chatbot, with a deep machine learning (“ML”) core that improves the knowledge base and ability of the chatbot to respond to the increasing complexities of customer interactions.

As at March 31, 2020, we had 11,019 employees working in this business unit. In fiscal 2020 and 2019, this business unit accounted for 27.7% and 26.6% of our revenue, and 25.2% and 25.2% of our revenue less repair payments (non-GAAP), respectively.

The following table illustrates the key areas of services that we provide to clients in this business unit:

Insurance – Service Offerings

Property and Casualty	Actuarial	Analytics	Life and Annuity
Sales and service, underwriting and support, policy administration, risk and compliance, premium / billing management, claims management, actuarial services, research and analytics, shared services (procurement and claims, supply chain, finance and accounting, technology support, HR and payroll, consulting services), customer service (voice and non-voice), platform consulting and implementation support, consulting and transformation services (automation, business process re-engineering, digital)	*Actuarial services in life insurance*: In-force model projections / reporting, financial modeling, product management and pricing, capital management, asset liability management; *Actuarial services in property and casualty insurance*: Reserving and claims analysis, solvency II (a regulatory framework applicable to insurance companies) and capital modeling, pricing and underwriting support, catastrophe modeling	Claims analytics, subrogation and recovery analytics, fraud analytics, customer analytics, broker analytics, underwriting analytics, reserve estimation, risk selection and analytics, speech analytics, pricing analytics, digital analytics SocioSEER™, Brandttitude®, Skense™, Agilius™, data mining and management services, reporting, dashboarding and visualization, data science and predictive modeling across claims, and claims liability decision tool	Sales and service, underwriting and support, policy administration, risk and compliance, premium / billing management, claims management, actuarial services, research and analytics, shared services (finance and accounting, technology support, HR and payroll, consulting services), closed book, customer service (voice and non-voice), consulting and transformation services (automation, business process re-engineering, digital)

Diversified Businesses (including Manufacturing, Retail, Consumer Packaged Goods, Media and Entertainment and Telecom)

We deliver comprehensive BPM services for diversified businesses, including manufacturing, retail, consumer packaged goods, media and entertainment, and telecom.

As at March 31, 2020, we had 4,431 employees in this business unit. In fiscal 2020 and 2019, this business unit accounted for 16.5% and 17.6% of our revenue and 17.1% and 17.9% 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. The key manufacturing sectors that 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.

The following table illustrates the key areas of services provided to clients in this business unit:

Manufacturing—Service Offerings

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

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.

The key retail and CPG companies that we serve include:

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

Our services are supported by a research and analytics platform, WADE℠, 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.

The following table illustrates the key areas of services that we provide to clients in this business unit:

Retail and Consumer Packaged Goods—Service Offerings

Strategy Solutions	Customer Service Solutions	Supply Chain Solutions	Revenue Management Solutions	Content Services	Shared Services
Market entry strategy, balancing portfolio investments, consumer and market insights, innovation strategies, power brand strategy, marketing spending optimization	Omni-channel (phone, e-mail, fax, website, live chat, social media) customer relationship management	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	Planning and execution of transaction and interaction-based campaign strategies, loyalty management, credit control and collections	Product catalogs, user-generated content moderation, digital content protection, web / print content, website analytics and optimization	Finance and accounting services, statutory and compliance support, sourcing and procurement services, human resource services, IT service desk and application support

Media and Entertainment: Our media and entertainment offerings are designed to help our clients create new revenue streams, capitalize on emerging digital opportunities, harness new-age consumers to their advantage and boost margins. The key media and entertainment sectors that we serve include:

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

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 in delivering new-age cost-effective solutions to clients in this industry.

The following table illustrates the key areas of services that we provide to clients in this business unit:

Media and Entertainment—Service Offerings

Strategy Solutions	Digital Operations and Royalty Management Solutions	Sales, Marketing and Distribution Solutions	Customer Service Solutions	Content Services	Shared Services
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	Omni-channel (phone, e-mail, fax, website, live chat, social media) customer relationship management	Product catalogs, user-generated content moderation, digital content protection, web / print content, website analytics and optimization	Finance and accounting services, statutory and compliance support, sourcing and procurement services, human resource services, IT service desk and application support

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. With end-to-end BPM services, our 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 analytics, technology, domain and process expertise that enable our clients to achieve cost efficiencies and drive sustainable growth strategies. The following table illustrates the key areas of services that we provide to clients in this business unit:

Telecommunications—Service Offerings

Customer Acquisition	Order Provisioning and Order Management	Operations and Customer Relationship Management (“CRM”)	Shared Services
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 interaction services, logging and monitoring service requests, CRM analytics, collection analytics, web correspondence, IT customer care (global service desk)	Finance and accounting services, statutory and compliance support, sourcing and procurement services, human resource services, IT service desk and application support

Travel and Leisure

We deliver end-to-end services to clients across the travel and leisure industry value chain. We provide a wide range of scalable solutions that support air, car rental, hotel, cruise lines and packaged travel and leisure services offered by our clients. The key travel and leisure industry verticals that we serve include:

- Airlines and airports;
- Travel agencies, including online travel agencies, tour operators and travel management companies;
- Global distribution systems (“GDS”) providers;
- Car rental companies and motor clubs; and
- Hotels and cruise lines.

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As at March 31, 2020, we had 10,995 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 2020 and 2019, this business unit accounted for 18.0% and 17.4% of our revenue and 18.6% and 17.8% of our revenue less repair payments (non-GAAP), respectively. The following table illustrates the key areas of services that we provide to clients in this business unit:

Travel and Leisure—Service Offerings		
Front-office	**Mid-office**	**Back-office**
Reservations / sales, fares support, multi-channel customer interaction, mishandled baggage management, disruption management, loyalty program management	Fare filing and distribution, revenue integrity, fulfillment services, refunds processing, fraud management, cargo operations support, contract loading, content management	Finance and accounting, procurement, revenue accounting, human resource management, cabin crew management, helpdesk, training, project management

*Research and analytics***:** Loyalty analytics, customer interaction service analytics, commercial intelligence, flight operations, pricing and revenue management

*Robotic process automation***:** Process automation of contact center, finance and accounting and industry-specific functions combined with artificial intelligence and machine learning

*Business process consulting***: S**hort-term, engagement-based consulting service with a focus on business process re-engineering

Technology Platforms:

The following technology platforms are designed to improve passengers' and guests' experience:

- RePAXSM: Automated flight disruption management solution;
- Unison: End-to-end omni-channel customer interaction journey platform powered by advanced analytics, natural language processing techniques and proprietary machine learning algorithms;
- SpIQ (Speech IQ)**:** Speech analytics tool;
- GuestKonnectTM: Omni-channel customer interaction analytics;
- SocioSEER™: Social media analytics platform; and
- InTouchTM: Social media engagement platform.

The following technology platforms are designed to uplift revenue**:**

- Verifare Plus 3.0®: Fare audit tool;
- SmartPro®: Interline audit tool;
- Protect 360TM: Integrated solution for end-to-end airline revenue integrity;
- Rapid Refund: Refund automation; and
- AnciFly: Ancillary revenue analytics engine.

The following technology platforms are designed to improve efficiency:

- QbaySM: Multi-GDS platform for queue management;
- Qmail: e-mail categorization solution based on artificial intelligence and machine learning;
- GDS Interconnect: Integrates multiple GDSs in a single graphical user interface;
- Auto Even Exchange: Reissue of tickets due to schedule changes; and
- WinBot: Chatbot solution.

The following technology platform is designed to improve operations control:

- Commercial Planning Suite: An integrated revenue analytics platform; and
- Skense™: Cognitive data capture and processing platform to drive automation.

We also collaborate with third-party global technology solution providers with a view to enhancing customer experience with innovative service offerings in chatbots and omni-channel customer relationship management.

Healthcare

We deliver end-to-end BPM services across the healthcare industry value chain. We offer services that are designed to enable our clients to reduce administrative costs through process transformation, automation and robotics. Our services also seek to help clients enhance their quality of care by driving improved compliance with clinical pathways and derive deeper insights for better decision-making through advanced analytics. The healthcare industry segments that we serve include:

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

We are well-positioned in the pharmaceutical and biopharmaceutical industry with research and analytics expertise to support drug development and commercial services. For this, we leverage Integrate Edge (a cloud-based, fully customizable competitive intelligence platform), Agilius™ (a proprietary cloud-based business intelligence self-serve analytics platform), SocioSEER™ (a unique 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 additional value to our clients.

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 and 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. Our Analytics Knowledge Center comprising more than 800 analytics experts leverages its deep pharma domain knowledge, strong analytics capabilities and proprietary frameworks to deliver actionable business insights to leading pharma companies.

As at March 31, 2020, we had 4,029 employees in this business unit. In fiscal 2020 and 2019, this business unit accounted for 15.8% and 15.3% of our revenue and 16.4% and 15.6% of our revenue less repair payments (non-GAAP), respectively. The following table illustrates the key areas of services that we provide to client segments in this business unit:

Healthcare—Service Offerings				
Providers	**Payer**	**Durable Medical Equipment Manufacturers**	**Enterprise Shared Services**	**Pharmaceutical and Consumer Health**
Revenue cycle management, medical coding, bill preparation, receivables management, payment posting, debt analysis	Claims administration, member and provider services, clinical support, 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)	Billing and submissions, 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 interaction services	Competitive intelligence, pipeline analysis, product profiling, key performance indicators (“KPI”) reporting, epidemiology analysis, market opportunity assessment, social media analysis, key opinion leader (“KOL”) research, modeling and tool building support, pricing analytics, patient data analytics, market mix model, big data platform development, data governance

Utilities

We are a leading utilities BPM service provider, with domain expertise across the utilities value chain — generation, transmission and distribution. Our service portfolio supports utility companies catering to the residential, industrial, and small and medium enterprise (“SME”) segments.

The key energy and utilities industry sectors we serve include:

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

As at March 31, 2020, we had 3,172 employees working in this business unit. In fiscal 2020 and 2019, this business unit accounted for 6.3% and 7.0% of our revenue, and 6.5% and 7.1% of our revenue less repair payments (non-GAAP), respectively.

We are a strategic outsourcing provider for clients from the US, the UK, 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 offerings spanning meter-to-cash services (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 companies globally have helped us develop geography- and industry-specific domain expertise and capabilities in the above-mentioned service segments. Our service delivery is enabled by 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, asset management, FAO services (including procurement services), debt management and other enabling services, such as meter reading, bill printing and digital support services (including smart metering). We offer platform integration, application integration, data integration, process integration, component integration and system integration capabilities to enhance process management through technology-enabled platforms. We also work with clients to provide a single view of the customer, using social media analytics and big data analytics across multiple channels. Our analytics offerings include data mining of structured and unstructured data, speech and text analysis, and debt management analytics with a view to increasing customer satisfaction, helping our clients acquire more customers and improving cross-sell, up-sell and collection rates. Our offerings in RPA, AI and ML include feasibility studies to identify processes, build solution design and develop codes to automate processes for deployment in live environments.

The table below illustrates the key services that we provide to our utility clients:

Utilities				
Digital Meter-to-Cash Revenue Cycle Operations	**Customer Management**	**RPA, AI and ML**	**IT Solutions**	**Research and Analytics**
Managing 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	Sales CoE encompassing customer acquisitions, retention, enhancement, cross- selling / up-selling, customer care – queries, correspondence, asset management	Feasibility studies to identify processes, build solution design, develop codes to automate processes for deployment in live environments	Document control and digitization, master data management, enterprise resource planning (“ERP”) implementation and support, digital meter-to-cash – business-process-as-a-service, workflow, support for SAP implementations and Webchat CoE	Data mining, decision support services, smart collections covering propensity to pay, customer analytics – segmentation, lifetime value analysis, net promoter score (“NPS”) analysis, speech analytics and text analytics

Shared Services	
Finance and Accounting, Supply Chain Management and Procurement	**Human Resource Management**
E-sourcing, vendor rationalization, supplier management, procurement optimization, sourcing, procure-to-pay (“P2P”) transactions, supply chain analytics, order-to-cash (“O2C”) transactions and record-to-report	Administration support and payroll services

Shipping and Logistics

We maintain a strategic focus on the shipping and logistics BPM market. This is demonstrated through our organizational structure, wherein we have a dedicated shipping and logistics vertical that caters to more than 20 leading logistics brands (including several Fortune 500 companies). We have approximately 3,500 trained and dedicated logistics professionals servicing these companies. Our clients represent several sub-verticals within the shipping and logistics market, including global air express, ocean shipping, freight forwarding, non-vessel operating common carrier, trucking and rail road. The services we provide to our clients spans the entire shipment life cycle, such as booking, documentation, core operations support, customer services, finance and accounting, customer interaction services, business technology and data analytics.

We have a long-term strategic focus on developing and deploying new-age technology, tools and platforms that are designed to create sustainable cost and quality advantage for our clients:

- Malkom™ is an AI- and ML-enabled optical character recognition billing platform that is designed to digitize and automate approximately 60 to 70 percent of a bill of lading with a front-end application;
- IMX is an AI- and ML-led cognitive data capture and processing solution that is designed to extract data from multiple structured and unstructured data sources, and thereby eliminate human interventions and digitize back-office processes; and
- Shipping Automation Blue Print: Automation -as-a-Service integrates automation, analytics and AI to provide intelligent process automation across the shipping management value chain of sales and marketing, customer service, operations, export and import documentation, finance and accounting, and human resources. It is designed to bring the domain and digital together to simulate human intelligence in addressing a wide array of requirements in the shipping industry and ensuring seamless future-readiness.

We leverage our analytics expertise in combination with our strong 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. Our analytics platforms such as Agilius™, Fintinel and SocioSEER™ are being adopted by our clients with the goal of gaining deep business insights. The key shipping and logistics industry sectors that we serve include:

- Global express and courier companies;

- Ocean sector – non-vessel operating common carrier, ocean liners, ports and terminals and shipping agencies;
- Trucking sector – less-than-truckload, full truckload, truck rental and leasing, compliance, safety and accountability companies;
- Third and fourth-party logistics;
- Car and roll-on / roll-off carriers; and
- IT companies in the logistics sector.

As at March 31, 2020, we had 3,390 employees working in this business unit. In fiscal 2020 and 2019, this business unit accounted for 6.0% and 6.2% of our revenue, and 6.3% and 6.3% of our revenue less repair payments (non-GAAP), respectively.

The following table illustrates the key areas of services provided to clients in this business unit:

Sales and Marketing	Customer Service	Document Processing	Shipping and Logistics Operations Support	Finance and Accounting	Research and Analytics	Technology Services
Tariff filing and maintenance, rate quotes, service contract / rate agreement creation and maintenance, master data management	Customer file and debtor file administration, customer helpdesk, booking desk-phone / e-mail / electronic data interchange, web rating	Exports and imports bill of lading, processing and data entry, advance manifest processing, freight audit, billing and invoicing, vessel closures, imports, import data quality process / checks, arrival notifications import general manifest filings with delivery order issuance, customs document processing, verified gross mass updating	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 and equipment control	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	Metrics realization and analysis, network design and optimization, transport management, shipping performance management, tonnage analytics, carrier sourcing analytics, fleet analysis and maintenance, corporate management, revenue analytics, reverse logistics analytics, revenue analytics, distribution center analytics	Digitization service provider, intranet support, claims management, data hubbing, e-commerce registration, e-learning module content management, e-learning module content creation

Consulting and Professional Services

Our consulting and professional services ("CPS") business unit's objective is to help clients differentiate and outperform in their industry by leveraging industry-specific knowledge and domain expertise. We currently service more than 25 clients from our key delivery centers in India, Romania, China, the Philippines and Sri Lanka.

Our CPS business unit offers an array of services to a range of client sectors in consulting and professional services. These sectors include:

- Content and information publishers;
- High technology ("Hi-tech") firms;
- Legal services firms;
- Executive search firms;
- Real estate service firms; and
- Marketing service providers.

As at March 31, 2020, we had 2,372 employees in the business unit. In fiscal 2020 and 2019, this business unit accounted for 5.4% and 5.5% of our revenue, and 5.5% and 5.6% revenue less repair payments (non-GAAP), respectively.

We provide a wide range of services from complex business and financial research and analytics to very simple data management operations. Besides providing shared services support to our clients for functions such as finance and accounting, human resource management, customer support, procurement and IT and infrastructure management, we provide the following domain-specific offerings:

Content and Information Publishers	Hi-tech Firms	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	Customer interaction services, consultative selling, sales CoE, content management, data engineering and governance, data advisory, CRM and web analytics, digital marketing, finance and accounting, human resources and procurement 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, personal injury support
Executive Search Firms	**Real Estate Services Firms**	**Marketing Service Providers**
Sourcing and pre-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, business executive support	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	Industry, company and product research, market research operations, market research analytics, shopper and CRM analytics, web / digital analytics, campaign management and analytics, database management, digital content management and production support (designing and development)

Banking and Financial Services

Our banking and financial services practice supports more than 25 leading clients, including large commercial and retail banks, wholesale and retail lenders, wealth advisors, asset managers, hedge funds, financial technology (or commonly referred to as FinTech) organizations and mortgage servicing companies, with a comprehensive suite of business process management 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) solutions.

The key banking and financial sectors that we serve include:

- Retail and commercial banking;
- Mortgage and loans;
- Wealth and investment banking;
- Financial technology;
- Capital markets and asset management;
- Financial advisory firms;
- Financial research and financial market intelligence companies;
- Trade finance; and
- Financial institutions.

As at March 31, 2020, we had 2,277 employees working in this business unit. In fiscal 2020 and 2019, this business unit accounted for 4.4% and 4.5% of our revenue, and 4.5% and 4.6% of our revenue less repair payments (non-GAAP), respectively.

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The following table illustrates the key areas of services that we provide to clients in this business unit:

Banking and Financial Services—Service Offerings

Retail Banking	Commercial Banking	Capital Markets	Mortgage Banking	Fintech
Acquisition: Lead generation and deployment, customer behavioral analysis, campaign management, product development / management and support; *On-boarding*: Application scanning and indexing, account opening, product application processing, detailed documentation review and verification, underwriting / spend limit assignment, welcome calls; *Maintenance and servicing*: Account maintenance, account and general inquiries, customer data maintenance, statement generation, payment processing, funds allocation and return payment processing, complaint handling, fund transfers, remittance, refunds and settlements, billing queries and statement processing; *Collections*: Collections and recovery, skip tracing (that is, locating people who have defaulted on a debt), pre-delinquency management, payment plans; and *Bank Secrecy Act / Anti-money laundering*: Alert elimination, enhanced due diligence, fraud and cyber-crime, politically exposed persons and negative news.	*Trade finance*: Account opening, bills for collection, export bills negotiation, import bills, letter of credit processing, bank guarantee credit limits; *Credit risk management*: Financial spreading, proposal development, reconciliation, credit analysis, collateral management, renewal support, billing and contribution management, audit support; *Cash management*: Funds transfer, trade processing, foreign exchange settlement reporting, reconciliations, accrual calculations, investigations, payment processing, settlement, reference data management, reporting; *Commercial lending*: Account opening, “know your customer,” loan onboarding, documentation, covenant monitoring, billing, statutory accounting. *Treasury services*: Cash management, foreign exchange settlements, bill discounting, rates updates, mark to market, margin allocation; and *Compliance reporting and support:* Assist clients in compliance reporting and complaints analysis.	*Front office*: Financial and business research, investment strategy and modeling, order entry, allocation / rebalancing; portfolio construction support, pitch book support; financial statement spreading (that is, spreading of financial statements using percentages to forecast future financials. It is a process of standardizing the presentation of financials); *Middle office*: Reference data management, cash flow forecasting, risk management, amendments / maintenance of existing data, manual trade allocations, manual trade booking, trade exception / rejection management, trade amendment, trade confirmation, queries handling; *Back office – Accounting*: Expense and income processing, securities lending, corporate actions processing, fund accounting / net asset value calculations, financial reporting, settlement follow-up with clients; *Back office – Asset servicing*: Clearing and settlement, custody / record keeping, stock transfer, collateral management, transfer agency, claims management; and *Back office – Treasury*: Cash management, cash forecasting, payment processing, invoicing / billing processing.	*Originations*: Indexing, pre-underwriting checklist, pre-funding audit, correspondent indexing, title commitment, credit evaluation, contact point verification, disbursals; *Servicing*: Customer service, loan boarding and set-up, adjustable rate mortgage audit, payments processing, assignments and endorsements, lien release, escrow management / periodic analysis, final documents follow up and audit; *Default servicing*: Pre-loss mitigation, foreclosure support, borrower research, operations intake, claims processing, investor reporting, closing and monitoring functions, trial period monitoring (forbearance support), loan modification document preparation; and *Secondary markets services*: Post close audit, due diligence of acquired packets, documentary fulfillment.	*Origination:* Application data entry, document review and verification, account set-up; *Credit evaluation:* Supporting financial research, ability to pay, annual review, collateral monitoring; *Servicing:* Fulfillment of customer requests, complaints, transaction processing exception management, customer account maintenance; and *Advisory services:* Enable robust process controls, operational best practices and effective risk management.

The following table highlights our research and analytics practice tailored to the banking and financial services sector:

Retail Banking	Investment Banking	Commercial Banking	Wealth Management	Asset Management

Loans, cards, profitability, attrition, risk, fraud	Mergers and acquisitions (“M&A”), initial public offerings, private placements	Financial statement spreading, credit appraisal, risk ratings, portfolio construction, portfolio measurement, probability of default, loss given default exposure at default prediction models	Current investment reviews, new business, pitch books, CRM support, fund research, portfolio research	Fixed income, equities, investment strategies, portfolio monitoring
Data Mining and Data Management Analysis of structured and unstructured data across the banking and finance sector, organization of data for retrieval and analysis				
Financial Crime and Compliance Anti-money laundering and know-your-customer (or commonly referred to as “KYC”) verification, suspicious transaction monitoring and remediation, and others				
Reporting, Dash-boarding and Visualization Generation and presentation of data-driven insights, communication tools for analysts				
Model Development and Recalibration Actionable models for optimization of operations and strategic planning, insights for changing market conditions				
Consulting-led Transformation Collaborating with clients on robotic process automation, artificial intelligence and business process re-engineering to optimize costs, increase efficiencies and improve customer satisfaction				

Horizontal Units

Customer Interaction Services

Our customer interaction services leverage a "human-centered" design that seeks to ensure that digital (technology and analytics) is at the core to empower people and simplify processes across domains. The objective is to deliver superior business outcomes and build customer trust. Customer interaction services are offered across our vertical business units.

As at March 31, 2020, we had 12,980 employees in this horizontal unit. In fiscal 2020 and 2019, this horizontal unit accounted for 20.7% and 22.6% of our revenue, and 21.5% and 23.1% of our revenue less repair payments (non-GAAP), respectively.

The following table illustrates the key customer interaction services that we provide:

Customer Interaction Services—Service Offerings		
Services	**Channels**	**Languages**
CoEs: Sales (sales, up-sell or cross-sell), fulfillment (transaction processing, customer retention), assisted digital channels and collections (early stage, late stage, skip tracing (that is, locating people who have defaulted on a debt)) **Journey orchestration** (deflection to digital channels) **Customer experience consulting** **Digital content management:** Digital merchandizing and marketing **Automated customer experience management** **As-a-service models** (quality, training, workforce management) **Analytics** (interaction analytics, customer segmentation, loyalty management, voice of customer, sales analytics)	**Traditional channels**: Interactive voice response, voice, e-mail, short messaging service **Assisted digital channels:** Chat**, s**ocial **m**edia (traditional sites such as Facebook, Twitter, forums, blogs and review sites), digital engagement (mobile, web), asynchronous messaging	We provide support in English globally. Additionally, we offer support in French, Italian, Spanish, German, Arabic and Afrikaans along with over 20 key regional languages across Europe, Middle-East and Africa, Asia-Pacific, North America and Latin America regions

Finance and Accounting

Our finance and accounting service offerings include a comprehensive suite of finance and accounting processes, business process re-engineering, and transformation, including automation and digitalization of finance operations. Finance and accounting services are offered across all our vertical business units. We have experience in delivering large-scale and complex finance and accounting transformation programs, which include:

- Industry-specific accounting processes such as disbursement accounting, royalty accounting, fiduciary accounting, actuarial science, revenue recovery management and airline passenger revenue accounting;
- Source-to-pay procurement, including a full range of strategic procurement capabilities such as advisory and organizational assessment, process improvement, training and capability building, category management, contract management, strategic sourcing, contracting, supplier management, transactional procurement, working capital optimization, payables and spend analytics, financial risk and audit analytics;
- Services across order-to-cash, including order management, supply chain fulfillment support, supply chain management, working capital optimization, receivables and collections analytics, credit risk analytics and revenue assurance;
- End-to-end processes ranging from simple, transaction-based processes (such as journals and reconciliations) to high-end, judgment-intensive processes, such as analytics and treasury;
- Global risk and compliance services such as forensics, background screening and digital credit screening;
- Automation suite for accounting activities, including WNS IP best practices, robotics process automation, embedded analytics and reporting, under the "CFO TRAC" offerings delivered through our proprietary and third-party led solutions enabled through an optimal combination of cloud and hosted platforms;
- End-to-end business transformation through our proprietary "Outperforming CFO Framework" which includes a host of assessment tools such as "Investor Analyst View," "Business Readiness Maturity Model" and "Process Maturity Model." These tools enable objective assessment of not only an organization's processes, technology and people, but also of their ability to respond to business disruptions. Business process re-engineering is powered by "ADAPT," our proprietary methodology that combines the art and science of process, technology, transformation and risk management with a view of enabling us to provide our clients with optimized outcomes;
- Rapid, large-scale transitions;
- Implementation of shared service centers and rationalization of financial systems to optimize and consolidate our clients' information technology platforms; and
- Multi-location, multi-system global finance and accounting consolidation.

As at March 31, 2020, we had 6,708 employees in this horizontal unit. In fiscal 2020 and 2019, this horizontal unit accounted for 22.7% and 21.7% of our revenue, and 23.6% and 22.1% of our revenue less repair payments (non-GAAP), respectively.

The following table illustrates the key finance and accounting services we provide:

Finance and Accounting—Service Offerings

Source-to-Pay	Order-to-Cash	Record-to-Report	Decision Support	Corporate Functions
Sourcing services including strategic sourcing and category management, procurement and administration, invoice / expense processing and payment, accounts payables, accounting and treasury support, month-end close	Master data, credit management, contract management, quote management, order management, billing management, collections and deductions management, cash application, customer request and inquiries, reports and analytics dashboards, revenue assurance	General accounting, fixed assets, general ledger reconciliations, period-end reporting and consolidation, tax filing and reporting, cost accounting, inter-company accounting, statutory reporting	Budgeting, forecasting, variance analysis, management reporting	Treasury, cash management, financial planning and analysis, tax and compliance, decision support, management accounting

Supply Chain Finance	Industry-specific Accounting	Technology Solutions	Governance, Risk, Compliance and Audit Services
Product costing, inventory accounting, manufacturing accounting, supply chain analytics, supply chain fulfillment support	Passenger revenue accounting, revenue audit and recovery, claims management, loan account maintenance, royalty accounting, fiduciary accounting, trip records, freight and fuel charges accounting, cost accounting, franchise accounting, meter reading, pre-payment billing, disbursement accounting	*ERP*: Implementation, hosting, optimization *Bolt-on tools*: Reconciliations – workbench, query management, accounts payable transformation platform with e-invoicing, early payment programs, e-supplier portal, an activity tracking and reconciliation workflow solution called “eClose JE TRAC™”; duplicate record tracker *Enablers*: Mailroom solution, workflow	Governance consulting, risk analytics services, compliance services and audit services

Proprietary Platform:

- Proprietary platform-based service offerings include: “CFO TRAC – Finance and Accounting Automation Suite” and “Xponential – The ERP Card Solution™,” a part of our BizAps P2P solutions. We also have several portals and solutions that are designed to aid collaboration, planning, knowledge management, transition and operations.

Research and Analytics

With more than 2,500 employees, our research and analytics practice helps more than 100 global clients make critical business decisions with data-driven insights. We combine our consultative approach with deep domain knowledge and advanced analytics to provide decision support to our clients. Across the entire "Infra to Insights" spectrum, we offer support to our clients – comprising analytics services from data infrastructure set-up to insights generation, ranging from data aggregation and data processing to visualization of insights and data. This is achieved by leveraging customized big data, machine learning, artificial intelligence, social media analytics and advanced analytics solutions to drive digital transformation, better customer understanding, improved marketing efficiencies, and risk reduction.

Our industry analytics portfolio spans various verticals, including retail and CPG, healthcare, hospitality, travel, banking and insurance, utilities and other emerging industries.

Our integrated business analytics services provide focused solutions to clients and seek to create long-term business value. We employ our proprietary frameworks, products and techniques based on the business context to generate actionable insights, focus on operational goals of quality and efficiency, and aid transformational initiatives. Our "Analytics Innovation Center," a specialized research and development-focused unit comprising data scientists and leading analytics experts, develops cutting-edge solutions, products and capabilities with the view to enhance our clients' returns on their analytics investments.

Continued investments in AI / ML have helped create innovative solutions and products. In an increasingly blended digital and analytics ecosystem, new capabilities and products in areas such as personalization are helping to improve digital customer experience for our clients.

As at March 31, 2020, we had 2,715 employees in this horizontal unit. In fiscal 2020 and 2019, this horizontal unit accounted for 10.4% and 11.3% of our revenue, and 10.7% and 11.6% of our revenue less repair payments (non-GAAP), respectively.

The following illustrates our key research and analytics products and services:

"Agilius™" is our proprietary big data analytics platform providing end-to-end "Infra to Insights" solutions including data ingestion, integration, storage and analytics coupled with our domain expertise. The platform enables analytics solutions across multiple verticals (retail and CPG, banking and financial services, healthcare, and utilities) and horizontals (procurement, finance and accounting, and customer interaction services).

"SocioSEER™" is our proprietary big-data-enabled social media analytics platform that lets organizations create brand advantage by harnessing the power of social media. SocioSEER™ combines machine learning and deep domain expertise with a view to helping brands proactively manage and outperform their stated goals around brand health, customer centricity and topline growth.

"Skense™" is our proprietary cognitive data contextualization and summarization platform that employs AI / ML algorithms to extract data from multiple unstructured data sources (such as image, e-mail, documents, and spreadsheets) to create structured datasets. Its application extends across multiple industries and various functions, including quality control for fast-moving consumer goods firms, automated financial statement spreading for banks, and medical record summarization for insurance and healthcare firms.

"Imagn™" is our proprietary image analytics platform that employs AI / ML algorithms in multiple use cases designed to improve business process efficiencies. Its objective is to help insurance companies to identify roof-top damages based on images captured by drones and reduce the time to estimate the magnitude and value of damages.

"Brandttitude®" is our proprietary cloud-based big data analytics product designed to track brand performance and perceptions over multiple dimensions across varied data sources to help clients make informed decisions. The product is built using open source technologies on a scalable data harmonization platform. Leading consumer brands are already using this product in a licensing model to identify insights from harmonized data, such as the correlation between weather patterns and brand sales.

"Unison™" is our proprietary multi-channel customer interaction analytics platform that is designed to provide 360-degree customer insights (including insights generated from multiple channels such as social media, e-mail, website, mobile apps, CRM and other offline channels) based on sentiment analysis. It is flexible and scalable to add additional channels of customer interaction and provides actionability and insights through key customer service metrics that are contextualized to specific industries using our proprietary categorization engine.

"InTouch™" is another proprietary intelligent social media, customer service and analytics platform designed to enable quick, automated and customized audience engagement across multiple social media channels, blogs and forums to help drive long-term brand and customer-centricity for clients. The artificial-intelligence-powered platform prioritizes customer interactions according to severity of issues and manages interactions across multiple languages, making it a one-stop solution for intelligently managing customer queries.

Research and Analytics—Service Offerings

AI and ML
- Modeling and algorithm design
- Knowledge discovery
- Cognitive and predictive analytics
- Natural language processing and generation

Big Data and Analytics Consulting
- Strategy roadmap and consulting
- Solution architecture

Data and Information Management Advisory
- Data modeling and integration
- Data engineering and governance
- Data visualization and virtualization

Customer Analytics and Personalization
- Acquisition / retention / cross-sell / up-sell
- Campaign management analytics
- Loyalty management
- Sales and marketing analytics
- Pricing analytics

Digital Transformation and Social Media Analytics
- Social media management
- Web analytics
- Sentiment and text analytics
- Image / video analytics

HR Analytics
- Smarter workforce solution
- Employee satisfaction analytics
- Attrition analytics

Chief Procurement Officer (“CPO”) / Chief Financial Officer (“CFO”) Analytics
- Sourcing and procurement analytics
- Spend / payables analytics
- Supplier capability profiling
- Revenue assurance analytics

Financial Analytics
- Capital asset pricing modeling
- Actuarial and collections analytics
- Budgeting and forecasting
- Working capital analytics

Operations and Supply Chain Analytics
- Contact center analytics
- Customer satisfaction (“CSAT”) / NPS analytics
- Demand and inventory analytics
- Sales and operations planning

Market Research Services
- Competitive research
- Financial research
- Survey programming
- Business intelligence dashboards and reporting

Industry-specific Analytics

Insurance Analytics	Travel and Leisure Analytics	Banking and Financial Analytics
Claims analytics, subrogation analytics, fraud analytics, customer analytics	Loyalty analytics, customer interaction service analytics, commercial intelligence, flight operations, pricing and revenue management, ancillary revenue enhancement analytics, hyper-personalization, affinity and propensity modeling	Data mining and data management: Analysis of structured and unstructured data across the banking and finance sector; reporting, dashboarding and visualization; financial model development and recalibration
Utilities Analytics	**Shipping and Logistics Analytics**	**Healthcare (Pharma and Consumer Health) Analytics**
Data mining, decision support services, collections optimization, customer analytics – segmentation, lifetime value analysis, NPS analysis, predictive analytics, text analytics	Pricing and promotion analytics, market mix modeling, trade promotion optimization, lifetime value and taxonomy assessment, hyper-personalization, customer analytics	Competitive intelligence, pipeline analysis, product profiling, KPI reporting, epidemiology analysis, market opportunity assessment, social media analysis, KOL research, modeling and tool building support, pricing analytics, patient data analytics

Technology Services

"WNS TRAC®," our consolidated suite of comprehensive digital BPM solutions, is differentiated by our deep domain expertise in strategic verticals and process know-how in key horizontal domains that equip us with an ability to identify suitable technology for our clients' business outcomes. The WNS TRAC® solutions are available in the form of (a) all-inclusive and comprehensive enterprise platforms that are a combination of our own IP with key partner products, and (b) as plug and play solutions that are designed to seamlessly integrate with the clients' existing technology environment without the need for a complete overhaul. Also, the solutions are pre-configured with best practices and industrialized accelerators designed to drive implementation around social, mobility, analytics, cloud, robotics and intelligent automation, with a host of deployment options and commercial models to choose from. We are also working on several next-generation technologies such as cognitive automation, artificial intelligence, blockchain and IoT, to address emerging client demands.

From consulting to application management and operations, WNS TRAC® drives seamless technology deployment across the business process lifecycle with a view to achieving sustained growth and profitability.

As at March 31, 2020, we had 301 employees in this horizontal unit. In fiscal 2020 and 2019, this horizontal unit accounted for 1.4% and 1.6% of our revenue, and 1.5% and 1.6% of our revenue less repair payments (non-GAAP), respectively.

The following table illustrates our industry-specific and cross-industry solutions available as part of WNS TRAC®:

WNS TRAC®
Industry-specific solutions

Travel	Insurance	Healthcare	Shipping and Logistics	Utilities	CPG and Retail
• "Verifare" – Fare audit solution • Interline proration queue management • Commercial planning suite	• Insurance-in-a-box (a platform and business process management as-a-service target operating model) • Mobile-enabled first notice of loss • "eAdjudicator®"	• O2C for medical device manufacturing • Pharma analytics • Clinical care management	• Malkom (Less-than-truckload billing transformation solution) • Enterprise solution for shipping and logistics	• Meter-to-cash solution • Smart metering solution	• Supply chain solutions • Deductions and warranty management

WNS TRAC®
Cross-industry solutions

Solutions for Chief Financial Officers
- Procure-to-pay solution
- Order-to-cash solution
- Record-to-report solution
- Reporting and analytics

Solutions for Chief Procurement Officers
- Source-to-contract
- WNS Procurement Card solution
- WNS supplier portal
- WNS spend analytics

Analytics
- SocioSEER™
- Brandttitude®
- Agilius™
- Big data solutions

Digital Customer Interaction Services
- WNS interaction analytics
- WNS omni-channel solution
- Robo-advisor / Chatbots
- Voice bots

Robotic Process Automation
- RPA consulting
- Enterprise RPA CoE
- RPA-as-a-service
- RPA implementation and support

Cognitive / AI
- Unstructured document processing
- Infringement identification for media
- Event review for shipping and logistics
- Fraud detection for insurance

Blockchain
- Insurer-broker risk syndication solution called "VeriChain"
- Shipment management on TradeLens (an open and neutral supply chain platform underpinned by blockchain technology)
- Payment reconciliation for finance and accounting

Sales and Marketing

The sales cycle for business process management 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, and performing analysis (including diagnostic studies, proofs-of-concept, and pilot implementations) to demonstrate our delivery capabilities, and entering 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 staffed them with "hunting" or new relationship sales professionals ("hunters"), as well as "farming" or existing client relationship professionals ("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 consulting, generating leads for potential business opportunities and research support.

Our sales teams comprise highly experienced professionals, with their average tenure at WNS exceeding five years. They bring a wealth of industry knowledge and expertise, having played a key role in executing large-scale BPM deals. As at March 31, 2020, our front-line sales teams consisted of 114 members including hunters and farmers. Our teams of farmers are responsible for identifying and initiating discussions with and selling services in new areas to existing clients. We assign dedicated "client-partners" and / or account managers to our key clients. These managers work with their clients to co-create cutting-edge solutions that help our clients embrace changing business models and improve their competitive position. In addition, they are the conduit to our service delivery teams addressing clients' needs. More importantly, by leveraging their detailed understanding of the clients' business objectives gained through this close interaction, our farmers actively identify and target additional processes that can be managed by us to provide better efficiency, effectiveness and control. Through this methodology, we have developed a strong track record of increasing our sales year-on-year as well as growing our business from existing clients.

A key aspect of our sales growth has been the ability to quickly adapt to market changes and address compelling client needs. The growth of the digital solutions market, for instance, has been a huge game changer and we have adopted a highly focused approach, developing comprehensive digital capabilities and driving accelerated solution deployment for our clients. Our sales teams have been at the forefront, proactively gauging clients' and market needs, and helping our solution teams come up with digital offerings and services that are responsive to clients' needs. We are an evolved digital solutions provider in key business verticals such as manufacturing and insurance. For example, we recently deployed an "insurance-in-a-box" solution, which is a platform and business process management as-a-service target operating model, for a European specialty insurance company, which is a target operating model that is differentiated by being underpinned by digital and analytics. In addition, we managed to operationalize the solution in an efficient period of time.

We take a holistic approach towards building client relationships, leveraging our strong governance methodology to drive collaboration and communication at various levels of the engagement. While our "client-partners" and account managers are an integral element of our client relationship ecosystem, we drive focused and strategic collaboration through an integrated service-delivery structure, from our top leadership team to our frontline agents.

Clients

As at March 31, 2020, we had a diverse client base of 401 clients (with each client generating more than $0.01 million in revenue in fiscal 2020) 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,	
	2020	2019
Below $1.0 million	261	278
$1.0 million to $5.0 million	107	93
$5.0 million to $10.0 million	14	17
More than $10.0 million	19	15

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 business process management companies and from information technology companies that also offer business process management 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; and
- Global financial services and consulting firms such as Deloitte Private Limited, industry-focused niche technology players such as InterGlobe Enterprises and Accelya, 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, 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 use a combination of our clients' software systems, third party software platforms and systems, and our own proprietary software platforms and systems to provide our BPM and technology services. Our proprietary solutions, combined with licensed software (including cloud hosted software-as-a-service), allow us to position and market our services as integrated solutions under our WNS TRAC® suite. In most cases, these solutions are combined with our core BPM service offerings. Our principal proprietary software solutions include:

(1) WNS TRAC® industry-specific solutions, including the following:

- a) Insurance TRAC™ solutions, including digital claims platform, an "insurance-in-a-box" solution called "WNS InVog" (a platform and business process management as-a-service target operating model) and other proprietary solutions, which we use in our insurance business unit;
- b) Travel TRAC™ solutions, including revenue accounting platform, fare audit platform ("Verifare"), fare pro-ration solution, revenue integrity solution ("BIDT") which we use in our travel and leisure business unit;
- c) Shipping and logistics TRAC™ solutions, including the WNS Malkom™ platform which is used for processing bills of lading and other shipping documents; and
- d) Industry-specific point solutions, which we use in other business units.

(2) WNS auto claims software platform, which we use in our WNS Assistance business;

(3) WNS TRAC® cross-industry solutions, including the following:

- a) CFO TRAC™ solutions for our finance and accounting services, which combines our proprietary software as well as solutions developed on third party software;
- b) Digital CIS TRAC™ solutions for our customer interaction services, or CIS, practice, combining multiple solutions across the customer interaction lifecycle;
- c) Other proprietary software, point solutions and platform solutions developed on third party software used for cross-industry services including our research and analytics business unit; and
- d) Other proprietary software, point solutions and platform solutions developed on third party software which are used for cross-industry services, including for our research and analytics business unit.

(4) WNS TRAC® RPA and intelligent automation solutions, including our proprietary automation solutions and solutions developed on third party software like RPA software and cognitive / AI systems for delivering automation and transformation services to our clients.

(5) WNS TRAC® VeriChain platform for blockchain-based solutions in our insurance, shipping and logistics and other business units.

We customarily enter into licensing and non-disclosure agreements with our clients with respect to the use of their software platforms and systems. We maintain intellectual property rights in our proprietary software platforms and systems, and license the use of third party software platforms and systems from their respective owners. Under our contracts with third-party software platform providers, any solutions developed by us on top of such third party software platforms, using our domain knowledge, are our intellectual property (unless qualified otherwise). Our client contracts usually provide that all customized intellectual property created specifically for the use of our clients will be assigned to them, unless it is clearly identified as our intellectual property.

Our employees are also required to sign confidentiality agreements as a condition to their employment. These agreements include confidentiality undertakings regarding our company's and the clients' intellectual property that bind our employees even after they cease to work with us. These agreements also ensure that all intellectual property created or developed by our employees in the course of their employment is assigned to us.

We have registered the trademarks "WNS," "WNS-Extending Your Enterprise" and "WNS TRAC" in most of the countries where we have global presence.

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.

Wide-area-network — We have designed and built a highly redundant and resilient global multi-protocol label switching ("MPLS") network, connecting all of our delivery centers and client datacenters. We run data, voice and video services on this global MPLS network to serve our clients.

Customer interaction 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.

Technology service management methodology — Our technology service delivery management is based on an information technology infrastructure library framework. We assist over 200 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, 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 1,350 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 2020, more than 421 different projects were completed using Lean Six Sigma methodologies and over 447 additional projects are in progress. We have also trained over 16,500 employees in ISO 9001 and Lean Six Sigma principles in fiscal 2020.

We have been honored with the following awards for our achievements in quality assurance in fiscal 2020:

- Golden Peacock Innovation Management Award
- CPO Innovation Award for Procurement Innovation category
- Future of Sourcing Award for Innovation in Outsourcing category
- Stevie International Business Awards:

  a. Insurance Solution (Gold Award); and

  b. Customer Service Team of the Year (Bronze Award).
- Stevie Sales and Customer Service Awards:

  a. Customer Service Complaints Team of The Year (Gold Award);

  b. Award for Innovation in Customer Service (Silver Award);

  c. Best Customer Satisfaction Strategy (Silver Award); and

  d. Best Use of Customer Insight (Bronze Award).

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.

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 51 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 client-end internal audit teams act 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, 2020, we had 44,292 employees, of whom 28,158 are based in India, 9,116 are based in the Philippines, 3,651 are based in South Africa, 964 are based in the US, 658 are based in Sri Lanka, 450 are based in Romania, 418 are based in China, 388 are based in the UK, 150 are based in Spain, 127 are based in Poland, 120 are based in Costa Rica, 21 are based in Australia, 21 are based in Turkey, 19 are based in Germany, 18 are based in France, seven are based in Singapore, four are based in Switzerland, and two is based in the United Arab Emirates. Most of our associates hold university degrees. As at March 31, 2019, we had 39,898 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 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 is sourced from recruitment agencies, job portals, advertisements, college campuses (where we focus on recruiting talented individuals) and walk-in applications. In addition, a significant number of our applicants are referred to us by existing employees. We recruit an average of 1,753 employees per month. We have also initiated a hiring program, whereby we employ apprentices under the India government scheme, National Employability Enhancement Mission, pursuant to which they undergo a three to 36-month apprenticeship to enhance their employability. There is no guarantee of employment with us following the completion of the apprenticeship.

During fiscal 2020, 2019 and 2018, the attrition rate for our employees who had completed six months of employment with us was 30%, 31% and 29% respectively.

Training and Development

We devote significant resources to the training and development of our associates. We have established the WNS Learning Academy, where we offer specialized skills development, such as leadership and management development, skills and behavioral programs for employees across all levels. The WNS Learning Academy is not only focused on developing initiatives and programs that are designed to enable high-impact leadership and potential across all employee band levels and geographies, but is also focused on building internal capability to create a digitally savvy workforce ready for the future. One of the best practices and biggest strengths of the WNS Learning Academy is its structure enables our employees to deliver relevant learning solutions that provide people with the knowledge and skills they need to enhance performance and achieve organizational goals.

The training organization at WNS offers developmental programs across all levels in the organization, and across all business units and all enabling units that are support functions. It comprises:

- The LA that focuses on potential development and provides leadership programs across various levels of management in the organization;
- The process and domain training team that focuses on enabling and improving performance;
- The education team that is a specialized arm of the LA, which focuses on building internal digital capability through structured certification courses; and
- The business process excellence and transformation team that focuses on training and certifying employees, for example, on the Six Sigma belts.

The LA carries out an intensive annual training need analysis with each business unit, vertical and location to ensure that its programs are in line with our business objectives. The final development plan is reviewed by the team at a strategic level to ensure alignment with the organization's strategy. After analyzing the training needs, trainings are conducted for all levels across business verticals and locations, and the key emerging needs and themes are consolidated and analyzed.

The following chart illustrates the structure of the LA, which is designed to facilitate effective learning solutions and focus on critical functional areas.

We have established a consulting team, design team and a content delivery team. The consulting and the design teams determine the learning demands within each business unit, with each team member aligned to a specific business unit. These members are referred to as our business unit learning partners. The learning partner acts as a learning consultant for each business unit, understanding the vision and objectives of the business unit and identifying the developmental requirements for that business unit. They then create a learning strategy and develop solutions which are designed to help the business unit to achieve its goals. Once this is in place, the content delivery team takes over to create and deliver content for the respective teams. In addition, we have specific teams which focus on organization-level programs for leadership, education (comprising structured curriculum-based programs across different employee band levels in the organization) and technology (leveraging technology to complement our initiatives and create a world class learning organization).

While we continue to focus on building organization-level capability, the consulting design and delivery model allows us to proactively identify and create focused developmental strategies for each business unit. The technology function promotes the use of digital learning, manages the learning management system, strives to create a self-learning ecosystem and uplifts the digital learning quotient of the organization which helps to respond to new opportunities arising from digital technologies.

The LA has over 300 unique programs for various employee band levels within the organization and behavioral skills that are conducted across locations based on defined competency-based roadmaps.

Talent Development CoE – Flagship Programs

WNS has a CoE that focuses on nurturing and developing the future leaders of the organization. The CoE actively engages with the HR and business leadership to design business-relevant people programs that align with the strategy and vision of the organization.

Some of the programs designed and implemented by this team are focused on building a strong and gender-diverse leadership pipeline. Given below are the details of three such programs:

(a) **Aspire Plus** – Launched in 2016, the "ASPIRE" initiative mapped critical roles and future talent needs with competencies and identified and nurtured high-potential employees in the organization to succeed. In 2017, we launched "Aspire+," a platform where the "Aspire" participants were provided an opportunity to apply their knowledge, skills and business acumen in practical business situations. Through the Aspire+ program, we endeavor to create a consulting task force that will be responsible for strategic account management of small/mid-sized accounts with envisaged growth potential. In 2019, we launched "Aspire 2.0," which focuses on developing leaders on client-centric competencies, and had 34 participants from India and other sites. We have also collaborated with Cornell University for academic curriculum delivered through collaborative learning tools. The curriculum focuses on client advisory, executive presence, presentation and value articulation, and consultative skills.

(b) **Centurion** – "Centurion" is a talent development program for future women leaders. It is an initiative to proactively identify and nurture women employees from the frontline manager level to enhance their role capabilities and create an enabling environment for career opportunities. In 2017, we selected 24 candidates for the first cohort across the following locations: India, South Africa, Sri Lanka, Romania and the Philippines. In 2020, we launched "Centurion 2.0," which continues to focus on building a talent pipeline of women employees through a 30-month structured developmental intervention that includes an academic journey with Cornell University, experiential learning, leadership mentoring and personalized interventions.

(c) **Signature Leadership Development Program** – This program has been specially curated for our executive leadership. The program is a 12-month journey, designed as a combination of face-to-face residential and virtual sessions, group as well one-to-one coaching, along with corporate immersions. Considering the design and target participants, we collaborated with Korn Ferry to bring in their expertise in leadership development and with Harvard Business Publishing to impart academic knowledge. Both Korn Ferry and Harvard Business Publishing have worked closely with us to co-curate and manage this entire program.

Digital Capability Building

The learning organization spearheads the digital capability agenda across all employee band levels, from "A" to "E+", in the enterprise, which include, but are not limited to, the following initiatives:

- Bands A and B: WNS Education Program, Future Skills with NASSCOM and GLINT
- Bands C and D: Aspire 2.0, the Rise of DiFU and GLINT
- Band E+: Signature Leadership Development Program and GLINT

Other than what has been covered elsewhere in this annual report, below are some details on the other initiatives. First, GLINT is an AI-led digital learning and knowledge platform that was recently launched globally at WNS. It offers an immersive learning experience through tailored modules that are mapped to our specific business needs. This is one of the key solutions for us as an organization as we evolve to keep pace with digitization, creating a future-ready workforce and driving collaborative innovation. The platform also facilitates an environment of knowledge sharing and peer-to-peer learning to foster collaboration. As digitization re-wires every sphere of our lives, including learning, virtual workplaces and virtual learning environments are increasingly becoming the new normal.

Some of the other key features of GLINT include:

- Aggregate: GLINT aggregates all the knowledge and learning content from the learning management system, intranet, external providers, subject matter experts, and our team's preferred web-based content resources;
- Curate and create: GLINT's ML curation engine is designed to ensure that high-quality, relevant and contextual content is presented;
- Recommend: GLINT's AI-based targeting engine learns about its user's preferences and makes continuous content and learning recommendations, which can be accessed directly from where they are working; and
- Learn and guide: Facilitate application usage with step-by-step guides and understand application usage with analytics.

Second, the WNS Education program was launched globally by our Group Chief Executive Officer in July 2018, and the curriculum was designed and vetted by seven business unit leaders across our verticals. We believe that, through the program, employees can explore new possibilities in improving the process and enhancing their horizons in making changes, as they better understand the client ecosystem, which helps them with their client engagement.

The WNS Education program is aimed at achieving the following:

- Building capabilities to lead digital transformation in the BPM space;
- Raising the organization's digital quotient;
- Preparing the workforce as digital natives; and
- Re-purposing and re-skilling our workforce, as BPM-specific education is not readily available.

Third, the DiFu readiness framework represents a step in our journey to "go digital," and it not only assesses, but also re-tool and upgrade the skills of our employees. To create an accurate assessment of digital readiness, we worked with Deloitte's consulting team to create a digital competency framework that we use to assess our digital readiness as an organization. We recently launched the digital readiness assessment platform for the employees at our leadership level. We hope that, through this platform, every employee in the organization will be assessed on their digital readiness, which will then allow us to use the assessment results to further improve the solutions we provide our clients.

Finally, another key initiative was our collaboration with FutureSkills, a new-age learning experience platform from the National Association of Software and Service Companies that was created to help IT professionals build capability in digital technologies. GLINT provides our employees with access to the nine emerging channels on FutureSkills. This collaboration is another step towards empowering and engaging with in-house professionals. The platform enables continuous learning and skill upgrading in nine emerging technology areas: RPA, big data, AI, cybersecurity, IoT, virtual reality, 3D printing, social and mobile, and cloud computing. Employees also have access to content libraries, skill assessments, certification resources and more.

Culture Building and Transformation

The organization is working towards the goal of "one WNS" and "one value system." It drives the following organization-wide initiatives to create an inclusive culture, build awareness, and create champions within operations teams to maintain the rigor:

(a) **Millennial Council:** The Millennial Council is an initiative where the youngest minds at WNS get the opportunity to work shoulder-to-shoulder with the most senior leaders in the company to truly make a difference. The council members are tasked to help the WNS brand stay in alignment with changing trends. They also develop action plans for the organization in their chosen fields, including employee engagement, corporate social responsibility, technology and enhancement of the company's brand presence.

(b) **Diversity and Inclusion**: As an organization, we recognize the benefits to be gained from inclusivity of women and the diversity of skills, perspectives, and experiences they contribute in making WNS business practices more efficient and innovative. For us, this is a shift in culture rather than stand-alone programs. It is about feeling included and essential since productivity improves in an inclusive environment. WNS has a policy of equal opportunity for employees and candidates from varied cultures, genders, backgrounds and geographies. WNS commitment to inclusion spans the entire organization and is intertwined with our vision, values, culture and strategy. We are continuously able to attract and retain strong female talent in the industry, in all the regions in which we have delivery locations and the proportion of female employees has grown from 36% in 2015 to about 44% in 2019. Developing talented women at WNS is not just about increasing the number of women we recruit. It focuses on supporting and developing women across the entire span of their career.

(c) **Respectful Workplace:** Our respectful workplace program is based on the premise that all employees need to be treated fairly and differences should be acknowledged and valued. The program promotes a work environment that is collaborative with respectful relationships based on a humane and an ethical mindset. It is an initiative of the people, for the people and by the people. The premise of this module is inclusion – irrespective of gender, ethnicities, sexual orientations or any other dividing forces that may hinder the respect towards one another. It also covers in detail the various aspects of "POSH" (that is, the prevention of sexual harassment) and drives awareness of our organization's policy and approach in the arena.

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, France, Germany, India, Ireland, Mauritius, the Netherlands, New Zealand, the Philippines, Poland, 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 2020 and 2019, our tax rate in India and the Philippines impacted our effective tax rate. In fiscal 2018 our tax rate in India, the Philippines and Sri Lanka impacted our effective tax rate. We would have incurred approximately $17.7 million, $15.7 million and $9.4 million in additional income tax expense on our combined operations in our SEZ operations in India, the Philippines and Sri Lanka in fiscal 2020, 2019 and 2018, respectively, if the tax holidays or exemptions as described below had not been available for the respective periods.

We expect our tax rate in India and the Philippines 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 Special Economic Zone ("SEZ") scheme. Our effective tax rate in Sri Lanka has been impacted by the withdrawal of tax exemption on export income in Sri Lanka with effect from April 1, 2018, following which the income from export of service has been subject to tax at 14% on net basis, 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 2020 and 2019, and 34.61% in fiscal 2018.

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 2020, 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 100.0% 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 100.0% income tax exemption, these operations are eligible for a 50.0% income tax exemption, which are 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.

In addition to these tax holidays, our Indian subsidiaries are also entitled to certain benefits under relevant state legislation and regulations. These benefits include rebates and waivers in relation to payment for transfer of property and registration (including for purchase or lease of premises) and commercial usage of electricity.

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 operations 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

From fiscal 2016 until fiscal 2020, our company started operations in various delivery centers in the Philippines which are eligible for tax exemption benefits expiring between 2020 and 2024. 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.

Sri Lanka

Our operations in Sri Lanka were eligible to claim income tax exemption with respect to the profits earned from export revenue until fiscal 2018 and have since been taxed at 14% on net basis with effect from April 1, 2018.

Costa Rica

Our subsidiary in Costa Rica is eligible for a 50.0% income tax exemption from fiscal 2018 to fiscal 2021.

See "Part I — Item 5. Operating and Financial Review and Prospects — Critical Accounting Policies — Income Taxes."

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, it may not be possible for investors to effect service of process on these persons or us within the US, or to enforce against these persons or us, either inside or outside the US, a judgment obtained in a US court predicated upon the civil liability provisions of the federal securities or other laws of the US or any state thereof. A judgment of a US court is not directly enforceable in Jersey, but constitutes a cause of action which will be enforced by Jersey courts provided that:

- the court which pronounced the judgment has jurisdiction to entertain the case according to the principles recognized by Jersey law with reference to the jurisdiction of the US courts;
- 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, not being a sum payable in respect of tax or other charges of a like nature or in respect of a fine or other penalty;
- the courts of the US have jurisdiction in the circumstances of the case;
- 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, duress and was not based on a clear mistake of fact; and
- the recognition and enforcement of the judgment is not contrary to public policy in Jersey, including observance of the principles of natural justice which require that documents in the US proceeding were properly served on the defendant and that the defendant was given the right to be heard and represented by counsel in a free and fair trial before an impartial tribunal.

It is the policy of Jersey courts to award compensation for the loss or damage actually sustained by the person to whom the compensation is awarded. Although the award of punitive damages is generally unknown to the Jersey legal system, there is no prohibition on them either by statute or by customary law. Whether a judgment is contrary to public policy depends on the facts of each case. Exorbitant, unconscionable, or excessive awards will generally be contrary to public policy. Moreover, if a US court gives a judgment for multiple damages against a qualifying defendant, 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 such judgment would not be enforceable in Jersey and the amount which may be payable by such defendant may be limited. The Order provides, among others, that such qualifying defendant may be 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. A "qualifying defendant" for these purposes is a citizen of the UK and Colonies, a body corporate incorporated in the UK, Jersey or other territory for whose international relations the UK is responsible or a person carrying on business in Jersey.

Jersey courts cannot enter into the merits of the foreign judgment and cannot act as a court of appeal or review over the foreign courts. It is doubtful whether an original action based on US federal securities laws can be brought before Jersey courts. A plaintiff who is not resident in Jersey may be required to provide security for costs in the event of proceedings being initiated in Jersey. There is uncertainty as to whether the courts of Jersey would:

- recognize or enforce judgments of US courts obtained against us or our directors or officers predicated upon the civil liability provisions of the securities laws of the US or any state in the US; or
- entertain original actions brought in each respective jurisdiction against us or our directors or officers predicated upon the federal securities laws of the US or any state in the US.

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.

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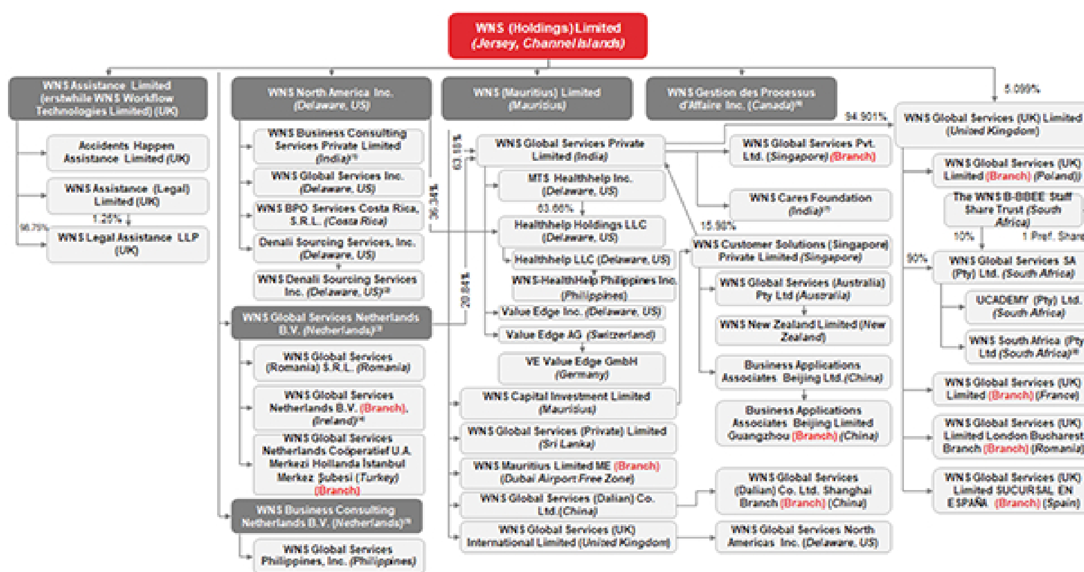
C. Organizational Structure

The following diagram illustrates our company's organizational structure and the place of organization of each of our subsidiaries as of 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.



Notes:

(1) All the shares except one share of WNS Business Consulting Services Private Limited are held by WNS North America Inc. The remaining one share is held by a nominee shareholder on behalf of WNS North America Inc. to satisfy the regulatory requirement to have a minimum of two shareholders.

(2) WNS Denali Sourcing Services Inc was incorporated on November 27, 2019.

(3) On January 9, 2020, our Netherlands subsidiary converted into a B.V. resulting in the change of name from WNS Global Services Netherlands Cooperatief U.A. to WNS Global Services Netherlands B.V.

(4) On January 9, 2020, WNS Global Services Netherlands Cooperatief U.A (Ireland Branch) was renamed WNS Global Services Netherlands B.V. (Ireland Branch).

(5) WNS Business Consulting Netherlands B.V. was incorporated on March 17, 2020, pursuant to the demerger of WNS Global Services Netherlands B.V.

(6) WNS Gestion des Processus d'Affaire Inc. was incorporated on April 28, 2020.

(7) WNS Cares Foundation is a "not for profit organization" registered under Section 8 of the Indian Companies Act, 2013, formed for the purpose of promoting corporate social responsibilities. As a result, it is not considered for the purpose of preparing our consolidated financial statements.

(8) WNS SA Domestic (Pty) Ltd was renamed WNS South Africa (Pty) Ltd on September 25, 2019.

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D. Property, Plants and Equipment

As at March 31, 2020, we have an installed capacity of 34,779 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, as described in the table below, and most of our leases are renewable at our option, as described below. The following table describes each of our delivery centers and sales offices, including centers under construction, and sets forth our lease expiration dates.

Location	Total Space (square feet)	Total number of work stations	Lease Expiration Date	Extendable Until (1)
India:				
Mumbai	421,387	3,074		
Godrej Plant 10			February 15, 2021	N/A
Godrej Plant 11			February 15, 2021	N/A
Godrej Plant 5			February 15, 2021	N/A
Raheja (SEZ), Airoli			May 31, 2029	N/A
Interface building, Malad - 4th floor			March 31, 2025	N/A
Gurgaon	299,171	3,562		
World Tech park Block - B2 9th floor			May 14, 2022	May 15, 2027
World Tech park Block - B3 9th floor			May 14, 2022	May 15, 2027
World Tech Park - 8th, 9th, 10th & part 11th floor			April 27, 2024	N/A
World Tech Park - Remaining part of 11th floor			April 27, 2024	N/A
World Tech Park - Block A3, 11th floor			April 28, 2024	N/A
World Tech Park - Block B3 10th floor			January 19, 2024	January 19, 2029
World Tech Park - Block B2 10th floor			November 28, 2024	November 28, 2029
Pune	736,005	8,934		
Magarpatta			N/A	N/A
Weikfield - Phase I			February 14, 2023	N/A
Weikfield - Phase II			April 30, 2023	N/A
Weikfield - Phase III			June 14, 2023	N/A
Mantri Estate - 2nd floor			May 27, 2020	N/A
Mantri Estate - 4th floor			May 27, 2020	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			April 30, 2029	N/A
Pune Info city - 5th floor			May 30, 2022	May 30, 2027
Pune Info city - 4th floor			June 14, 2023	June 14, 2027
Pune Info city - 3rd floor			September 30, 2023	September 30, 2033
Nashik	98,173	1,548		
Shreeniketan			June 30, 2023	N/A
Vascon			October 13, 2023	N/A
Ashoka Business Conclave - 6th floor			November 19, 2024	N/A
Bangalore	191,890	1,981		
RMZ Centennial - Ground floor and Level 1			June 14, 2021	June 14, 2025
RMZ Centennial - Level 2 and 3			October 31, 2021	October 31, 2025
RMZ Centennial - Terrace			July 31, 2021	July 31, 2025
Chennai	125,644	945		
RMZ Millenia Ground and 1st floor			March 31, 2021	March 31, 2045
DLF (SEZ) - Phase 1			March 31, 2021	March 31, 2026
DLF (SEZ) - Phase 2			March 31, 2021	March 31, 2026
DLF IT SEZ - 9th floor			May 9, 2025	May 9, 2030
Vishakhapatnam	71,633	1,070		
MPS Plaza			March 4, 2022	March 4, 2027
Apeita Tech-hub			March 31, 2026	March 31, 2029
Noida	22,111	265		
Brookfield			January 22, 2023	January 22, 2033
Hyderabad	N/A	12		
Growork, Kapil Towers			June 30, 2020	N/A

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Sri Lanka:	54,675	785		
Colombo (HNB) - Level 12 and 13			July 31, 2028	N/A
Colombo (Orion City)			August 24, 2023	N/A
UK:	28,311	357		
Ipswich (Museum Street)			May 23, 2028	N/A
Cheadle (Hercules Office Park)			July 21, 2020	N/A
Piccadilly (Malta House)			February 10, 2027	N/A
Hayes (Hyde Park)			February 28, 2021	N/A
Sackville House,39-40 Piccadilly			January 9, 2025	January 9, 2030
US:	125,523	837		
NJ (Exchange Place)			July 30, 2020	N/A
SC (The State Building)			July 31, 2020	April 19, 2023
Bellevue (Sterling Plaza) - 5th and 6th floors			April 30, 2024	N/A
Pittsburg (One Waterfront Place)			January 31, 2022	January 31, 2027
NY (East Greenbush)			February 28, 2021	N/A
Houston (Corporate Drive)			December 31, 2020	December 31, 2025
Houston (Northchase Drive)			March 31, 2026	March 31, 2036
Turkey:	N/A	25		
Istanbul (MeydanK Plaza)(3)			April 30, 2020	N/A
Switzerland:	2,077	—		
Zurich (Bahnhofstrasse)(2)			Not specified	N/A
Romania:	53,201	648		
Bucharest (West Gate) - 2nd and 3rd floors			January 19, 2023	January 19, 2026
Constanta (Euro Construct)			January 15, 2022	January 15, 2027
Philippines:				
Manila	526,684	5,889		
Eastwood - 10th floor			June 30, 2021	June 30, 2031
Eastwood - 9th floor			June 30, 2021	June 30, 2031
Techno Plaza II			April 30, 2026	N/A
Zeta Tower - 10th floor			May 14, 2024	May 14, 2029
Exxa tower - 15th floor			March 19, 2023	March 19, 2028
Exxa Tower - 16th floor			June 14, 2023	June 14, 2028
Exxa Tower - 17th floor			November 30, 2023	November 30, 2028
Giga Tower - 8th floor			October 15, 2024	October 15, 2029
Giga Tower - 9th floor			April 30, 2025	April 30, 2030
Ilo Ilo				
One Global Centre			January 15, 2021	N/A
Three Techno Place - 4th floor			March 15, 2022	N/A
Two Techno Place			April 30, 2024	April 30, 2029
Alabang				
Vector 2 - 9th and 10th floors			February 28, 2022	February 28, 2027
Capella - 15th and 16th floors			June 30, 2022	June 30, 2027
FiliInvest Axis - 21st floor			August 14, 2023	August 14, 2028
FiliInvest Axis - 22nd floor			November 30, 2023	November 30, 2028
Tera Towers			May 15, 2025	N/A
Costa Rica:	12,592	200		
San Jose (Forum H)			April 30, 2025	N/A
United Arab Emirates:	510	N/A		
Dubai Airport Free Trade Zone			November 22, 2020	N/A
South Africa:	285,747	3,779		
Cape Town				
Knowledge Park			March 31, 2025	March 31, 2030
Claremont - Level 4			June 30, 2022	June 30, 2026
Claremont - Level 5			June 30, 2022	June 30, 2026
Bellavile				
Ambition House - 4th floor			September 30, 2022	N/A
Johannesburg				
DownSouth Ridge Park			August 31, 2021	August 31, 2026
Port Elizabeth (CoEGA)			July 31, 2020	July 31, 2025
Durban				
Hippopark Avenue - Sections 1 and 2			May 30, 2020	N/A
Grid Eye			June 30, 2021	June 30, 2026
Poland:	17,401	265		
Gdynia (Luzycka Office Park)- Buildings B, C and D			August 31, 2022	August 31, 2027
China:	42,538	435		
Guangzhou (Zhongshan Street) - 30th floor			April 30, 2021	N/A
Dalian (Dalian Software Park) - Building 22			May 15, 2020	N/A
Beijing (YongAnDongLi) - 5th floor			August 31, 2020	N/A
Shanghai (Huangu PL)			January 31, 2021	N/A
Australia:	1,216	N/A		
Sydney (Berry Street)			March 27, 2023	N/A
Spain:	8,382	168		

4A, Mira II, Balear – 1st floor	July 17, 2020	N/A
5A, Mira II, Balear – 1st floor	August 1, 2020	N/A
6A, Mira II, Balear – 1st floor	July 2, 2020	N/A
7A, Mira II, Balear – 1st floor(4)	December 31, 2020	N/A

Notes:

N/A means not applicable.

(1) Reflects the expiration date if the applicable extension option is exercised.
(2) The lease may be terminated with a three-month's notice.
(3) We are in the process of renewing the lease.
(4) We have served a notice of termination of the lease to the lessor and the premise will be surrendered by July 2020.

Our delivery centers are equipped with fiber optic connectivity and have backups to their power supply designed to achieve uninterrupted operations. In fiscal 2021, 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 2019 compared to fiscal 2018 and certain comparative numbers in fiscal 2018, please refer to "Part I — Item 5. Operating and Financial Review and Prospects" contained in our Annual Report on Form 20-F for fiscal 2019 filed with the SEC on May 15, 2019.

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 China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Spain, 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. Our company is organized into vertical business units in order to provide more specialized focus on each of the industries that we target, to more effectively manage our sales and marketing process and to develop in-depth domain knowledge. The major industry verticals we currently target are the insurance; travel and leisure; diversified businesses including manufacturing, retail and CPG, media and entertainment, and telecom; healthcare; utilities; shipping and logistics; consulting and professional services; and banking and financial services industries.

Our portfolio of services includes vertical-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 interaction 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 business process management 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 travel and leisure industry 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:

	Year ended March 31,	
	2020	2019
	(US dollars in millions)	
Revenue	$ 928.3	$ 809.1

Our revenue is generated primarily from providing business process management services. We have two reportable segments for financial statement reporting purposes — WNS Global BPM and WNS Auto Claims BPM. In our WNS Auto Claims BPM segment, we provide both "fault" and "non-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 business process management 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.

For our “non-fault” repairs business, we generally provide a consolidated suite of accident management services including credit hire and credit repair, and we believe that measurement of such business on a basis that includes repair payments in revenue is appropriate. Revenue including repair payments is therefore used as a primary measure to allocate resources and measure operating performance for accident management services provided in our “non-fault” repairs business. Our “non-fault” repairs business where we provide accident management services accounts for a relatively small portion of our revenue for our WNS Auto Claims BPM segment.

Revenue less repair payments is a non-GAAP financial measure which 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. 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:

	Year ended March 31,	
	2020	2019
	(US dollars in millions)	
Revenue	$ 928.3	$ 809.1
Less: Payments to repair centers(1)	32.0	15.2
Revenue less repair payments (non-GAAP)	$ 896.2	$ 794.0

Note:

(1) Consists of payments to repair centers in our auto claims business 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.

	Year ended March 31,	
	2020	2019
	(US dollars in millions)	
Revenue less repair payments (non-GAAP)	$ 896.2	$ 794.0
Exchange rate impact	(12.7)	(17.3)
Constant currency revenue less repair payments (non-GAAP)	$ 883.5	$ 776.7

Global Economic Conditions

Global economic conditions continue to show signs of turbulence. The COVID-19 pandemic is having a significant impact on the global economy, our clients' businesses, and on our operations, financial performance and visibility, as described in further detail below, see "—Impact of COVID-19."

The recent global outbreak and spread of the respiratory illness caused by a coronavirus strain known as COVID-19, which was reported to have surfaced in December 2019, has caused, and is likely to continue to cause, additional slowdown in the global economy, as is evidenced by the recent declines in investments, exports and industrial production. On March 27, 2020, the International Monetary Fund officially declared that the global economy has entered into a recession, as a result of the spread of COVID-19. Its global spread has created, and is likely to continue to create, significant volatility and uncertainty and economic disruption. In addition, volatility in the domestic politics of major markets may lead to changes in the institutional framework of the international economy.

The withdrawal of the UK from the EU in January 2020, commonly referred to as "Brexit," has also created significant political and economic uncertainty regarding the future trading relationship between the UK and the EU. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global 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. Any of these factors could have a material adverse effect on our business, financial condition, results of operations and cash flows

In the US, there are concerns over the possibility of its economy entering into a deep recession, including on account of the COVID-19 pandemic, and there continue to be similar signs of continued economic slowdown and weakness in parts of Europe and India. Globally, countries may require additional financial support, sovereign credit ratings may continue to decline, and there may be default on sovereign debt obligations of certain countries. Any of these global economic conditions may increase the cost of borrowing and cause credit to become more limited, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. For further information, see "Part I — Item 3. Key Information — D. Risk Factors — 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, financial performance, results of operations and cash flows and the prices of our equity shares and ADSs."

These economic and geo-political conditions may affect our business in a number of ways, as we have operations in 12 countries and we service clients across multiple geographic regions. The general level of economic activity, such as decreases in business and consumer spending, could result in a decrease in demand for our services, thus reducing our revenue. The cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. The current global economic slowdown and the possibility of continued turbulence or uncertainty in the European, US, Asian and international financial markets and economies, and the political climate in the US and the UK, may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our clients. If these market conditions continue or worsen, they may limit our ability to access financing or increase our cost of financing to meet liquidity needs, and affect the ability of our clients to use credit to purchase our services or to make timely payments to us, resulting in adverse effects on our financial condition and results of operations. In the US, there is concern over slowing economic growth and continuing trade tensions.

Furthermore, a weakening of the rate of exchange for the pound sterling, 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 pound sterling, the Indian rupee, the Australian dollar, the Euro, the Philippine Peso, or the South African rand, 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 pound sterling, the Australian dollar, the Euro, 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. For example, the Indian rupee depreciated against the US dollar by an average of 1.4%, the pound sterling depreciated against the US dollar by an average of 3.2%, the Australian dollar depreciated against the US dollar by an average of 6.5%, the Euro depreciated against the US dollar by an average of 4.1%, the South African rand depreciated against the US dollar by an average of 7.3%, and the Philippine Peso appreciated against the US dollar by an average of 2.8%, in fiscal 2020. The depreciation of the South African rand and the Indian rupee against the US dollar in fiscal 2020 positively impacted our results of operations, whereas the depreciation of the pound sterling, the Australian dollar and the Euro against the US dollar, and the appreciation of the Philippine Peso against the US dollar negatively impacted our results of operations in fiscal 2020.

The current global economic slowdown and uncertainty about the future global economic conditions could also continue to increase the volatility of our ADS price. We cannot predict the timing or duration of an economic slowdown or the timing or strength of a subsequent economic recovery generally or in our targeted industries, including the insurance and travel and leisure industries. If macroeconomic conditions worsen or the current global economic conditions continue for a prolonged period of time, we are not able to predict the impact that such conditions will have on our targeted industries, in general, and our results of operations specifically.

Uncertainty about current global economic conditions could also continue to increase the volatility of our share price. We cannot predict the timing or duration of an economic slowdown or the timing or strength of a subsequent economic recovery generally or in our targeted industries, including the insurance and travel and leisure industries. If macroeconomic conditions worsen or current global economic conditions continue for a prolonged period of time, we are not able to predict the impact that such worsening conditions will have on our targeted industries in general, and our results of operations specifically.

Impact of COVID-19

The COVID-19 pandemic is having a significant impact on the global economy, our clients' businesses, and on our operations, financial performance and visibility of business outlook. It has required organizations around the world, including WNS, to re-think their business strategies around service delivery, workforce management, information technology, cyber security and data privacy. We expect the COVID-19 pandemic's impact to affect the demand for our services across industries, depending on the ability of each client, and the nature of their industries, products and services, in coping with the crisis. Our business will be more significantly impacted in industry verticals where clients are directly affected by the containment measures, such as travel and leisure, diversified businesses (especially manufacturing and retail) and certain segments of banking and financial services, than clients who are able to deliver their products and services remotely, such as insurance. Further, we believe that there are industry verticals, such as healthcare and telecom, where we might see a medium- to long-term increase in the business.

We have continued to see deterioration in many of our clients' businesses, and the outlook going forward remains uncertain and volatile. Our revenue is currently facing pressure from declining clients' demand volumes (as their businesses continue to be negatively impacted), delays in new business ramp-ups, and lockdowns and other measures imposed by governments around the world, which may result in our temporary inability to meet the service level and performance requirements of our clients. We are also receiving client requests for lower volumes, price reductions, discounts and extended payment terms.

We have a business continuity planning mechanism in place and are actively working to understand our clients' changing requirements, adapt delivery to a "work from home" model, ensure data security, prioritize critical processes, adjust service levels and manage costs. While travel restrictions have had a short-term impact on our ability to deliver our services, we have been working to reduce our reliance on travel by changing our business model to be able to conduct meetings using virtual conferencing and collaboration tools. Also, we are now able to deliver over 80% of our clients' current requirements, with ongoing improvements expected over time. In addition, we are working with national, state, and local authorities, so as to comply with applicable rules and regulations related to the COVID-19 pandemic.

Due to the need to ensure the continuity of our operations, the COVID-19 pandemic has required, and will continue to require, us to increase our expenses to ensure an adequate transition. For example, we have to incur costs as we significantly shift towards a "work from home" model, where we purchase additional equipment (such as desktops and laptops) for our employees' home use, software and internet connectivity devices, provide accommodation, meal and transportation allowances and overtime compensation to our employees and organize sanitization and cleaning of our offices and facilities. We believe that these short-to-medium term costs incurred might benefit us in the long term, as these steps have broadened our "remote working" capabilities, which we expect to become an opportunity and a permanent feature in our future delivery strategy, as well as our business continuity plans, given that the COVID-19 pandemic has caused our clients to critically evaluate their business models and potentially adopt a shift towards BPM and a greater willingness to embrace digital transformation services and technology-enabled, automated process solutions. For more details, see "Part I — Item 4. Information on the Company — Recent Developments."

The adverse impact of the COVID-19 pandemic on the fourth quarter of fiscal 2020 was limited to a ramp-down in the second half of March 2020. As a result, in the short to medium term, we expect volatility to continue in the foreseeable future and a much greater financial and operational impact in the first quarter of fiscal 2021 and potentially in subsequent quarters. In the longer term, while we remain confident in our business and the quality of our services, the magnitude of the impact to our business and financial performance in fiscal 2021 and beyond will be a function of several factors, including, but not limited to, the following:

- the level of demand for services from clients across the industries, including the demand within their own customer base that we serve;
- the extent of governmental restrictions, such as lockdowns and travel restrictions, which will affect our ability to sustain the delivery of services to clients and to gain new business in a "remote working" environment;
- our ability to implement policies and measures to ensure the health and safety of our employees, such as conducting temperature screening for all personnel and visitors, ensuring adequate cleaning of our offices and facilities and having adequately aware and trained medical staff;
- the impact and challenge of implementing "remote working" arrangements on the effectiveness of our productivity or operating capability, especially for our employees working in India, the Philippines, South Africa and Sri Lanka, 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;
- the volatility in exchange rate movements; and
- the duration that the COVID-19 pandemic will last globally and the duration that it will take for our clients' businesses to stabilize and recover.

We are continually evaluating the impact of the COVID-19 pandemic on our liquidity and financial position. As at March 31, 2020, we have cash and investments of $302.7 million, unutilized lines of credit amounting to $63.8 million and debt amounting $33.6 million. 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 and working capital needs for the next 12 months, and we do not expect any material changes at this point in time in our ability to source for additional lines of credit, if required, or in the cost to access capital and funding sources. 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 "Part I — Item 5. Operating and Financial Review and Prospects — Liquidity and Capital Resources" for more information.

Further, in evaluating the recoverability of our trade receivables, including unbilled revenue, contract assets, goodwill, long lived assets and investments, we have considered the available internal and external information in the preparation of our consolidated financial statements. Having performed a sensitivity analysis based on the current assumptions and indicators of future economic conditions, we expect to recover the carrying amount of these assets; however, the impact of the COVID-19 pandemic may be different from the assumptions and estimates which we used and the scale and duration of COVID-19 related developments are unknown and could have macro and micro negative effects on the financial markets and global economy, which could in turn have a material adverse effect on our operations and financial results, earnings, cash flow and financial condition.

Following the COVID-19 pandemic, we might see more businesses around the world that have delivery models with improved technology infrastructure incorporate "work from home" components and countries allow more flexible labor laws, which could potentially expand a company's employee base to include higher number of part-time and gig workers, such as independent contractors, online platform workers, contract firm workers and on-call workers, and take such delivery models beyond the larger cities and into the smaller ones, for example, Tier 2 and Tier 3 cities in India.

For further information, see "Part I — Item 3. Key Information — D. Risk Factors — Our business operations and future growth may be negatively impacted on account of the COVID-19 pandemic."

Our History and Milestones

We began operations as an in-house unit of British Airways in 1996 and started focusing on providing business process management services to third parties in fiscal 2003. The following are the key milestones in our operating history since Warburg Pincus acquired a controlling stake in our company from British Airways in May 2002 and inducted a new senior management team:

- In fiscal 2003, we acquired Town and Country Assistance Limited (which we subsequently rebranded as WNS Assistance and which is part of WNS Auto Claims BPM, our reportable segment for financial statement purposes), a UK-based automobile claims handling company, thereby extending our service portfolio beyond the travel and leisure industry to include insurance-based automobile claims processing.
- In fiscal 2003 and 2004, 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.
- In fiscal 2004, we acquired the health claims management business of Greensnow Inc.
- In fiscal 2005, we opened facilities in Gurgaon, India and Colombo, Sri Lanka, thereby expanding our operating footprints across India and Sri Lanka.
- In fiscal 2006, we acquired Trinity Partners Inc. (which we subsequently merged into our subsidiary, WNS North America Inc.), a provider of business process management services to financial institutions, focusing on mortgage banking.
- In July 2006, we completed our initial public offering, whereupon our ADSs became listed on the NYSE under the symbol "WNS."
- In fiscal 2007, we expanded our facilities in Gurgaon, Mumbai and Pune, India, and we also acquired the fare audit services business of PRG Airlines and the financial accounting business of GHS.
- In May 2007, we acquired Marketics, a provider of offshore analytics services.
- In June 2007, we acquired Flovate, a company engaged in the development and maintenance of software products and solutions, which we subsequently renamed as WNS Workflow Technologies Limited.
- In July 2007, we completed the transfer of our delivery center in Sri Lanka to Aviva Global.
- In January 2008, we launched a 133-seat facility in Bucharest, Romania. Also, in March 2008, we entered into a joint venture with ACS, a provider in BPM services and customer care in the Philippines, to form WNS Philippines Inc.
- In April 2008, we opened a facility in Manila, the Philippines, and we also acquired Chang Limited, an auto insurance claims processing services provider in the UK, through its wholly-owned subsidiary, AHA (formerly known as Call 24-7).
- In June 2008, we acquired BizAps, a provider of SAP® solutions to optimize the enterprise resource planning functionality for our finance and accounting processes.
- In July 2008, we acquired from Aviva all the shares of Aviva Global, which we renamed to WNS Global Singapore, and resumed ownership of the delivery center in Sri Lanka that was transferred to Aviva Global in July 2007, as mentioned above. In connection with our acquisition of Aviva Global, we also entered into the 2008 Aviva master services agreement (as varied by the variation agreement entered into in March 2009) with Aviva MS, pursuant to which we provided BPM services to Aviva's UK business and Aviva's Irish subsidiary, Hibernian Aviva Direct Limited, and certain of its affiliates. We replaced this 2008 Aviva master services agreement with the Aviva master services agreement in September 2014.
- In November 2009, we opened a facility in San Jose, Costa Rica.
- In January 2010, we moved from our existing facility to a new and expanded facility in Manila, the Philippines.
- In October 2010, we moved from our existing facility in Marple to Manchester, UK and expanded our facility in Manila, the Philippines.
- In November 2010, we expanded our sales office in London, UK.
- In March 2011, we expanded our facility in Bucharest, Romania.
- In November 2011, we acquired ACS's shareholding in WNS Philippines Inc., which became our wholly-owned subsidiary.
- In fiscal 2012, we expanded our facilities in Mumbai, Pune, Gurgaon, Chennai, India, the Philippines, Costa Rica and Romania.

- In February 2012, we completed a follow-on public offering of ADSs and raised approximately $50.0 million to fund our growth initiatives and enhance delivery capability.
- In June 2012, we acquired Fusion, a provider of a range of management services, including contact center, customer care and business continuity services, to both South African and international clients, which we subsequently renamed as WNS Global Services SA (Pty) Ltd. We also opened a facility in Vizag, India.
- In December 2012, we opened a facility in Gydnia, Poland.
- In fiscal 2014, we added new facilities in Guangzhou, China; Colombo, Sri Lanka; and Mumbai, India.
- In fiscal 2015, we added new facilities in Dalian, China; Cape Town, South Africa; and Pennsylvania, US.
- In fiscal 2016, we added new facilities in Durban and Port Elizabeth, South Africa; and Iloilo, the Philippines.
- In June 2016, we acquired Value Edge, a leading provider of commercial research and analytics services to clients in the pharmaceutical and biopharmaceutical industries for a total consideration of $18.3 million, including adjustments for working capital of $0.8 million and contingent consideration of $5.1 million (which is held in escrow), subject to compliance with certain conditions, which is payable over three years. We funded this acquisition with cash on hand.
- In January 2017, we acquired Denali Sourcing Services Inc. ("Denali"), a leading provider of strategic procurement BPM services for a total consideration of $38.7 million, including contingent consideration of up to $6.2 million, dependent on the achievement of revenue targets over a period of three years and deferred consideration of $0.5 million payable in fiscal 2018, including adjustments for working capital. We funded this acquisition primarily with the proceeds from our $34.0 million secured three year term loan facility described under "—Liquidity and Capital Resources" below.
- In March 2017, we acquired MTS HealthHelp Inc. and its subsidiaries ("HealthHelp"), an industry leader in care management, for a total consideration of $68.9 million, including contingent consideration of up to $8.5 million, payable over a period of two years and dependent on the achievement of revenue targets and the continuation of a specified client contract and working capital adjustments. We funded this acquisition primarily with the proceeds from our $84.0 million secured five year term loan facility described under "—Liquidity and Capital Resources" below.
- In fiscal 2017, we added new facilities in Durban and Centurion, South Africa. We also added new facilities in Pune and Noida, India; Bellevue, Pittsburgh, New York City and Houston, USA; and Istanbul, Turkey. We also expanded our facility in Gurgaon, India.
- In fiscal 2018, we added new facilities in the Philippines; Romania; Pune and Vishakhapatnam, India and Shanghai, China. We also expanded our facilities in Nashik and Pune, India and Guangzhou, China.
- In fiscal 2019, we added new facilities in the Philippines; Spain and Vizag, India. We also expanded our facilities in Bangalore, Gurgaon, Nashik and Pune, India.
- In fiscal 2020, we added new facilities in the Philippines and Pune, India. We also expanded our facilities in Nashik, and Gurgaon, India.

Revenue

We generate revenue by providing business process management 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	
	2020	2019	$	%
	(US dollars in millions)			
Revenue	$ 928.3	$ 809.1	119.1	14.7%
Revenue less repair payments (non-GAAP)	$ 896.2	$ 794.0	102.3	12.9%

We have a large client base diversified across industries and geographies. As at March 31, 2020, we had a diverse client base of 401 clients (with each client generating more than $0.01 million in revenue in fiscal 2020).

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 2020 and 2019, 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,	
	2020	2019	2020	2019
Top client	6.9%	6.9%	7.1%	7.1%
Top five clients	25.1%	27.1%	26.0%	27.6%
Top ten clients	41.2%	43.9%	42.6%	44.8%
Top twenty clients	57.1%	56.8%	58.3%	57.9%

Revenue by Industry

For financial statement reporting purposes, we aggregate our operating segments, except for the WNS Auto Claims BPM (which we market under the WNS Assistance brand) as it does not meet the aggregation criteria under IFRS. See "— Results by Reportable Segment."

We organize our company into the following industry-focused business units to provide more specialized focus on each of these industries: insurance; travel and leisure; diversified businesses including manufacturing, retail, CPG, media and entertainment, and telecom; healthcare; utilities; shipping and logistics; consulting and professional services; and banking and financial services.

In fiscal 2020 and 2019, our revenue and revenue less repair payments (non-GAAP) were diversified across our industry-focused business units in the proportions set forth in the following table:

	As a percentage of revenue Year ended March 31,		As a percentage of revenue less repair payments (non-GAAP) Year ended March 31,	
Service Type	2020	2019	2020	2019
Insurance	27.7%	26.6%	25.2%	25.2%
Travel and leisure	18.0%	17.4%	18.6%	17.8%
Diversified businesses including manufacturing, retail, CPG, media and entertainment, and telecom	16.5%	17.6%	17.1%	17.9%
Healthcare	15.8%	15.3%	16.4%	15.6%
Utilities	6.3%	7.0%	6.5%	7.1%
Shipping and logistics	6.0%	6.2%	6.3%	6.3%
Consulting and professional services	5.4%	5.5%	5.5%	5.6%
Banking and financial services	4.3%	4.5%	4.4%	4.6%
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**

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).

We expect the COVID-19 pandemic's impact to affect the demand for our services across industries, depending on the ability of each client, and the nature of their industries, products and services, in coping with the crisis. Our business will be more significantly impacted in industry verticals where clients are directly affected by the containment measures, such as travel and leisure, diversified businesses (especially manufacturing and retail) and certain segments of banking and financial services, than clients who are able to deliver their products and services remotely, such as insurance. Further, we believe that there are industry verticals, such as healthcare and telecom, where we might see a medium- to long-term increase in the business. For further information, see "— Global Economic Conditions — Impact of COVID-19."

Revenue by Service Type

In fiscal 2020 and 2019, 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 Year ended March 31, 2020	As a percentage of revenue Year ended March 31, 2019	As a percentage of revenue less repair payments (non-GAAP) Year ended March 31, 2020	As a percentage of revenue less repair payments (non-GAAP) Year ended March 31, 2019
Industry-specific	39.2%	38.0%	40.6%	38.7%
Finance and accounting	22.7%	21.7%	23.6%	22.1%
Customer interaction services	20.7%	22.6%	21.5%	23.1%
Research and analytics	10.4%	11.3%	10.7%	11.6%
Auto claims	5.0%	4.3%	1.6%	2.5%
Others(1)	2.0%	2.1%	2.0%	2.1%
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**

Note:

(1) Others includes revenue from technology services, legal services and human resources outsourcing services.

Revenue by Geography

In fiscal 2020 and 2019, 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 Year ended March 31, 2020	2019	As a percentage of revenue less repair payments (non-GAAP) Year ended March 31, 2020	2019
North America (primarily the US)	42.3%	41.5%	43.8%	42.3%
UK	31.4%	31.4%	28.9%	30.1%
Australia	8.6%	9.5%	8.9%	9.7%
Europe (excluding the UK)	8.0%	7.0%	8.3%	7.1%
South Africa	3.8%	4.8%	4.0%	4.9%
Rest of world	5.9%	5.8%	6.1%	5.9%
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. We achieved a level two rating in respect of WNS South Africa (Pty) Ltd in September 2019, which is valid until September 2020. Our program developed for the purpose of meeting the criteria to achieve the requisite BBBEE rating in respect of WNS Global Services SA (Pty) Limited includes, among other measures, divesting some of our interests in such subsidiary to address the criterion relating to the percentage of ownership of an entity by "black people" (as defined under the applicable legislation). We achieved a level seven rating in respect of WNS Global Services SA (Pty) Limited in our BBBEE verification audit in October 2019, which is valid until October 2020. With the achievement of a level two rating in respect of WNS South Africa (Pty) Ltd and a level seven rating in respect of WNS Global Services SA (Pty) Limited, we currently continue to meet the minimum BBBEE rating required under our South African client contracts 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 South Africa (Pty) Ltd or WNS Global Services SA (Pty) Limited in our next 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.

Revenue by Location of Delivery Centers

For fiscal 2020 and 2019, 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 Year ended March 31, 2020	2019	As a percentage of revenue less repair payments (non-GAAP) Year ended March 31, 2020	2019
India	51.3%	51.8%	53.1%	52.8%
United States	14.4%	14.4%	15.0%	14.7%
Philippines	14.0%	13.7%	14.5%	14.0%
South Africa	7.3%	8.3%	7.6%	8.5%
UK(1)	6.5%	5.5%	3.1%	3.7%
Romania	1.9%	1.7%	1.9%	1.8%
Sri Lanka	1.5%	1.6%	1.5%	1.6%
China	1.3%	1.5%	1.4%	1.5%
Spain	1.0%	0.3%	1.0%	0.3%
Poland	0.4%	0.8%	0.5%	0.8%
Costa Rica	0.4%	0.4%	0.4%	0.4%
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**

Note:

(1) Includes revenue and revenue less repair payments (non-GAAP) derived from Turkey, which was not significant.

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.

In the WNS Global BPM segment, 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 — If our pricing structures do not accurately anticipate the cost and complexity of performing our work, our profitability may be negatively affected."

In our WNS Auto Claims BPM segment, we earn revenue from claims handling and repair management services. For claims handling, we charge on a per claim basis or a fixed fee per vehicle over a contract period. For automobile repair management services, where we arrange for the repairs through a network of repair centers that we have established, we invoice the client for the amount of the repair. When we direct a vehicle to a specific repair center, we receive a referral fee from that repair center. We also provide a consolidated suite of services towards accident management including credit hire and credit repair for "non-fault" repairs business. Further, we also provide legal services relating to personal injury claims through our subsidiary WNS Legal Assistance LLP.

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Revenue by Contract Type

For fiscal 2020 and 2019, our revenue and revenue less repair payments (non-GAAP) were diversified by contract type in the proportions set forth in the following table:

Revenue by Contract type	As a percentage of revenue Year ended March 31,		As a percentage of revenue less repair payments (non-GAAP) Year ended March 31,	
	2020	2019	2020	2019
Full-time-equivalent	66.3%	64.6%	68.7%	65.8%
Transaction	15.6%	17.0%	12.6%	15.4%
Subscription	9.0%	8.2%	9.3%	8.4%
Fixed price	4.7%	5.3%	4.9%	5.4%
Others	4.4%	5.0%	4.5%	5.1%
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**

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, facilities costs, depreciation, payments to repair centers, 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, in August 2019, the Government of India introduced the Code on Wages, 2019, which replaced four central labor laws, relating to wage and bonus payments, including the Minimum Wages Act, 1948, the Payment of Wages Act, 1936, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976, and introduced a national minimum wage for all employees to be determined by the appropriate government. The Indian Supreme Court recently clarified that certain allowances paid by an employer to an employee should be included in the definition of “basic wage” for the purposes of employee provident fund contributions. As a result, our wage costs in India may increase. 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 WNS Auto Claims BPM segment includes repair management services, where we arrange for automobile repairs through a network of third party repair centers. This cost is primarily driven by the volume of accidents and the amount of the repair costs related to such accidents. It also includes incremental and direct costs incurred to contract with claimants by WNS Legal Assistance LLP.

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.

Effective April 1, 2019, we have adopted IFRS 16, “*Leases*” (“IFRS 16”). As a result, we have changed our accounting policy for leasing arrangements (see Note 4 to our consolidated financial statements included elsewhere in this annual report). Following the adoption of IFRS16, a fixed portion of the facilities costs are now accounted for as depreciation and interest expense.

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, travel expenses, legal and professional fees, share-based compensation expense, brand building expenses and other general expenses relating to selling and marketing.

Selling and marketing expenses as a proportion of revenue was 5.7% in fiscal 2020 as compared with 5.5% for fiscal 2019. Selling and marketing expenses as a proportion of revenue less repair payments (non-GAAP) was 5.9% in fiscal 2020 as compared with 5.6% for fiscal 2019. Due to the uncertainty of the COVID-19 pandemic, we have limited visibility at this time on its impact on our sales team and selling and marketing expenses, if any, and are unable to forecast whether or to what extent selling and marketing expenses as a proportion of revenue or revenue less repair payments will continue to increase in fiscal 2021.

General and Administrative Expenses

Our general and administrative expenses comprise primarily employee costs for senior management and other support personnel, travel expenses, legal and professional fees, share-based compensation expense 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 2020 as compared with 14.2% in fiscal 2019. General and administrative expenses as a proportion of revenue less repair payments (non-GAAP) was 14.3% in fiscal 2020 as compared with 14.5% in fiscal 2019. Due to the uncertainty of the COVID-19 pandemic, we have limited visibility at this time on its impact on our general and administrative expenses, if any, and are unable to forecast whether or to what extent general and administrative expenses in absolute terms will continue to increase in fiscal 2021.

Foreign Exchange Loss / (Gain), Net

Foreign exchange gains or losses, 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 $3.4 million in fiscal 2020 as compared to $4.5 million in fiscal 2019.

Impairment of Goodwill

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 reportable segment, 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 BPM reportable segment 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.

Amortization of Intangible Assets

Amortization of intangible assets is primarily associated with our acquisitions of Fusion Outsourcing Services (Proprietary) Limited in June 2012, Value Edge in June 2016, Denali in January 2017, and HealthHelp in March 2017, and the acquisition of a customer contract from Telkom SA SOC Limited in May 2015.

Other Income, Net

Other income, net comprises interest income, income from investments, 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 the gains/losses on settlement of related derivative instruments. On adoption of IFRS 16, interest expense on lease liabilities is also reflected in this line item (see Note 4 to our consolidated financial statements included elsewhere in this annual report). We expect our interest payable on our term loans to be lower in fiscal 2021 as compared to fiscal 2020, on account of repayment of loans that were obtained to fund our acquisitions of Denali and HealthHelp, as the loan obtained to fund our acquisition of Denali was fully repaid in fiscal 2020.

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,	
	2020	2019
Total headcount	44,292	39,898
Built up seats(1)	34,779	32,764
Used seats(1)	28,074	25,978
Seat utilization rate(2)	1.25	1.21

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.

Due to the temporary lockdown of our facilities and other restrictive measures imposed by governmental regulations resulting from the COVID-19 outbreak, we shifted to a “work from home” model progressively starting from March 15, 2020. Accordingly, in fiscal 2020 year end, we have presented in the table above the number of used seats as of March 15, 2020, prior to the commencement of our “work from home” arrangements. The service delivery capacities of our remote-working employees may not be equivalent to their normal capacities when working in our delivery centers. Therefore, the used seats details presented in the table above in fiscal 2020 may not be comparable to the details in fiscal 2019. See “Global Economic Conditions — Impact of COVID-19” for more details regarding the impact of the COVID-19 outbreak on our operations and our financial results.

(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.

Due to the uncertainty of the COVID-19 pandemic, we have limited visibility at this time on its impact on our headcount numbers and hiring requirement, if any, and are unable to forecast whether or to what extent headcount numbers and hiring requirement will change in fiscal 2021.

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 South African rand or the Philippine peso appreciates against the US dollar. Although a substantial portion of our revenue and revenue less repair payments (non-GAAP) is denominated in US dollars (49.3% and 51.1%, respectively, in fiscal 2020 and 48.1% and 49.0%, respectively, in fiscal 2019), pound sterling (28.5% and 26.0%, respectively, in fiscal 2020 and 29.0% and 27.6%, respectively, in fiscal 2019), and, to a lesser extent, the Euro (8.4% and 8.7%, respectively, in fiscal 2020 and 6.9% and 7.0%, respectively, in fiscal 2019), Australian dollars (8.4% and 8.7%, respectively, in fiscal 2020 and 9.4% and 9.5%, in fiscal 2019), and the South African rand (3.8% and 4.0%, respectively, in fiscal 2020 and 4.8% and 4.9%, respectively, in fiscal 2019), most of our expenses (net of payments to repair centers) are incurred and paid in Indian rupees (46.3% in fiscal 2020 and 43.8% in fiscal 2019) and, to a lesser extent, in the South African rand (7.8% in fiscal 2020 and 9.0% in fiscal 2019) and the Philippine peso (12.6% in fiscal 2020 and 10.9% in fiscal 2019). 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 ₹70.91 per $1.00 in fiscal 2020, which represented a depreciation of the Indian rupee of 1.4% as compared with the average exchange rate of ₹69.92 per $1.00 in fiscal 2019, which in turn represented an appreciation of the Indian rupee of 8.5% as compared with the average exchange rate of approximately ₹64.46 per $1.00 in fiscal 2018.

The average pound sterling to US dollar exchange rate was approximately £0.79 per $1.00 in fiscal 2020, which represented a depreciation of the pound sterling of 3.2% as compared with the average exchange rate of approximately £0.76 per $1.00 in fiscal 2019, which in turn represented a depreciation of the pound sterling of 0.9% as compared with the average exchange rate of approximately £0.75 per $1.00 in fiscal 2018.

The average Australian dollar to US dollar exchange rate was approximately A$1.47 per $1.00 in fiscal 2020, which represented a depreciation of the Australian dollar of 6.5% as compared with the average exchange rate of approximately A$1.37 per $1.00 in fiscal 2019, which in turn represented a depreciation of the Australian dollar of 5.8% as compared with the average exchange rate of approximately A$1.29 per $1.00 in fiscal 2018.

The average Euro to US dollar exchange rate was approximately €0.90 per $1.00 in fiscal 2020, which represented a depreciation of the Euro of 4.1% as compared with the average exchange rate of approximately €0.86 per $1.00 in fiscal 2019, which in turn represented a depreciation of the Euro of 1.0% as compared with the average exchange rate of approximately €0.85 per $1.00 in fiscal 2018.

The average South African rand to US dollar exchange rate was approximately R14.76 per $1.00 in fiscal 2020, which represented a depreciation of the South African rand of 7.3% as compared with the average exchange rate of approximately R13.76 per $1.00 in fiscal 2019, which in turn represented a depreciation of the South African rand of 6.0% as compared with the average exchange rate of approximately R12.98 per $1.00 in fiscal 2018.

The average Philippine peso to US dollar exchange rate was approximately PHP51.43 per $1.00 in fiscal 2020, which represented an appreciation of the Philippine peso of 2.8% as compared with the average exchange rate of approximately PHP52.91 per $1.00 in fiscal 2019, which in turn represented a depreciation of the Phlippines peso of 4.2% as compared with the average exchange rate of approximately PHP50.76 per $1.00 in fiscal 2018.

The depreciation of the Indian rupee against the US dollar by 1.4% and 8.5% in fiscal 2020 and 2019, as compared with the average exchange rate in fiscal 2019 and 2018, respectively had a positive impact on our expenses in those years. As a result, increases in our cost of revenue, and to a lesser extent, our general and administrative expenses were partially offset by the positive impact of the depreciation of Indian rupee in fiscal 2020 and 2019. The depreciation of the South African rand in fiscal 2020 and 2019 against the US dollar and the depreciation of Philippine peso in fiscal 2019 against the US dollar positively impacted our results of operations in those years. The depreciation of the Australian dollar and the Euro in fiscal 2020 and in fiscal 2019 against the US dollar and the appreciation of Philippine peso against the US dollar in fiscal 2020, negatively impacted our results of operations in those years. Such foreign exchange movement has significantly reduced our expenses in fiscal 2020. 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 business process management services with STPI or SEZ. According to the prevailing foreign exchange regulations in India, an exporter of business process management 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 12 months 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 business process management 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, France, Germany, India, Ireland, Mauritius, the Netherlands, New Zealand, the Philippines, Poland, 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 2020 and 2019, our tax rate in India and the Philippines impacted our effective tax rate. In fiscal 2018, our tax rate in India, the Philippines and Sri Lanka impacted our effective tax rate. We would have incurred approximately $17.7 million, $15.7 million and $9.4 million in additional income tax expense on our combined operations in our SEZ operations in India, the Philippines and Sri Lanka in fiscal 2020, 2019 and 2018, respectively, if the tax holidays or exemptions as described below had not been available for the respective periods.

Further, in fiscal 2018 our effective tax rate was impacted by a one-time tax benefit of $1.7 million arising from a corporate legal restructuring and a net one-time tax benefit of $5.2 million resulting from the adjustments to the deferred tax balances due to a reduction in the US corporate tax rate and a transition tax charge on undistributed income of a foreign subsidiary (pursuant to the US Tax Cuts and Jobs Act of 2017), partially offset by higher taxable profits during the year.

We expect our tax rate in India and the Philippines 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.

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 2020 and 2019, and 34.61% in fiscal 2018.

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 2020, 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.

In addition to these tax holidays, our Indian subsidiaries are also entitled to certain benefits under relevant state legislation and regulations. These benefits include rebates and waivers in relation to payment for transfer of property and registration (including for purchase or lease of premises) and commercial usage of electricity.

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

From fiscal 2016 until fiscal 2020, we started operations in various delivery centers in the Philippines that are eligible for tax exemption benefits expiring between fiscal 2020 and fiscal 2024. 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.

Sri Lanka

Our operations in Sri Lanka were eligible to claim income tax exemption with respect to the profits earned from export revenue until fiscal 2018 and have since been taxed at 14% on net basis with effect from April 1, 2018.

Costa Rica

Our subsidiary in Costa Rica is eligible for a 50.0% income tax exemption from fiscal 2018 to fiscal 2021.

Critical Accounting Policies

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 policies. By "critical accounting policies," we mean policies that are both important to the portrayal of 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.

Revenue Recognition

We derive revenue from BPM services, comprising back office administration, data management, customer interaction 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 we expect 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.

Back office administration, data management and customer interaction 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, we evaluate 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 fulfilment costs classified as contract assets and recognized in our 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 our 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, we perform transition activities at the outset of entering into a new contract. We have 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 us specify the payment terms. Usual payment terms range between 30 to 60 days.

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, we receive 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, we arrange 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, we consider the criteria established by IFRS 15 under the application guidance in paragraphs B34 to B38 "Principal versus agent considerations." When we determine 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 our consolidated statement of income. Factors considered in determining whether we are the principal in the transaction include whether:

a) we have the prime responsibility for providing the services,

b) we negotiate labor rates with repair centers, and

c) we are responsible for timely and satisfactory completion of repairs.

If there are circumstances where the above criteria are not met and therefore we are not the principal in providing accident management services, amounts received from customers are recognized and presented net of payments to repair centers in our 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 Auto Claims BPM segment 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 us are expensed as incurred.

Leases

We lease most of our 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.

We assess 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, we assess whether: (i) the contract involves the use of an identified asset, (ii) we have substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) we have the right to direct the use of the asset.

At the date of commencement of the lease, we recognize a right of use ("ROU") asset and a corresponding lease liability for all lease arrangements under which we are a lessee, except for short-term leases and low value leases. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. For short-term leases and low value leases, we recognize 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, we use 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 we change our assessment as to whether we will exercise an extension or a termination option.

Share-based Compensation

We provide share-based awards such as share options and RSUs to our employees, directors and executive officers through various equity compensation plans. We account for share-based compensation expense relating to share-based payments using a fair-value method in accordance with IFRS 2 *"Share-based Payments"* ("IFRS 2") addresses the accounting for share-based payment transactions in which an enterprise receives employee services in exchange for equity instruments of the enterprise or liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments.

Equity instruments granted is measured by reference to the fair value of the instrument at the date of grant. The grants 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. We include a forfeiture estimate in the amount of compensation expense being recognized based on our estimate of equity instrument that will eventually vest.

IFRS 2 requires the use of a valuation model to calculate the fair value of share-based awards. Based on our judgment, we have elected to use the Black-Scholes-Merton pricing model to determine the fair value of share-based awards on the date of grant. RSUs are measured based on the fair market value of the underlying shares on the date of grant. Further, each of the 2006 Incentive Award Plan and the 2016 Incentive Award Plan also allows for the grant of RSUs based on the market price of our shares achieving a specified target over a period of time. The fair value of market-based share awards is determined using Monte-Carlo simulation. In fiscal 2017, certain RSUs based on the market price of our shares were modified to vest on a longer timeframe. The additional cost as a result of such modification in respect of modified share awards amounted to $1.2 million. The additional cost is amortized over the period from the modification date until the vesting date of the modified award, which differs from the vesting date of the original award.

We believe the Black-Scholes-Merton model to be the most appropriate model for determination of fair value of the share-based awards. In determining the fair value of share-based awards using the Black-Scholes-Merton option pricing model, we are required to make certain estimates of the key assumptions that include expected term, expected volatility of our shares, dividend yield and risk free interest rate. Estimating these key assumptions involves judgment regarding subjective future expectations of market prices and trends. The assumptions for expected term and expected volatility have the most significant effect on calculating the fair value of our share options. We use the historical volatility of our ADSs in order to estimate future share price trends. In order to determine the estimated period of time that we expect employees to hold their share-based options, we have used historical exercise pattern of employees. The aforementioned inputs entered into the option valuation model that we use to determine the fair value of our share awards are subjective estimates and changes to these estimates will cause the fair value of our share-based awards and related share-based compensation expense we record to vary.

Our South African subsidiary has issued share appreciation rights to certain employees to be settled with our shares. As part of the settlement, we granted certain RSUs during the years ended March 31, 2020, 2019 and 2018, which shall vest on the fourth, third and fourth anniversaries, respectively, from the grant date, subject to such grantee's continued employment with us through the applicable vesting date. The grant date fair value of these RSUs was estimated using a binomial lattice model.

We are required to estimate the share-based awards that we expect to vest and to reduce share-based compensation expense for the effects of estimated forfeitures of awards over the expense recognition period. Although we estimate forfeitures based on historical experience and other factors, actual forfeitures in the future may differ. To the extent our actual forfeitures are different than our estimates, we record a true-up for the difference in the period in which the awards vest, and such true-ups could materially affect our operating results.

We record deferred tax assets for share-based awards based on the future tax deduction which will be based on our ADS price at the reporting date. If the amount of the future tax deduction exceeds the cumulative amount of share-based compensation expense, the excess deferred tax is directly recognized in equity.

Business Combinations, Goodwill and Intangible Assets

Business combinations are accounted for using the acquisition method. 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. As a part of acquisition accounting, we allocate the purchase price of acquired companies to the identified tangible and intangible assets based on the estimated fair values on the date of the acquisition. The purchase price allocation process requires management to make significant estimates and assumptions, especially at the acquisition date with respect to intangible assets, income taxes, contingent consideration and estimated restructuring liabilities. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Examples of critical estimates in valuing certain of the intangible assets we have acquired or may acquire in the future include but are not limited to the appropriate method of valuation, future cash flow projections, weighted average cost of capital, discount rates, risk-free rates, market rate of return and risk premiums.

Unanticipated events and circumstances may occur which may affect the accuracy or validity of such assumptions, estimates or actual results.

Goodwill is initially measured at cost, being the excess of the cost of the acquisition of the acquiree over our share of the net fair value of the acquiree’s identifiable assets, liabilities and contingent liabilities on the date of the acquisition. If the cost of acquisition is less than the fair value of the net assets of the business acquired, the difference is recognized immediately in the income statement. Goodwill is tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The goodwill impairment test is performed at the level of cash-generating unit or groups of cash-generating units which represent the lowest level at which goodwill is monitored for internal management purposes.

We use market related information and estimates (generally risk adjusted discounted cash flows) to determine the fair values. Cash flow projections take into account past experience and represents management’s best estimate about future developments. Key assumptions on which management has based its determination of fair value less costs of disposal and value in use include estimated growth rates, weighted average cost of capital and tax rates. These estimates, including the methodology used, can have a material impact on the respective values and ultimately the amount of any goodwill impairment. See also the discussion on impairment testing under “—Impairment of Goodwill and Intangible Assets” below.

Intangible assets are recognized only when it is probable that the expected future economic benefits attributable to the assets will accrue to us and the cost can be reliably measured. Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition determined using generally accepted valuation methods appropriate for the type of intangible asset. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Intangible assets with finite lives are amortized over the estimated useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated and consumed. These estimates are reviewed at least at each fiscal year end. Intangible assets with indefinite lives are not amortized, but instead are tested for impairment at least annually and written down to the fair value as required. See also the discussion on impairment testing under “— Impairment of Goodwill and Intangible Assets” 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 have been established, future economic benefits are probable, we have 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 utilized 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.

Impairment of Goodwill and Intangible Assets

Goodwill is not subject to amortization and is instead tested annually for impairment and 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 fair value less costs of disposal and value in use. 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. Intangible assets except goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

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 value in use, 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. In arriving at our forecasts, we consider past experience, economic trends including underlying current dynamics of the business and inflation as well as industry and market trends. The projections also take into account factors such as the expected impact from new client contracts and expansion of business from existing clients, efficiency initiatives, and the maturity of the markets in which each business operates. To determine the fair value less costs of disposal the management uses Level 3 inputs under the "Income Approach — Discounted Cash Flow Analysis" method. See Note 10 to our consolidated financial statements included elsewhere in this annual report. The actual results of recoverable amount may vary, and may cause significant adjustments to our assets within the next fiscal year. The calculation of impairment loss involves significant estimates and assumptions which include revenue and earnings multiples, inputs used by market participants, 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.

We cannot predict the occurrence of future events that might adversely affect the reported value of goodwill and/or intangible assets. Such events include, but are not limited to, strategic decisions made in response to economic and competitive conditions, the impact of the environment on our customer base, and material negative changes in relationships with significant customers.

Income Taxes

Income tax comprises current and deferred tax. Income tax expense is recognized in our consolidated statement of income except to the extent it relates to items directly recognized in equity, in which case it is recognized in equity.

Current Income Tax

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. We are subject to tax assessments in each of these jurisdictions. Current income taxes 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 or substantively enacted by the reporting date and applicable for the period. We offset current tax assets and current tax liabilities, where we have a legally enforceable right to set off the recognized amounts and where we intend 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 we have considered all these issues in estimating our income taxes, there could be an unfavorable resolution of such issues that may affect results of our operations.

Deferred Income Tax

We recognize deferred income tax 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 assets 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 measurement of deferred tax assets involves judgment regarding the deductibility of costs not yet subject to taxation and estimates regarding sufficient future taxable income to enable utilization of unused tax losses in different tax jurisdictions. We consider the expected reversal of deferred tax assets and projected future taxable income in making this assessment. All deferred tax assets are subject to review of probable utilization. The assessment of the probability of future taxable profit in various years in which deferred tax assets can be utilized is based on the 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 various 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.

We recognize deferred tax liabilities for all taxable temporary differences, except those associated with investments in subsidiaries and associates 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.

As part of our accounting for business combinations, some of the purchase price is allocated to goodwill and intangible assets. Impairment charges associated with goodwill are generally not tax deductible and will result in an increased effective income tax rate in the quarter any impairment is recorded. Amortization expenses associated with acquired intangible assets are generally not tax deductible pursuant to our existing tax structure; however, deferred taxes have been recorded for non-deductible amortization expenses as a part of the purchase price allocation process. We have taken into account the allocation of these identified intangibles among different taxing jurisdictions, including those with nominal or zero percent tax rates, in establishing the related deferred tax liabilities. Income tax contingencies existing as of the acquisition dates of the acquired companies are evaluated quarterly and any adjustments are recorded as adjustments to goodwill during the measurement period.

Uncertainties in income taxes are measured in accordance with IFRIC 23 “*Uncertainties over Income Tax Treatments*”. 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 the 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.

Evaluation of tax positions and recognition of provisions, as discussed above, involves interpretation of tax laws, estimates of probabilities of tax positions being sustained and the amounts of payments to be made under various scenarios. Although we believe we are adequately reserved for our unresolved disputes with the taxation authorities, no assurance can be given with respect to the final outcome on these matters. To the extent that the final outcome on these matters is different to the amounts recorded, such differences will impact our provision for income taxes in the period in which such a determination is made.

Derivative Financial Instruments and Hedge Accounting

We are exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in foreign operations, forecasted cash flows denominated in foreign currency and fluctuation in interest rates. We limit the effect of foreign exchange rate fluctuation by following established risk management policies including the use of derivatives. We enter into derivative financial instruments where the counterparty is a bank. We use derivative financial instruments such as foreign exchange forward and option contracts, currency swaps and interest rate swaps to hedge certain foreign currency and interest rate exposures. Forward and option contracts on various foreign currencies are entered into to manage the foreign currency exchange rate risk on forecasted transactions denominated in foreign currencies and monetary assets and liabilities held in non-functional currencies. Interest rate swaps are entered into to manage interest rate risk associated with floating rate borrowings. Our primary exchange rate exposures are with the US dollar or the pound sterling against the Indian rupee.

Cash Flow Hedges

We recognize 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 us 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 that there is a 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. Although our estimates of the forecasted transactions are based on historical experience and we believe that they are reasonable, the final occurrence of such transactions could be different as a result of external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our internal forecasts, which will have a material effect on our earnings.

For derivative instruments where hedge accounting is applied, we record 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 are recorded as gains/losses, net in our 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 hedges 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, we discontinue the hedge accounting and recognize immediately, in our 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 our consolidated statement of income and reported within foreign exchange gains, net within results from operating activities.

Fair Value Measurements

IFRS 13 "*Fair Value Measurements*" ("IFRS 13") defines fair value as the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. 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.

IFRS 7 "*Financial Instruments: Disclosures*" also requires the classification of fair value measurements using fair value hierarchy that reflects the significance of the inputs used in making the measurements as follows:

Level 1 — quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 — other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and

Level 3 — techniques which use inputs which 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.

Management uses valuation techniques in measuring the fair value of 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.

Other Estimates

Allowance for Expected Credit Losses

We apply the forward-looking expected credit loss ("ECL") model for recognizing impairment loss on financial assets that are measured at amortized cost or at fair value through other comprehensive income. 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.

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.

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 assess 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.

Estimation uncertainty relating to the COVID-19 pandemic

In evaluating the recoverability of trade receivables, including unbilled revenue, contract assets, goodwill, long lived assets and investments, we have considered all internal and external information in the preparation of our consolidated financial statements including credit reports and economic outlook. We have performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, we expect to recover the carrying amount of these assets. The impact of the COVID-19 pandemic may be different from the estimates used to prepare our consolidated financial statements included elsewhere in this annual report and we will continue to closely monitor any material changes to future economic conditions.

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,	
	2020	2019	2020	2019
Cost of revenue(1)	62.9%	64.0%	61.6%	63.4%
Gross profit	37.1%	36.0%	38.4%	36.6%
Operating expenses:				
Selling and marketing expenses	5.7%	5.5%	5.9%	5.6%
General and administrative expenses	13.9%	14.2%	14.3%	14.5%
Foreign exchange gain, net	(0.4)%	(0.6)%	(0.4)%	(0.6)%
Impairment of goodwill	0.4%	—	0.5%	—
Amortization of intangible assets	1.7%	2.0%	1.7%	2.0%
Operating profit	15.8%	14.8%	16.4%	15.1%
Other income, net	(1.5)%	(1.8)%	(1.6)%	(1.8)%
Finance expense(1)	1.8%	0.4%	1.9%	0.4%
Income tax expense	2.9%	3.2%	3.0%	3.2%
Profit after tax	12.6%	13.0%	13.0%	13.3%

Note:

(1) Effective April 1, 2019, we have adopted IFRS 16. As a result, we have changed our accounting policy for leasing arrangements (see Note 4 to our consolidated financial statements included elsewhere in this annual report). The new standard replaced the prior accounting policy of a straight-line lease expense model with higher interest accruing in the earlier years and decreasing over the lease term, while the depreciation on ROU assets remains on a straight-line basis.

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,			
	2020	2019	2020	2019
	(US dollars in millions)			
Revenue	$ 928.3	$ 809.1	100.0%	100.0%
Less: Payments to repair centers	32.0	15.2	3.5%	1.9%
Revenue less repair payments (non-GAAP)	$ 896.2	$ 794.0	96.5%	98.1%

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

	Year ended March 31, 2020	Year ended March 31, 2019
	(US dollars in millions)	
Revenue	$ 928.3	$ 809.1
Cost of revenue(1) (2)	583.9	518.2
Gross profit	344.3	290.9
Operating expenses:		
Selling and marketing expenses(3)	52.8	44.6
General and administrative expenses(4)	128.6	115.3
Foreign exchange gains, net	(3.4)	(4.5)
Impairment of goodwill	4.1	—
Amortization of intangible assets	15.7	15.8
Operating profit	146.6	119.8
Other income, net	(14.4)	(14.6)
Finance expense (1)	17.0	3.2
Profit before income taxes	144.0	131.2
Income tax expense	27.2	25.7
Profit after tax	$ 116.8	$ 105.4

Notes:

(1) Effective April 1, 2019, we have adopted IFRS 16. As a result, we have changed our accounting policy for leasing arrangements (see Note 4 to our consolidated financial statements included elsewhere in this annual report). The new standard replaced the prior accounting policy of a straight-line lease expense model with a higher interest accruing in earlier years and decreasing over the lease term while the depreciation of the ROU assets is on a straight-line basis.

(2) Includes share-based compensation expense of $4.6 million in fiscal 2020 and $4.3 million in fiscal 2019.

(3) Includes share-based compensation expense of $4.8 million in fiscal 2020 and $4.0 million in fiscal 2019.

(4) Includes share-based compensation expense of $28.1 million in fiscal 2020 and $22.0 million in fiscal 2019.

Fiscal 2020 Compared to Fiscal 2019

Revenue

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

	Year ended March 31, 2020	2019	Change	% Change
	(US dollars in millions)			
Revenue	$ 928.3	$ 809.1	$119.1	14.7%

The increase in revenue of $119.1 million was primarily attributable to (i) an increase in revenue from existing clients of $59.8 million, (ii) revenue from new clients of $46.7 million and (iii) an increase in the hedging gain on our revenue by $12.6 million to a gain of $12.7 million in fiscal 2020 from a gain of $0.1 million in fiscal 2019. The increase in revenue was primarily due to higher volumes in our insurance, travel and leisure, healthcare, diversified businesses, shipping and logistics, consulting and professional services, banking and financial services, and utilities verticals. This increase in revenue was partially offset by a loss in potential revenue of $5.5 million that we believe was attributable to the impacts of the COVID-19 pandemic and a depreciation of the Australian dollar, the pound sterling, the South African rand, and the Euro by an average of 6.5%, 3.2%, 7.3% and 4.1%, respectively, against the US dollar in fiscal 2020, as compared to the respective average exchange rates in fiscal 2019.

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,			
	2020	2019	2020	2019
	(US dollars in millions)			
North America (primarily the US)	$ 392.6	$ 335.9	42.3%	41.5%
UK	291.3	254.0	31.4%	31.4%
Australia	79.9	77.2	8.6%	9.5%
Europe (excluding the UK)	74.3	56.4	8.0%	7.0%
South Africa	35.4	38.9	3.8%	4.8%
Rest of world	54.8	46.8	5.9%	5.8%
Total	**$ 928.3**	**$ 809.1**	**100.0%**	**100.0%**

The increase in revenue in the North America (primarily the US) region was primarily attributable to higher volumes in our healthcare, travel and leisure, consulting and professional services, diversified businesses, insurance, utilities, shipping and logistics, and banking and financial services verticals. The increase in revenue from the UK region was primarily attributable to higher volumes in our insurance, banking and financial services, healthcare, diversified businesses, and shipping and logistics verticals, partially offset by a lower volume in our travel and leisure vertical and a depreciation of the pound sterling against the US dollar by an average of 3.2%, as compared to the average exchange rate in fiscal 2019. The increase in revenue from the Europe (excluding the UK) region was primarily attributable to higher volumes in our travel and leisure, and diversified businesses verticals, partially offset by lower volumes in our heathcare, banking and financial services, insurance, shipping and logistics, and consulting and professional services verticals, and a depreciation of the Euro against the US dollar by an average of 4.1%, as compared to the average exchange rate in fiscal 2019. The increase in revenue from the rest of world region was primarily attributable to higher volumes in our shipping and logistics, healthcare, diversified businesses, banking and financial services, travel and leisure, and insurance verticals. The increase in revenue from the Australia region was primarily attributable to higher volumes in our diversified businesses verticals, shipping and logistics, and travel and leisure verticals, partially offset by a lower volume in our insurance vertical and a depreciation of the Australian dollar against the US dollar by an average of 6.5%, as compared to the average exchange rate in fiscal 2019. The decrease in revenue from the South Africa region was primarily attributable to lower volumes in our diversified businesses, consulting and professional services, and shipping and logistics verticals, and a depreciation of the South African rand against the US dollar by an average of 7.3%, as compared to the average exchange rate in fiscal 2019, partially offset by a higher volume in our banking and financial services vertical.

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, 2020	Year ended March 31, 2019	Change	% Change
	(US dollars in million)			
Revenue less repair payments (non-GAAP)	$ 896.2	$ 794.0	$102.3	12.9%

The increase in revenue less repair payments (non-GAAP) of $102.3 million was primarily attributable to (i) an increase in revenue less repair payments (non-GAAP) from existing clients of $59.2 million, (ii) an increase in revenue less repair payments (non-GAAP) from new clients of $30.5 million, and (iii) an increase in hedging gain on our revenue less repair payments (non-GAAP) by $12.6 million to a gain of $12.7 million in fiscal 2020 from hedging gain of $0.1 million in fiscal 2019. The increase in revenue less repair payments (non-GAAP) was primarily due to higher volumes in our travel, insurance, healthcare, diversified businesses, shipping and logistics, consulting and professional services, banking and financial services, and utilities verticals. This increase in revenue less repair payments (non-GAAP) was partially offset by a loss in potential revenue of $5.5 million that we believe was attributable to the impacts of the COVID-19 pandemic and a depreciation of the pound sterling, Australian dollar, the Euro and the South African rand by an average of 3.2%, 6.5%, 4.1%, and 7.3%, respectively, against the US dollar in fiscal 2020 as compared to the respective average exchange rates in fiscal 2019.

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,			
	2020	2019	2020	2019
	(US dollars in millions)			
North America (primarily the US)	$ 392.6	$ 335.9	43.8%	42.3%
UK	259.2	238.8	28.9%	30.1%
Australia	79.9	77.2	8.9%	9.7%
Europe (excluding the UK)	74.3	56.4	8.3%	7.1%
South Africa	35.4	38.9	4.0%	4.9%
Rest of world	54.8	46.8	6.1%	5.9%
Total	**$ 896.2**	**$ 794.0**	**100.0%**	**100.0%**

The increase in revenue less repair payments (non-GAAP) from the North America (primarily the US) region was primarily attributable to higher volumes in our healthcare, travel and leisure, consulting and professional services, diversified businesses, insurance, utilities, shipping and logistics, and banking and financial services verticals. The increase in revenue less repair payments (non-GAAP) from the UK region was primarily attributable to higher volumes in our insurance, banking and financial services, healthcare, diversified businesses, and shipping and logistics verticals, partially offset by a lower volume in our travel and leisure vertical and a depreciation of the pound sterling against the US dollar by an average of 3.2%, as compared to the average exchange rate in fiscal 2019. The increase in revenue less repair payments (non-GAAP) from the Europe (excluding the UK) region was primarily attributable to higher volumes in our travel and leisure, and diversified businesses verticals, partially offset by lower volumes in our heathcare, banking and financial services, insurance, shipping and logistics, and consulting and professional services verticals, and a depreciation of the Euro against the US dollar by an average of 4.1%, as compared to the average exchange rate in fiscal 2019. The increase in revenue less repair payments (non-GAAP) from the rest of world region was primarily attributable to higher volumes in our shipping and logistics, healthcare, diversified businesses, banking and financial services, travel and leisure, and insurance verticals. The increase in revenue less repair payments (non-GAAP) from the Australia region was primarily attributable to higher volumes in our diversified businesses verticals, shipping and logistics, and travel and leisure verticals, partially offset by a lower volume in our insurance vertical and a depreciation of the Australian dollar against the US dollar by an average of 6.5%, as compared to the average exchange rate in fiscal 2019. The decrease in revenue less repair payments (non-GAAP) from the South Africa region was primarily attributable to lower volumes in our diversified businesses, consulting and professional services, and shipping and logistics verticals, and a depreciation of the South African rand against the US dollar by an average of 7.3%, as compared to the average exchange rate in fiscal 2019, partially offset by a higher volume in our banking and financial services vertical.

Cost of Revenue

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Employee costs	$ 399.4	$ 346.9	$ 52.5
Facilities costs	59.7	87.8	(28.1)
Depreciation	46.3	19.9	26.4
Repair payments	32.0	15.2	16.9
Legal and professional costs	12.0	10.3	1.7
Travel costs	11.9	11.8	0.1
Other costs	22.6	26.4	(3.8)
Total cost of revenue	**$ 583.9**	**$ 518.2**	**$ 65.7**
As a percentage of revenue	62.9%	64.0%	

The increase in cost of revenue was primarily due to higher employee cost on account of higher headcount, wage inflation and an increase in share-based compensation expense; higher depreciation costs primarily due to the adoption of IFRS 16 effective April 1, 2019; higher repair payments; higher legal and professional costs; higher travel costs; and an appreciation of the Philippine peso against the US dollar by an average of 2.8% in fiscal 2020 as compared to the average exchange rate in fiscal 2019, which increased our cost of revenue by approximately $2.0 million. Further, our cost of revenue increased by $1.2 million due to the COVID-19 pandemic as we incurred incremental costs for provision of accommodation to our employees, rental laptops and WIFI Dongles, which are devices that allow remote access the internet, as we shifted to a “work from home” model. This increase in cost of revenue was partially offset by lower facilities costs, primarily due to the adoption of IFRS 16 effective April 1, 2019 with respect to interest expense on lease liabilities which were earlier reported under cost of revenue and now reported under finance expense, lower running costs due to facilities lockdown on account of the COVID-19 pandemic and lower other costs primarily due to a decrease in subcontracting costs. Further, the depreciation of Indian rupee and South African rand against the US dollar by an average of 1.4% and 7.3%, respectively, in fiscal 2020, as compared to the respective average rates in fiscal 2019, reduced our cost of revenue by approximately $6.9 million.

Gross Profit

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Gross profit	$ 344.3	$ 290.9	$ 53.5
As a percentage of revenue	37.1%	36.0%	
As a percentage of revenue less repair payments (non-GAAP)	38.4%	36.6%	

Gross profit as a percentage of revenue and revenue less repair payments (non-GAAP) increased in fiscal 2020 from fiscal 2019, despite lower revenues of $5.5 million and higher cost of revenue of $1.2 million related to COVID-19 as explained above, primarily due to higher revenue and a lower cost of revenue as a percentage of revenue and revenue less repair payments (non-GAAP) as primarily discussed above. Cost of revenue as a percentage of revenue and revenue less repair payments (non-GAAP) was lower due to the depreciation of the Indian rupee and South African rand against the US dollar by an average of 1.4% and 7.3%, respectively, in fiscal 2020, as compared to the average exchange rates in fiscal 2019.

During fiscal 2020, our built up seats increased by 6.1% from 32,764 as at the end of fiscal 2019 to 34,779 as at the end of fiscal 2020 as we added new facilities in the Philippines and Pune, India. We also expanded our facilities in Gurgaon and Nashik, India. Our total headcount increased by 11.0% from 39,898 to 44,292 during the same period. The increase in builtup seats was lower than the increase in headcount, resulting in an increase in our seat utilization rate from 1.21 in fiscal 2019 to 1.25 in fiscal 2020. This 0.04 increase in our seat utilization rate increased our gross profit as a percentage of revenue and revenue less repair payments (non-GAAP) by approximately 0.3% and 0.4%, respectively. 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:

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Employee costs	$ 40.8	$ 34.1	$ 6.8
Other costs	12.0	10.5	1.5
Total selling and marketing expenses	$ 52.8	$ 44.6	$ 8.2
As a percentage of revenue	5.7%	5.5%	
As a percentage of revenue less repair payments (non-GAAP)	5.9%	5.6%	

The increase in selling and marketing expenses was primarily due to an increase in employee costs as a result of an increase in sales headcount and wage inflation, and higher share-based compensation expense and higher other costs due to higher marketing and travel costs, partially offset by a depreciation of the pound sterling against the US dollar by an average of 3.2% in fiscal 2020, as compared to the average exchange rate in fiscal 2019, resulting in a decrease of selling and marketing expenses by approximately $0.4 million.

General and Administrative Expenses

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Employee costs	$ 99.8	$ 87.2	$ 12.7
Other costs	28.8	28.1	0.7
Total general and administrative expenses	$ 128.6	$ 115.3	$ 13.3
As a percentage of revenue	13.9%	14.2%	
As a percentage of revenue less repair payments (non-GAAP)	14.3%	14.5%	

The increase in our general and administrative expenses was primarily due to an increase in employee costs as a result of higher salaries on account of higher headcount, wage inflation and higher share-based compensation, and higher other costs due to higher legal and professional costs and, higher facilities costs, which were partially offset by a depreciation of the Indian rupee, the South African rand and the pound sterling against the US dollar by an average of 1.4%, 7.3% and 3.2%, respectively, in fiscal 2020, as compared to the respective average exchange rates in fiscal 2019, resulting in a decrease of general and administrative expenses by approximately $1.4 million.

Foreign Exchange Gain, Net

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Foreign exchange gain, net	$ (3.4)	$ (4.5)	$ 1.1

The foreign exchange gains were lower due to a higher foreign currency revaluation loss of $5.0 million arising from a gain of $3.1 million in fiscal 2020, compared with a gain of $8.1 million in fiscal 2019, which was partially offset by a gain of $3.4 million primarily from our US-dollar-denominated hedges, as a result of an appreciation of the pound sterling against the US dollar and a gain of $0.5 million on account of the de-designation of hedges.

Impairment of Goodwill

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Impairment of Goodwill	$ 4.1	$ —	$ 4.1

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 reportable segment, 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 BPM reportable segment 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. There was no impairment charge recognized in fiscal 2019.

Amortization of Intangible Assets

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Amortization of intangible assets	$ 15.7	$ 15.8	$ (0.1)

The decrease in amortization of intangible assets was primarily attributable to a decrease in the amortization of software costs.

Operating Profit

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Operating profit	$ 146.6	$ 119.8	$ 26.8
As a percentage of revenue	15.8%	14.8%	
As a percentage of revenue less repair payments (non-GAAP)	16.4%	15.1%	

Operating profit as a percentage of revenue and revenue less repair payments (non-GAAP) was higher in fiscal 2020 from fiscal 2019, due to higher overall revenue (despite lower revenues of $5.5 million related to COVID-19), lower cost of revenue as a percentage of revenue and revenue less repair payments (non-GAAP) (despite the incurrence of incremental costs related to COVID-19), lower general and administrative expenses as a percentage of revenue and revenue less repair payments (non-GAAP), and lower amortization expenses as a percentage of revenue and revenue less repair payments (non-GAAP), partially offset by higher selling and marketing expenses as a percentage of revenue and revenue less repair payments (non-GAAP), lower foreign exchange gains, and impairment of goodwill recorded in fiscal 2020.

Other Income, net

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Other income, net	$ (14.4)	$ (14.6)	$ 0.2

Other income, net was lower in fiscal 2020 as compared with fiscal 2019, primarily due to lower interest yield, partially offset by higher cash and cash equivalents and investments.

Finance Expense

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Finance expense	$ 17.0	$ 3.2	$ 13.8

Finance expense increased primarily as a result of the adoption of IFRS 16 effective April 1, 2019, partially offset by lower interest on the reduced principal amount outstanding under our long-term loans borrowed to fund our acquisition of Denali and HealthHelp, as the loan obtained to fund our acquisition of Denali was fully repaid in fiscal 2020.

Income Tax Expense

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Income tax expense	$ 27.2	$ 25.7	$ 1.5

The increase in income tax expense was primarily due to higher taxable profits in fiscal 2020, and a one-time tax credit of $0.9 million on account of the recognition of deferred tax assets on past tax losses in fiscal 2019, partially offset by higher profits in tax exempt jurisdictions.

Profit After Tax

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

	Year ended March 31, 2020	Year ended March 31, 2019	Change
	(US dollars in millions)		
Profit after tax	$ 116.8	$ 105.4	$ 11.3
As a percentage of revenue	12.6%	13.0%	
As a percentage of revenue less repair payments (non-GAAP)	13.0%	13.3%	

The increase in profit after tax was primarily on account of higher operating profit, partially offset by an increase in finance expenses, an increase in income tax expenses and lower other income, as explained above.

Fiscal 2019 Compared to Fiscal 2018

For a discussion of our results in fiscal 2019 compared to fiscal 2018, please see “Part I — Item 5. Operating and Financial Review and Prospects — Results of Operations — Fiscal 2019 Compared to Fiscal 2018” contained in our Annual Report on Form 20-F for fiscal 2019 filed with the SEC on May 15, 2019.

Results by Reportable Segment

For purposes of evaluating operating performance and allocating resources, we have organized our company by operating segments. See Note 29 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"). We have separately reported our Auto Claims BPM segment, as it does not meet the aggregation criteria under IFRS 8. Accordingly, pursuant to IFRS 8, we have two reportable segments: WNS Global BPM and WNS Auto Claims BPM.

WNS Global BPM is delivered out of our delivery centers in China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Spain, Sri Lanka, Turkey, the UK and the US. This segment includes all of our business activities with the exception of WNS Auto Claims BPM. WNS Auto Claims BPM is our automobile claims management business which is primarily based in the UK and is part of our insurance business unit. See "Part I — Item 4. Information on the Company — B. Business Overview — Business Process Management Service Offerings." We report WNS Auto Claims BPM as a separate segment for financial statement reporting purposes since a substantial part of our reported revenue in this business consists of amounts invoiced to our clients for payments made by us to third party automobile repair centers, resulting in lower long-term gross margins when measured on the basis of revenue, relative to the WNS Global BPM segment.

Our revenue is generated primarily from providing business process management services.

In our WNS Auto Claims BPM segment, we provide both "fault" and "non-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. 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 (non-GAAP) to third party repair centers, which is a non-GAAP financial measure. We believe that revenue less repair payments (non-GAAP) for "fault" repairs reflects more accurately the value addition of the business process management services that we directly provide to our clients.

For our "non-fault" repairs business, we generally provide a consolidated suite of accident management services including credit hire and credit repair, and we believe that measurement of such business on a basis that includes repair payments in revenue is appropriate. Revenue including repair payments is therefore used as a primary measure to allocate resources and measure operating performance for accident management services provided in our "non-fault" repairs business. Our "non-fault" repairs business where we provide accident management services accounts for a relatively small portion of our revenue for our WNS Auto Claims BPM segment. In our WNS Auto Claims BPM segment, effective July 1, 2015, WNS Legal Assistance LLP, a subsidiary of WNS Assistance Limited, commenced providing legal services in relation to personal injury claims.

Revenue less repair payments is a non-GAAP financial measure which 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. 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.

We allocate resources based on segment revenue less repair payments (non-GAAP) and measures segment performance based on revenue less repair payments (non-GAAP) and to a lesser extent on segment operating income. The accounting policies of our reportable segments are the same as those of our company. See "— Critical Accounting Policies."

We may in the future change our reportable segments based on how our business evolves.

The following table shows revenue and revenue less repair payments (non-GAAP) for our two reportable segments for the periods indicated:

	Year ended March 31,			
	2020		**2019**	
	(US dollars in millions)			
	WNS Global BPM	**WNS Autoclaims BPM**	**WNS Global BPM**	**WNS Autoclaims BPM**
Segment revenue[1]	$882.0	$ 46.4	$774.3	$ 34.9
Less: Payments to repair centers	—	32.0	—	15.2
Revenue less repair payments (non-GAAP) [1]	**882.0**	**14.4**	**774.3**	**19.7**
Cost of revenue (excluding payments to repair centers)[2]	536.2	11.3	483.5	15.3
Impairment of Goodwill	—	4.1	—	—
Other costs[3]	140.8	4.3	124.9	4.4
Segment operating profit / (loss)	205.0	(5.3)	165.9	(0.0)
Other (income)/expense, net	(13.3)	(1.1)	(12.6)	(2.0)
Finance expense	16.9	0.1	3.2	0.0
Segment profit before income taxes	201.4	(4.3)	175.3	2.0
Income tax expense	27.4	(0.2)	25.5	0.2
Segment profit / (loss)	**$174.0**	**$ (4.1)**	**$149.8**	**$ 1.8**

Notes:

(1) Segment revenue and revenue less repair payments (non-GAAP) include inter-segment revenue of $0.2 million and $0.1 million in fiscal 2020 and 2019, respectively.

(2) Cost of revenue includes inter-segment expenses of $0.2 million and $0.1 million in fiscal 2020 and 2019, respectively, and excludes share-based compensation expense of $4.6 million and $4.3 million in fiscal 2020 and 2019, respectively, which are not allocable between our segments.
(3) Other costs include selling and marketing expenses, general and administrative expenses and foreign exchange gain/loss. Excludes share-based compensation expense of $32.9 million and $26.0 million in fiscal 2020 and 2019, respectively, which are not allocable between our segments.

WNS Global BPM accounted for 95.0% of our revenue and 98.4% of our revenue less repair payments (non-GAAP) in fiscal 2020, as compared to 95.7% of our revenue and 97.5% of our revenue less repair payments (non-GAAP) in fiscal 2019.

WNS Global BPM

Segment Revenue

Fiscal 2020 Compared to Fiscal 2019

Revenue in the WNS Global BPM segment increased by 13.9% to $882.0 million in fiscal 2020 from $774.3 million in fiscal 2019. This increase was primarily attributable to the increase in the volume of transactions executed for existing and new clients, with $66.8 million being attributable to existing clients, $28.1 million being attributable to new clients, and $12.6 million being attributable to the increase in hedging gains on our revenue to $12.7 million in fiscal 2020 from $0.1 million in fiscal 2019. This increase was partially offset by a loss in potential revenue of $5.5 million that we believe was attributable to the impacts of the COVID-19 pandemic and a depreciation of the pound sterling, the Australian dollar, the Euro, and the South African rand against the US dollar by an average of 3.2%, 6.5%, 4.1, and 7.3%, respectively, as compared to the respective average exchange rates in fiscal 2019.

Fiscal 2019 Compared to Fiscal 2018

For a discussion of our segment revenue in fiscal 2019 compared to fiscal 2018, please see "Part I — Item 5. Operating and Financial Review and Prospects — Results by Reportable Segment — WNS Global BPM — Segment Revenue — Fiscal 2019 Compared to Fiscal 2018" contained in our Annual Report on Form 20-F for fiscal 2019 filed with the SEC on May 15, 2019.

Segment Operating Profit

Fiscal 2020 Compared to Fiscal 2019

Segment operating profit in the WNS Global BPM segment increased by 23.5% to $205.0 million in fiscal 2020 from $165.9 million in fiscal 2019. The increase was primarily attributable to higher segment revenue, partially offset by higher cost of revenue, higher general and administrative expenses, higher selling and marketing expenses, and lower foreign exchange gains.

Our cost of revenue includes employee costs, facilities costs, depreciation, legal and professional costs, travel costs and other related costs. Employee related costs represent the largest component of our cost of revenue for the WNS Global BPM segment. Our cost of revenue increased by $52.7 million to $536.2 million in fiscal 2020 from $483.5 million in fiscal 2019, primarily on account of (i) an increase in employee costs by $51.7 million on account of higher headcount , (ii) an increase in depreciation cost by $26.1 million primarily due to the adoption of IFRS 16 effective April 1, 2019, and (iii) the impacts from the COVID-19 pandemic, partially offset by a decrease in facilities costs by $24.9 million primarily due to the adoption of IFRS 16 effective April 1, 2019. Our cost of revenue increased notwithstanding that the depreciation of the Indian rupee and the South African rand against the US dollar by an average of 1.4% and 7.3%, respectively, in fiscal 2020, as compared to the respective average exchange rates in fiscal 2019, which reduced our cost of revenue by approximately $6.9 million.

Our other costs include selling and marketing expenses, general and administrative expenses and foreign exchange loss or gain. Our other costs increased by $16.0 million to $140.8 million in fiscal 2020 from $124.9 million in fiscal 2019, primarily on account of (i) an increase in general and administrative expenses by $7.5 million, (ii) an increase in selling and marketing expenses by $7.4 million, and (iii) a decrease in foreign exchange gain by $1.1 million.

The foreign exchange gains were lower due to a higher foreign currency revaluation loss of $5.0 million arising from a gain of $3.1 million in fiscal 2020, compared with a gain of $8.1 million in fiscal 2019, which was partially offset by a gain of $3.4 million, primarily from our US-dollar-denominated hedges as a result of an appreciation of the pound sterling against the US dollar and a gain of $0.5 million on account of the de-designation of hedges.

General and administrative expenses increased by $7.5 million to $96.6 million in fiscal 2020 from $89.2 million in fiscal 2019, primarily due to an increase in employee cost as a result of higher salaries on account of a higher headcount and wage inflation, higher legal and professional expenses, and higher other costs, partially offset by lower travel costs. Further, the depreciation of the pound sterling, the Indian rupee, and the South African rand against the US dollar by an average of 3.2%, 1.4% and 7.3%, respectively, in fiscal 2020, as compared to the respective average exchange rates in fiscal 2019, resulted in a decrease in general and administrative expenses.

Selling and marketing expenses increased by $7.4 million to $47.6 million in fiscal 2020 from $40.2 million in fiscal 2019, primarily due to an increase in employee costs as a result of an increase in sales headcount and higher travel costs, partially offset by lower legal and professional costs. Further, the depreciation of the pound sterling against the US dollar by an average of 3.2%, in fiscal 2020, as compared to the average exchange rate in fiscal 2019, resulted in a decrease in selling and marketing expenses.

Fiscal 2019 Compared to Fiscal 2018

For a discussion of our segment operating profit in fiscal 2019 compared to fiscal 2018, please see "Part I — Item 5.Operating and Financial Review and Prospects — Results by Reportable Segment — WNS Global BPM — Segment Operating Profit — Fiscal 2019 Compared to Fiscal 2018" contained in our Annual Report on Form 20-F for fiscal 2019 filed with the SEC on May 15, 2019.

Segment Profit

Fiscal 2020 Compared to Fiscal 2019

Segment profit in the WNS Global BPM segment increased by 16.1% to $174.0 million in fiscal 2020 from $149.8 million in fiscal 2019. The increase in profit was primarily attributable to higher operating profit and higher other income, net, partially offset by higher finance expenses primarily due to the adoption of IFRS 16 effective April 1, 2019, and higher income tax expense.

The other income, net increased by $0.7 million in fiscal 2020 to $13.3 million from $12.6 million in fiscal 2019 primarily due to higher cash and cash equivalents and investments, partially offset by lower yield.

The finance expense in fiscal 2020 was $16.9 million as compared to $3.2 million in fiscal 2019 primarily due to the adoption of IFRS 16 effective April 1, 2019, partially offset by lower interest on reduced balance outstanding on our long-term loans obtained to fund our acquisitions of Denali and HealthHelp, as the loan obtained to fund our acquisition of Denali was fully repaid in fiscal 2020.

The income tax expense in fiscal 2020 was $27.4 million as compared to $25.5 million in fiscal 2019. The increase in income tax expense was primarily due to higher taxable profits in fiscal 2020 and a one-time tax credit of $0.9 million on account of recognition of deferred tax assets on past tax losses in fiscal 2019, partially offset by higher profits in tax exempt jurisdictions.

Fiscal 2019 Compared to Fiscal 2018

For a discussion of our segment profit in fiscal 2019 compared to fiscal 2018, please see "Part I — Item 5. Operating and Financial Review and Prospects — Results by Reportable Segment — WNS Global BPM — Segment Profit — Fiscal 2019 Compared to Fiscal 2018" contained in our Annual Report on Form 20-F for fiscal 2019 filed with the SEC on May 15, 2019.

WNS Auto Claims BPM

Segment Revenue

Fiscal 2020 Compared to Fiscal 2019

Revenue in the WNS Auto Claims BPM segment increased by $11.5 million to $46.4 million in fiscal 2020 from $34.9 million in fiscal 2019. The increase was primarily on account of revenue from new clients of $18.6 million, partially offset by a decrease in revenue from existing clients by $7.1 million. The decrease was also on account of a depreciation of the pound sterling against the US dollar by an average of 3.2% in fiscal 2020 as compared to the average exchange rate in fiscal 2019. Payments made to repair centers in fiscal 2020 increased by $16.9 million to $32.0 million in fiscal 2020 from $15.2 million in fiscal 2019.

Revenue less repair payments (non-GAAP) in this segment decreased by $5.3 million to $14.4 million in fiscal 2020 from $19.7 million in fiscal 2019. The decrease was primarily on account of a decrease in revenue from existing clients by $7.7 million and a depreciation of the pound sterling against the US dollar by an average of 3.2% in fiscal 2020 as compared to the average exchange rate in fiscal 2019, partially offset by revenue from new clients of $2.3 million.

Fiscal 2019 Compared to Fiscal 2018

For a discussion of our segment revenue in fiscal 2019 compared to fiscal 2018, please see "Part I — Item 5. Operating and Financial Review and Prospects — Results by Reportable Segment — WNS Auto Claims BPM — Segment Revenue — Fiscal 2019 Compared to Fiscal 2018" contained in our Annual Report on Form 20-F for fiscal 2019 filed with the SEC on May 15, 2019.

Segment Operating Profit

Fiscal 2020 Compared to Fiscal 2019

The segment reported an operating loss of $5.3 million in fiscal 2020 as compared to a loss of $0.04 million in fiscal 2019. The higher segment operating loss recorded in fiscal 2020 was primarily due to lower revenue less repair payments (non-GAAP) and higher impairment of goodwill costs, partially offset by lower cost of revenue (excluding payments to repair centers), and lower general and administrative expenses.

Our cost of revenue (excluding payments to repair centers) decreased by $4.1 million to $11.3 million in fiscal 2020 from $15.3 million in fiscal 2019. The decrease in cost of revenue (excluding payments made to repair centers) was primarily on account of a decrease in facilities costs by $5.2 million, partially offset by an increase in our employee costs by $0.8 million.

Our other costs include selling and marketing expenses, general and administrative expenses, and foreign exchange loss or gain. Our other costs increased by $3.8 million to $8.4 million in fiscal 2020 from $4.5 million in fiscal 2019, primarily on account of an increase in impairment of goodwill by $4.1 million, partially offset by a decrease in general and administrative expenses by $0.2 million to $3.8 million in fiscal 2020 from $4.0 million in fiscal 2019.

Fiscal 2019 Compared to Fiscal 2018

For a discussion of our segment operating profit in fiscal 2019 compared to fiscal 2018, please see "Part I — Item 5. Operating and Financial Review and Prospects — Results by Reportable Segment — WNS Auto Claims BPM — Segment Operating Profit — Fiscal 2019 Compared to Fiscal 2018" contained in our Annual Report on Form 20-F for fiscal 2019 filed with the SEC on May 15, 2019.

Segment Profit

Fiscal 2020 Compared to Fiscal 2019

The segment reported a loss of $4.0 million in fiscal 2020 as compared to a gain of $1.8 million in fiscal 2019. This was primarily attributable to higher segmental operating losses, lower other income, net in fiscal 2020 of $1.1 million as compared to $2.0 million in fiscal 2019 and higher finance expenses, partially offset by lower income tax expense.

Fiscal 2019 Compared to Fiscal 2018

For a discussion of our segment profit in fiscal 2019 compared to fiscal 2018, please see “Part I — Item 5. Operating and Financial Review and Prospects — Results by Reportable Segment — WNS Auto Claims BPM — Segment Profit — Fiscal 2019 Compared to Fiscal 2018” contained in our Annual Report on Form 20-F for fiscal 2019 filed with the SEC on May 15, 2019.

Quarterly Results

The following table presents unaudited quarterly financial information for each of our last eight fiscal quarters on a historical basis. We believe the quarterly information contains all adjustments necessary to fairly present this information. As a business process management services provider, we anticipate and respond to demand from our clients. Accordingly, we have limited control over the timing and circumstances under which our services are provided. Typically, we show a decrease in our first quarter operating profit margins as a result of salary increases. For these and other reasons, we can experience variability in our operating results from quarter to quarter. The operating results for any quarter are not necessarily indicative of the results for any future period.

	Fiscal 2020				Fiscal 2019			
	Three months ended				Three months ended			
	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
	(Unaudited, US dollars in millions)							
Revenue	$ 248.3	$ 239.2	$ 226.2	$214.6	$ 210.5	$ 199.7	$ 199.1	$199.8
Cost of revenue	158.4	150.0	142.1	133.5	131.1	125.2	129.0	132.9
Gross Profit	**90.0**	**89.2**	**84.1**	**81.1**	**79.4**	**74.5**	**70.1**	**66.9**
Operating expenses:								
Selling and marketing expenses	15.2	13.0	12.2	12.4	11.3	10.9	11.3	11.1
General and administrative expenses	32.4	33.5	32.7	30.0	31.3	28.2	27.9	27.9
Foreign exchange loss / (gain), net	(1.3)	(0.2)	(1.1)	(0.8)	0.5	(1.9)	(1.9)	(1.3)
Impairment of Goodwill	4.1	—	—	—	—	—	—	—
Amortization of intangible assets	3.8	4.0	3.9	3.9	3.9	3.9	4.0	3.9
Operating profit / (loss)	**35.8**	**38.9**	**36.3**	**35.6**	**32.3**	**33.4**	**28.8**	**25.3**
Other (income) expense, net	(4.0)	(3.5)	(3.3)	(3.7)	(4.6)	(3.6)	(3.0)	(3.3)
Finance expense	4.0	4.2	4.3	4.4	0.7	0.8	0.8	0.8
Income tax expense	6.3	7.3	6.5	7.2	6.5	7.6	6.2	5.4
Profit	**$ 29.5**	**$ 30.9**	**$ 28.7**	**$ 27.6**	**$ 29.7**	**$ 28.6**	**$ 24.8**	**$ 22.4**

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The following table sets forth for the periods indicated selected consolidated financial data:

	Fiscal 2020				Fiscal 2019			
	Three months ended				Three months ended			
	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
	(Unaudited)							
Gross profit as a percentage of revenue	36.2%	37.3%	37.2%	37.8%	37.7%	37.3%	35.2%	33.5%
Operating profit as a percentage of revenue	14.4%	16.3%	16.1%	16.6%	15.3%	16.7%	14.5%	12.6%
Gross profit as a percentage of revenue less repair payments (non-GAAP)	38.2%	39.1%	38.1%	38.3%	38.4%	38.1%	35.9%	34.1%
Operating profit as a percentage of revenue less repair payments (non-GAAP)	15.2%	17.1%	16.5%	16.8%	15.6%	17.0%	14.7%	12.9%

The following table reconciles our revenue (a GAAP financial measure) to revenue less repair payments (a non-GAAP financial measure):

	Fiscal 2020				Fiscal 2019			
	Three months ended				Three months ended			
	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
	(Unaudited, US dollars in millions)							
Revenue	$ 248.3	$ 239.2	$ 226.2	$ 214.6	$ 210.5	$ 199.7	$ 199.1	$ 199.8
Less: Payments to repair centers	12.6	11.0	5.5	3.0	3.9	3.9	3.6	3.7
Revenue less repair payments (non-GAAP)	$ 235.8	$ 228.2	$ 220.7	$ 211.6	$ 206.6	$ 195.9	$ 195.5	$ 196.0

Contractual Obligations

Our principal commitments consist of expected principal cash payments relating to our obligations under debt and 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, 2020 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 thousands)				
Long-term debt (before netting off debt issuance costs)	33,600	16,800	16,800	—	—
Estimated interest payments (1)	1,194	845	349	—	—
Trade payables	29,333	29,333	—	—	—
Lease liabilities	247,305	35,110	64,065	56,075	92,055
Purchase obligations (net of capital advances)	9,586	9,586	—	—	—
Total	**$322,546**	**$92,352**	**$82,064**	**$56,075**	**$ 92,055**

Note:

(1) Interest payments on debt includes payout for interest rate swaps which convert our floating rate debt to fixed rate debt. There is no contractual obligation to renew this debt.

Our pension and other employee obligations (non-current) amounting to $13.0 million as at March 31, 2020, included in our consolidated statement of financial position, have not been disclosed in the table above as the amounts and timing of payments cannot be reliably estimated or determined at present.

Uncertain income tax liabilities totaling $10.2 million have not been disclosed in the table above because we cannot make a reasonable estimate of the period of cash settlement with the relevant taxing authority.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements or obligations.

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 2013 which has been renewed on similar terms for another five years starting from April 2018. 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 2004 through fiscal 2016 pending before various appellate authorities. These orders assess additional taxable income that could in the aggregate give rise to an estimated ₹2,439.2 million ($32.3 million based on the exchange rate on March 31, 2020) in additional taxes, including interest of ₹835.6 million ($11.1 million based on the exchange rate on March 31, 2020).

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)			
WNS Global	Fiscal 2004	₹ 12.5	$ (0.2)(1)	₹ 3.1	$ (0.1)(1)
Permanent establishment of WNS North America Inc (“WNS NA Inc”) and WNS Global Services (UK) Limited (“WNS UK”) in India	Fiscal 2004	₹ 8.1	$ (0.2)(1)	₹ 2.2	$ (0.1)(1)
WNS Global	Fiscal 2005	₹ 27.4	$ (0.4)(1)	₹ 8.6	$ (0.1))(1
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2005	₹ 4.1	$ (0.1)(1)	₹ 1.2	$ (0.1)(1)
WNS Global	Fiscal 2006	₹ 489.2	$ (6.4)(1)	₹181.6	$ (2.3)(1)
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2006	₹ 13.2	$ (0.2)(1)	₹ 5.6	$ (0.1)(1)
WNS Global	Fiscal 2007	₹ 71.8	$ (1.0)(1)	₹ 22.8	$ (0.3)(1)
Permanent establishment of WNS NA Inc. and WNS UK in India	Fiscal 2007	₹ 23.1	$ (0.3)(1)	₹ 5.4	$ (0.1)(1)
Permanent establishment of WNS NA Inc. in India	Fiscal 2008	₹ 19.5	$ (0.3)(1)	₹ —	$ —
Permanent establishment of WNS UK in India	Fiscal 2009	₹ 6.7	$ (0.1)(1)	₹ —	$ —
WNS Global	Fiscal 2009	₹ 55.2	$ (0.7)(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)	₹ 8.2	$ (0.1)
WNS Global	Fiscal 2012	₹ 305.7	$ (4.0)(1)	₹107.4	$ (1.4)
WNS Global	Fiscal 2013	₹ 423.0	$ (5.4)(1)	₹137.2	$ (1.8)
WNS Global	Fiscal 2014	₹ 480.1	$ (6.3)(1)	₹257.4	$ (3.4)
WNS Global	Fiscal 2015	₹ 258.6	$ (3.4)(1)	₹ 94.9	$ (1.2)
WNS Global	Fiscal 2016	₹ 209.0	$ (2.8)(1)	₹ —	$ —
		₹2,439.2	**(32.3)(1)**	**₹835.6**	**$ (11.1)**

Note:

(1) Based on the exchange rate as at March 31, 2020.

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, 2020, we have provided a tax reserve of ₹774.3 million ($10.2 million based on the exchange rate on March 31, 2020) 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 ₹3,704.6 million ($49.0 million based on the exchange rate on March 31, 2020) in additional taxes, including interest of ₹1,253.9 million ($16.6 million based on the exchange rate on March 31, 2020). 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 ₹916.4 million ($12.1 million based on the exchange rate on March 31, 2020) 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, 2020, corporate tax returns for fiscal year 2017 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 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, 2020) 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 is more likely than not to be upheld in our favor. We intend to continue to vigorously dispute the 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, debt repayment and to fund the repurchase of ADSs 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, 2020, we had cash and cash equivalents of $96.9 million which were primarily held in US dollars, Indian rupees, South African rand, pound sterling and Philippine pesos. We typically seek to invest our available cash on hand in bank deposits and money market instruments. Our investments include primarily bank deposits, marketable securities and mutual funds which totaled $205.8 million as at March 31, 2020.

As at March 31, 2020, our total debt outstanding was $33.6 million. We also had available lines of credit amounting to $63.8 million, all of which were available as at March 31, 2020. These limits can be utilized in accordance with the agreed terms and prevailing interest rates at the time of borrowing. We are continually evaluating the impact of the COVID-19 pandemic on our liquidity position, and we believe that we are able to source additional lines of credit, if required.

As at March 31, 2020, our Indian subsidiary, WNS Global, had an unsecured line of credit of ₹840 million ($11.1 million based on the exchange rate on March 31, 2020) from The Hongkong and Shanghai Banking Corporation Limited, $15.0 million from BNP Paribas, ₹1,200 million ($15.9 million based on the exchange rate on March 31, 2020) from Citibank N.A. and ₹600 million ($7.9 million based on the exchange rate on March 31, 2020) 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, 2020, there was no amount utilized from these lines of credit.

In February 2020, WNS UK renewed its working capital facility obtained from HSBC Bank plc. of £9.9 million ($12.2 million based on the exchange rate on March 31, 2020) until May 31, 2020. The working capital facility bears interest at Bank of England base rate plus a margin of 2.45% 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, 2020, there was no outstanding amount under this facility.

As at March 31, 2020, our South African subsidiary, WNS Global Services SA (Pty) Ltd., had an unsecured line of credit of ZAR 30.0 million ($1.7 million based on the exchange rate on March 31, 2020) 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, 2020, there was no outstanding amount under this facility.

In January 2017, our US subsidiary, WNS North America Inc., obtained a term loan facility for $34.0 million from BNP Paribas, Hong Kong. The proceeds from this loan facility were used to finance our acquisition of Denali. The loan bears interest at a rate equivalent to the three-month US dollar LIBOR plus a margin of 1.27% per annum. In connection with the term loan, we have entered into an interest rate swap with a bank to swap the variable portion of the interest based on three-month US dollar LIBOR to a fixed rate of 1.5610%. WNS North America Inc.'s obligations under the term loan are guaranteed by WNS. The term loan is secured by a pledge of shares of Denali held by WNS North America Inc. and security over the assets of WNS North America Inc. 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 borrowings to EBITDA ratio, each as defined in the facility agreement. The loan matures in January 2020 and the principal is repayable in six semi-annual installments. The first five repayment installments are $5.7 million each and the sixth and final repayment installment is $5.8 million. On July 20, 2017, January 22, 2018, July 20, 2018, January 22, 2019, and July 22, 2019 we made scheduled repayments of $5.7 million each and on January 21, 2020, we repaid the final installment of $5.8 million. As a result of our repayment of the final instalment, WNS North America Inc. has received a discharge letter from BNP Paribas, Hong Kong releasing the pledged securities.

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 bears 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 have 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 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 borrowings to EBITDA ratio, each as defined in the facility agreement. The loan matures in March 2022 and the principal is repayable in ten semiannual installments of $8.4 million each. On September 14, 2017, March 14, 2018, September 17, 2018, March 14, 2019, September 16, 2019 and March 16, 2020, we made scheduled repayments of $8.4 million each. As at March 31, 2020, $33.6 million was outstanding under this loan facility. At this point in time, we do not foresee any challenges on account of COVID-19 in complying with these covenants and servicing our debt obligations.

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, if our lines of credit were to become unavailable for any reason, we would require additional financing to fund our debt repayment obligations, capital expenditures, share repurchases and working capital needs. Given the current lack of visibility due to the ongoing COVID-19 pandemic, we are not in a position to estimate our capital expenditure needs for fiscal 2021. 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 2020 amounted to $27.9 million and our capital commitments (net of capital advances) as at March 31, 2020 were $9.6 million. Of the capital expenditure incurred in fiscal 2020, approximately $14.1 million was incurred in India, approximately $8.2 million was incurred in the Philippines, approximately $0.7 million was incurred in South Africa, approximately $0.6 million was incurred in Europe (excluding the UK), and approximately $4.3 million was incurred in the rest of the world. Of the capital commitments amount, we plan to spend approximately $3.6 million in the Philippines, $5.0 million in India, approximately $0.2 million in South Africa, and approximately $0.8 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 our 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 2020 and 2019:

	Year ended March 31,	
	2020	2019
	(US dollars in millions)	
Net cash provided by operating activities	$ 228.6	$ 149.7
Net cash used in investing activities	$ (97.0)	$ (71.3)
Net cash used in financing activities	$ (111.7)	$ (83.3)

Cash Flows from Operating Activities

Net cash provided by operating activities increased to $228.6 million in fiscal 2020 from $149.7 million in fiscal 2019. 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 $69.5 million, an increase in inflow on account of working capital changes by $30.0 million and an increase in interest received by $0.3 million, which was partially offset by an increase in interest and taxes paid by $12.7 million and $8.2 million, respectively.

The increase in net cash provided by operating activities excludes a cash outflow towards the principal payment of our lease liabilities of $20.8 million, which is now reflected under cash flows from financing activities upon our adoption of IFRS 16 (see Note 4 to our consolidated financial statements included elsewhere in this annual report).

The profit after tax as adjusted for non-cash and other items, primarily comprised the following: (i) profit after tax of $116.8 million in fiscal 2020 as compared to $105.4 million in fiscal 2019; (ii) depreciation and amortization expense of $62.9 million in fiscal 2020 as compared to $36.1 million in fiscal 2019; (iii) interest expense of $16.8 million in fiscal 2020 as compared to $2.8 million in fiscal 2019; (iv) share-based compensation expense of $37.5 million in fiscal 2020 as compared to $30.3 million in fiscal 2019; (v) unrealized loss on derivative instruments of $4.1 million in fiscal 2020 as compared to an unrealized gain of $0.4 million on derivative instruments in fiscal 2019; (vi) impairment of goodwill of $4.1 million in fiscal 2020 as compared to nil in fiscal 2019; (vii) unrealized exchange loss of $0.04 million in fiscal 2020 as compared to an unrealized exchange gain of $2.4 million in fiscal 2019; (viii) income tax expense (current tax and deferred tax) of $27.2 million in fiscal 2020 as compared to $25.7 million in fiscal 2019; (ix) excess tax benefit from share-based compensation expense of $1.0 million in fiscal 2020 as compared to $1.3 million in fiscal 2019; (x) income from marketable securities of $7.5 million in fiscal 2020 as compared to $8.0 million in fiscal 2019; (xi) deferred rent expense of $0.0 million in fiscal 2020 as compared to $1.6 million in fiscal 2019 and (xii) interest income of $3.8 million in fiscal 2020 as compared to $2.6 million in fiscal 2019.

Cash inflow on account of working capital changes was $14.2 million in fiscal 2020 as compared to a cash outflow of $15.8 million in fiscal 2019. This was primarily on account of a decrease in cash outflow in relation to trade payables by $14.5 million, other liabilities by $10.7 million, contract liabilities by $10.3 million, and an increase in cash inflow from trade receivable by $1.3 million, partially offset by an increase in cash outflow in relation to other assets by $6.8 million.

Cash Flows from Investing Activities

Net cash used in investing activities increased to $97.0 million in fiscal 2020 from $71.3 million in fiscal 2019. This was primarily on account of net cash outflow for our fixed deposit investments of $32.7 million in fiscal 2020 as compared to net cash inflow of $3.4 million in fiscal 2019, and a net cash outflow of $37.4 million from the purchase of marketable securities in fiscal 2020 as compared to $36.8 million in fiscal 2019, partially offset by lower cash outflow of $1.7 million in fiscal 2020 primarily towards our acquisitions made in fiscal 2017 as compared to $7.2 million in fiscal 2019, a lower cash outflow of $27.9 million in fiscal 2020 towards the purchase of property, plant and equipment (comprising mainly leasehold improvements, furniture and fixtures, office equipment and information technology equipment) and intangible assets (comprising computer software), as compared to $32.3 million in fiscal 2019, and higher cash inflow from income on marketable securities of $2.7 million in fiscal 2020 as compared to $1.5 million in fiscal 2019.

Cash Flows from Financing Activities

Net cash used in financing activities increased to $111.7 million in fiscal 2020 from $83.3 million in fiscal 2019. This was primarily on account of an increase in cash outflow of $20.8 million towards the principal payment of lease liabilities in fiscal 2020 as compared to nil in fiscal 2019 (due to our adoption of IFRS 16 with effect from April 1, 2019); an increase in cash outflow towards share repurchases of $63.7 million in fiscal 2020 as compared to $56.4 million in fiscal 2019; a decrease in cash inflow from an excess tax benefit on share-based compensation expense of $1.0 million in fiscal 2020 as compared to $1.3 million in fiscal 2019.

Share Repurchases

In March 2018, our shareholders authorized a share repurchase program for the repurchase of up to 3.3 million of our ADSs, at a price range of $10 to $100 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 March 30, 2018, the date the shareholders resolution approving the repurchase program was passed. We intend to fund the repurchase with cash on hand. 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 intend to hold the shares underlying any such repurchased ADSs as treasury shares.

In fiscal 2020, we purchased 1.1 million ADSs in the open market for a total consideration of $63.7 million (including transaction costs). We also received authorization from our Board of Directors to cancel, and we cancelled, 2.2 million ADSs that were held as treasury shares for an aggregate cost of $120.1 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 $119.9 million, in compliance with Jersey law. There was no effect on the total shareholders’ equity as a result of this cancellation.

In fiscal 2019, we purchased 1.1 million ADSs in the open market for a total consideration of $56.4 million (including transaction costs). The average price we paid per ADS was $51.18. The shares underlying these purchased ADSs have been accounted for as treasury shares, at cost. These share repurchases were funded with cash on hand.

We also received authorization from our Board of Directors to cancel, and cancelled, 4.4 million ADSs that were held as treasury shares for an aggregate cost of $134.2 million. The effect of cancellation of these treasury shares was recognized in share capital amounting to $0.6 million and in share premium amounting to $133.6 million, in compliance with Jersey Law. There was no effect on the total shareholders’ equity as a result of this cancellation.

New Accounting Pronouncements Not Yet Adopted by our Company

Certain new standards, interpretations and amendments to existing standards have been published that are mandatory for our accounting periods beginning on or after April 1, 2020 or later periods. Those which are considered to be relevant to our operations are set out below.

i. In September 2019, the IASB published *"Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)"* in response to the potential effects the interbank offered rate ("IBOR") reforms could have on financial reporting. The amendments:

- modify specific hedge accounting requirements so that entities would apply those hedge accounting requirements assuming that the interest rate benchmark on which the hedged cash flows and cash flows from the hedging instrument are based will not be altered as a result of interest rate benchmark reform;
- are mandatory for all hedging relationships that are directly affected by the interest rate benchmark reform;
- are not intended to provide relief from any other consequences arising from interest rate benchmark reform (if a hedging relationship no longer meets the requirements for hedge accounting for reasons other than those specified by the amendments, discontinuation of hedge accounting is required); and
- require specific disclosures about the extent to which the entities' hedging relationships are affected by the amendments.

The amendments are effective for annual reporting periods beginning on or after January 1, 2020 and must be applied retrospectively. Early application is permitted.

We expect no material impact of these amendments on our consolidated financial statements.

ii. In October 2018, the IASB issued amendments to IFRS 3 "*Business Combinations*" regarding the definition of a "Business." The amendments:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

The above amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020.

We expect no material impact of these amendments on our consolidated financial statements.

iii. In October 2018, the IASB issued amendments to IAS 1 “*Presentation of Financial Statements*” (“IAS 1”) and IAS 8 “*Accounting Policies, Changes in Accounting Estimates and Errors*” (“IAS 8”) which revised the definition of “Material.” Three aspects of the new definition should especially be noted, as described below:

- **Obscuring**. The existing definition only focused on omitting or misstating information, however, the Board concluded that obscuring material information with information that can be omitted can have a similar effect. Although the term obscuring is new in the definition, it was already part of IAS 1 (IAS 1.30A);
- **Could reasonably be expected to influence**. The existing definition referred to “could influence” which the Board felt might be understood as requiring too much information as almost anything “could influence” the decisions of some users even if the possibility is remote;
- **Primary users**. The existing definition referred only to “users” which again the Board feared might be understood too broadly as requiring them to consider all possible users of financial statements when deciding what information to disclose.

The amendments highlight five ways in which material information can be obscured:

- if the language regarding a material item, transaction or other event is vague or unclear;
- if information regarding a material item, transaction or other event is scattered in different places in the financial statements;
- if dissimilar items, transactions or other events are inappropriately aggregated;
- if similar items, transactions or other events are inappropriately disaggregated; and
- if material information is hidden by immaterial information to the extent that it becomes unclear what information is material.

The new definition of “material” and the accompanying explanatory paragraphs are contained in IAS 1. The definition of material in IAS 8 has been replaced with a reference to IAS 1. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier application is permitted.

We expect no material impact of these amendments on our consolidated financial statements.

iv. In January 2020, the IASB issued amendments to IAS 1 “*Presentation of Financial Statements*” (“IAS 1”) clarifying the presentation of liabilities in the statement of financial position.

These clarifications include:

- 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 twelve months and make explicit that only rights in place “at the end of the reporting period” should affect the classification of a liability;
- the classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted.

We expect no material impact of these amendments on our consolidated financial statements.

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, 2020) and position of each of our directors and executive officers as at the date hereof.

Name	Age	Designation
Directors		
Adrian T. Dillon (1)(2)	66	Non-Executive Chairman
Gareth Williams (2)(3)	67	Director
Jason Liberty (4)	44	Director
John Freeland(1)(2)	66	Director
Keshav R. Murugesh	56	Director and Group Chief Executive Officer
Michael Menezes (5)	67	Director
Françoise Gri (6)	62	Director
Keith Haviland (4)	61	Director
Mario P. Vitale (4)	64	Director
Executive Officers		
Keshav R. Murugesh	56	Group Chief Executive Officer
Sanjay Puria	47	Group Chief Financial Officer
Gautam Barai	45	Chief Operating Officer
Swaminathan Rajamani	43	Chief People Officer

Notes:

(1) Member of our Compensation Committee.
(2) Member of our Nominating and Corporate Governance Committee.
(3) Chairman of our Compensation Committee
(4) Member of our Audit Committee.
(5) Chairman of our Audit Committee.
(6) Chairman of our Nominating and Corporate Governance Committee.

Summarized below is relevant biographical information covering at least the past five years for each of our directors and executive officers.

Directors

Adrian T. Dillon was appointed to our Board of Directors in September 2012 and was designated as Non-Executive Vice Chairman of the Board in January 2013. In January 2014 he was appointed as the Non-Executive Chairman of the Board. He is currently a member of the Board of Directors, a member of the Audit and Risk Committee and of the Compensation Committee of HealthEquity, Inc., and Chairman of the Cybersecurity Committee. Mr. Dillon was a member of the Board of Directors and Chairman of the Audit and Finance Committee of Williams-Sonoma, Inc from May 2005 until May 2017. He also served as a member of the Board of Directors of NDS Group Limited, from 2011 to 2012, Verigy Pty, from 2006 to 2007 and LumiLeds Inc., from 2002 to 2007. During his career, Mr. Dillon held key finance roles including Chief Financial and Administrative Officer at Skype Limited, from 2010 to 2011, Executive Vice President - Finance & Administration and Chief Financial Officer at Agilent Technologies, Inc., from 2001 to 2010 and held various positions at Eaton Corporation, from 1979 to 2001, including Executive Vice President and Chief Financial and Planning Officer from 1995-2001. He was a member and past Chairman of The Conference Board Council of Financial Executives. Mr. Dillon graduated from Amherst College with a Bachelor of Arts degree in economics. The business address of Mr. Dillon is 5872 Cottage Ridge Road, Santa Rosa, CA 95403, USA.

Gareth Williams was appointed to our Board of Directors in January 2014. Presently, Mr. Williams serves as a member of the Board of Trustees of Cicely Saunders International, a charity that funds research and education on palliative care. Mr. Williams also serves as an independent director of SAGA plc. He served as a Chairman of YSC until November 2017. He also served as a member of the Board of YSC from 2013 to 2017. He also served as the advisor to the Chief Executive Officer of Diageo plc until June 2014. Prior to his appointment to our Board, he was Director, Human Resources at Diageo plc, one of the world's leading premium drink companies. Prior to taking over as Head of Human Resources at Diageo in January 1999, Mr. Williams held a series of key positions in HR at Grand Metropolitan, plc in North America and the UK from 1984 to 1998, leading up to the merger with Guinness that formed Diageo. Before joining Grand Metropolitan, he spent 10 years with Ford of Britain in a number of HR roles. Mr. Williams graduated with a Bachelor of Arts degree in Economics from the Warwick University. The business address of Mr. Williams is High Tees, Wildernesse Avenue, Sevenoaks, Kent TN15 0EA, United Kingdom.

John Freeland was appointed to our Board of Directors in September 2014. Currently, Mr. Freeland is the Chairman and Co-founder of Surface Architectural Supply Inc, Chairman and founder of JF Manufacturing LLC and he is the founder of JF Fitness of North America. He is on the Board of Scout Logic, Inc. He was on the Board of Compuware Corporation during the year 2014. He brings over 35 years of experience to WNS. Most recently he was the Chief Executive Officer of Symphony Information Resources, Inc. from October 2007 to May 2012, a leading global provider of information, insights and decision solutions. In his previous roles, he was President - Worldwide Operations for salesforce.com and a Managing Partner at Accenture in the areas of global Insurance and global Customer Relationship Management. During his 26-year career at Accenture, he was also appointed a member of Accenture's executive committee. Mr. Freeland has a Bachelor of Arts degree in Economics and a Master of Business Administration from Columbia University. The business address of Mr. Freeland is 435 East 52nd Street, Apartment 8B, NY, NY 10022, USA.

Keshav R. Murugesh was appointed as our Group Chief Executive Officer and director in February 2010. Mr. Murugesh is based out of Mumbai. 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. Presently, he is an Executive Council member of the National Association of Software and Service Companies ("NASSCOM"). Previously, he held the position of Chairman and a 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 and the Honorary Chairman of The Confederation of Indian Industry - Western India's Education Committee (from 2017 to 2018). He has also served as a former chairman of the BPM Council at NASSCOM. NASSCOM is the industry association for the IT-BPM sector in India. He is on the Board of WNS Cares Foundation, a company that focuses on sustainability initiatives. He was the Chairman of SIFE (Students in Free Enterprise) India, which is a global organization involved in educational outreach projects in partnership with businesses across the globe, from 2005 to 2011. The business address of Mr. Murugesh is Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli West, Mumbai 400079, India.

Michael Menezes was appointed to our Board of Directors in January 2014. Mr. Menezes presently serves as the advisor to Fairfax India and also as an Executive-in-Residence to the Master of Business Administration students at Ryerson University in Toronto on a voluntary basis. He is the President of Acumentor Inc. a sole proprietary business engaged in providing consulting and other services. Most recently, he was the special advisor to the Continental Bank of Canada. He was also Chief Financial Officer, Technology, Operations and Corporate Group at Bank of Montreal from 2000 to 2012. Mr. Menezes has over two decades of global exposure, both as Chief Executive Officer and Chief Financial Officer in the Financial Services, Consumer Goods and Agri-business sectors. In his previous stints, he has been the Chief Financial Officer for ONIC (Holding), Chief Executive Officer of ITC Agro Tech Ltd., India, apart from holding various senior finance roles at ITC Ltd. in India. Mr. Menezes received a Bachelor of Arts Degree in Economics from University of Delhi, India, a Master's degree in Economics from London School of Economics, UK and qualified as a Member of the Institute of Chartered Accountants of India. The business address of Mr. Menezes is LPH 02, Landmark 2, 7825 Bayview Avenue, Thornhill, Ontario, Canada, L3T 7N2.

Françoise Gri was appointed to our Board of Directors in May 2015. Ms. Gri brings over 30 years of international business experience to WNS, most recently 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 the role of President and Country GM for IBM France. She is a chairperson of INSEEC U, which is is a private multidisciplinary higher education and research institution, and a member of the Board of Directors at Credit Agricole, Credit Agricole Investment Banking and Edenred. Ms. Gri has a Master of Science degree in Computer Engineering from Ecole Nationale Superieure d'Informatique et Mathematiques Appliquees ENSIMAG) in Grenoble, France. The business address of Ms. Gri is 25, Rue des Vaussourds, 92500 Rueil Malmaison, France.

Keith Haviland was appointed to our Board of Directors in July 2017. He brings 35 years of 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 founder of their offshore business model and global delivery network for their Technology Services. 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 a film producer and the founder of Haviland Digital Limited, a company dedicated to creating intelligent film, television and digital media. He also serves on the board of Mission Control Productions Limited, Mirabilis Technology Services Limited, Caravan Media Limited, Haviland Digital Co-Productions Limited, 35 Yard Development Limited and Tin Goose Films Ltd. 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 8 Albany Park Road, Kingston Upon Thames, London, KT2 5SW, United Kingdom.

Mario P. Vitale was appointed to our Board of Directors in October 2017. He has over 40 years of experience in the insurance industry. Currently, Mario serves as the Chief Executive Officer of Vitality Risk, LLC. He also serves as President of Arceo Labs, Inc., a startup of a cyber insurance platform for insurance companies, 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 serves as the Trustee of St John's University College of Insurance and the Director of Growthsource Academy, a non-profit organization. Most recently, 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. The business address of Mr. Vitale is 3440 Thonbury Ln Bonita Springs, Florida 34134, United States.

Jason Liberty was appointed to our Board of Directors in February 2020. Mr. Liberty brings over 20 years of finance experience and deep domain expertise in the travel and leisure vertical. Currently, Mr. Liberty is the Executive Vice President and Chief Financial Officer for Royal Caribbean Cruises Ltd. He is responsible for overseeing the finance and accounting, strategic planning, information technology, legal and risk management functions. Before joining Royal Caribbean Cruises Ltd. in 2005, he was a senior manager with KPMG, LLP. The business address of Mr. Liberty is 1050, Caribbean Way, Miami FL33131.

Executive Officers

Keshav R. Murugesh is our Group Chief Executive Officer. Please see "— Directors" above for Mr. Murugesh's biographical information.

Sanjay Puria serves as our Group Chief Financial Officer. He is based out of 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 21 years of experience, out of which over 17 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 centered around 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 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.

Gautam Barai serves as our Chief Operating Officer. He is based out of Mumbai and is responsible for operations, client relations, technology and capability creation across the organization. He began his tenure at WNS leading operations for the Aviva business in 2009, and helped to grow our insurance vertical before becoming the leader of the banking and financial services, insurance and healthcare business units. Most recently he was Chief Business Officer at WNS from May 2018 to January 2019. Prior to joining WNS, Mr. Barai was Senior Vice President - Business Executive Operations at Bank of America. Prior to Bank of America, he served as Senior Vice President and Head of BPO at Countrywide Financial Corporation. At Countrywide, he was instrumental in setting up and managing BPO operations in both India and Costa Rica. He holds Masters of Business Administration degrees from Columbia University and London Business School. The business address of Mr. Barai is Gate 4, Godrej & Boyce Complex, Pirojshahnagar, Vikhroli (West), Mumbai 400079, India.

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 impairment of goodwill, share-based compensation expense and amortization of intangible assets 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.

Our compensation planning process neither begins nor ends with any particular Compensation Committee meeting. Compensation decisions are designed to promote our fundamental business objectives and strategy. Our Compensation Committee periodically reviews related matters such as succession planning, evaluation of management performance and consideration of the business environment and considers such matters in making compensation decisions.

Benchmarking and Use of Compensation Consultant in Fiscal 2020

During fiscal 2020, 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 2020 included the following:

Peer Group Companies for Named Executive Officers other than the Group Chief Executive Officer*

Accenture (BPM)	FirstSource Solutions	Mphasis
Capgemini (IT/ BPM)	Genpact Limited	Tata Consultancy Services (BPM)
Cognizant Technologies	HCL Technologies	Teleperformance
Conduent	ICICI Bank	Wipro Technologies (BPM)
EXL Services Holding Inc.	Infosys (BPM)	

Peer Group Companies for the Group Chief Executive Officer

Cognizant Technologies	Genpact Limited	Teleperformance
Conduent	HCL Technologies	Wipro Technologies (BPM)
EXL Services Holding Inc.		

* 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 2020.

Based on the elements listed above and in line with our compensation philosophy, in fiscal 2020 our Compensation Committee adjusted our executive officers compensation as described in "—Executive Compensation for Fiscal 2020" below.

Executive Compensation for Fiscal 2020

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 2020 (excluding grants of RSUs which are described below).

Name	Base salary(1)	Benefits	Bonus	Total
Keshav R. Murugesh	$ 754,926	$ 87,201	$2,379,215	$3,221,342
Sanjay Puria	$ 319,214	$ 24,495	$ 793,801	$1,137,510
Gautam Barai	$ 328,205	$ 33,805	$ 680,808	$1,042,818
Swaminathan Rajamani	$ 283,329	$ 22,408	$ 704,568	$1,010,305
Total	**$ 1,685,674**	**$167,909**	**$4,558,392**	**$6,411,975**

Note:

(1) Base salary does not include amount contributed towards provident fund which is set out in the table under "—Other Benefits and Perquisites."

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 2020 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. Murugesh's base salary (including employer contribution towards Provident Fund (Retirement Benefit)) was $ 806,245.
- Mr. Sanjay Puria's base salary (including employer contribution towards Provident Fund (Retirement Benefit)) was revised from $301,644 to $334,826 in fiscal 2020. The salary revision was effective April 1, 2019.
- Mr. Gautam Barai's base salary (including employer contribution towards Provident Fund (Retirement Benefit) is revised from $312,531 to $353,173 in fiscal 2020. The salary revision was effective April 1, 2019.
- Mr. Swaminathan Rajamani's base salary (including employer contribution towards Provident Fund (Retirement Benefit)) was revised from $256,193 to $297,188 in fiscal 2020. The salary revision was effective April 1, 2019.

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), adjusted operating margin (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 2020 does not exceed the aggregate cash bonus pool approved by our Compensation Committee for fiscal 2020. Each of our executive officers' variable incentive packages for fiscal 2020 are as described below:

Our Compensation Committee set Mr. Murugesh's target variable incentive, or cash bonus, at $1,007,806 for 100% achievement of objectives. Our Compensation Committee assigned as Mr. Murugesh's performance objectives the achievement of targets for our revenue less repair payments (non-GAAP) and ANI (non-GAAP), and individual performance objectives. Mr. Murugesh earned 236.1% of his target variable incentive amount on an overall basis.

Our Compensation Committee set Mr. Puria's target variable incentive for 2020 at $334,826 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 237.1% of his target variable incentive amount on an overall basis.

Our Compensation Committee set Mr. Barai's target variable incentive for 2020 at $353,173 for 100% achievement of objectives. Our Compensation Committee assigned as Mr. Barai's performance objectives the achievement of targets for our revenue less repair payments (non-GAAP), ANI (non-GAAP), adjusted operating margin (non-GAAP), adjusted gross contribution (non-GAAP), and individual performance objectives. Based on actual performance against these objectives, Mr. Barai earned 192.8% of his target variable incentive amount on an overall basis.

Our Compensation Committee set Mr. Swaminathan's target variable incentive for 2020 at $297,188 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 237.1% of his target variable incentive amount on an overall basis.

Equity Incentive Grants of RSUs

During fiscal 2020, 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 2020:

Name	Date of grant	Total RSUs granted for fiscal 2020	Weighted average grant date fair value ($) (1)
Keshav R. Murugesh	April 24, 2019	236,100(2)	58.43
Sanjay Puria	April 24, 2019	35,250(3)	58.43
Gautam Barai	April 24, 2019	33,000(3)	58.43
	April 24, 2019	7,500(4)	55.72
Swaminathan Rajamani	April 24, 2019	22,800(3)	58.43
	April 24, 2019	4,500(4)	55.72

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.

(4) 20%, 20% and 60% of the RSUs granted shall vest on the first, second and third anniversaries, respectively, of the grant date, subject to the grantee's continued employment with our Company through the applicable vesting date.

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 2020 are summarized below:

Name	Provident fund	Insurance benefits	Club membership	Tax Reimbursement	Total
Keshav R. Murugesh	$ 58,536	$ 2,503	$ 10,650	$ 15,512	$ 87,201
Sanjay Puria	$ 16,072	$ 1,372	$ —	$ 7,051	$ 24,495
Gautam Barai	$ 25,428	$ 1,326	$ —	$ 7,051	$ 33,805
Swaminathan Rajamani	$ 14,625	$ 1,092	$ —	$ 7,051	$ 22,408
Total	**$114,301**	**$ 6,293**	**$ 10,650**	**$ 36,665**	**$167,909**

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Non-executive Director Compensation for Fiscal 2020

Total Compensation of Non-executive Directors

The following table sets forth the cash compensation paid or proposed to be paid to our non-executive directors for services rendered in fiscal 2020 (excluding grants of RSUs which are described below):

Name	Retainership fees	Retainership fees for Board/Committee Chairman	Total
Adrian T. Dillon	$ —	$ 160,000(1)	**$160,000**
Gareth Williams	$ 70,000	$ 20,000(2)	**$ 90,000**
John Freeland	$ 70,000	$ —	**$ 70,000**
Michael Menezes	$ 70,000	$ 30,000(3)	**$100,000**
Renu S. Karnad	$ 60,915	$ 13,054(4)	**$ 73,969**
Françoise Gri	$ 70,000	$ 1,926(5)	**$ 71,926**
Keith Haviland	$ 70,000	$ —	**$ 70,000**
Mario P. Vitale	$ 70,000	$ —	**$ 70,000**
Jason Liberty	$ 8,989	$ —	**$ 8,989**
Total	**$ 489,904**	**$ 224,980**	**$714,884**

Notes:

(1) Fee paid to Mr. Adrian T. Dillon for serving as Chairman of our Board of Directors in fiscal 2020.

(2) Fee paid to Mr. Gareth Williams for serving as Chairman of our Compensation Committee in fiscal 2020.

(3) Fee paid to Mr. Michael Menezes for serving as Chairman of our Audit Committee in fiscal 2020.

(4) Fee paid to Ms. Renu S. Karnad for serving as Chairman of our Nominating and Corporate Governance Committee in fiscal 2020. She retired as Chairman when she resigned from our Board effective February 14, 2020.

(5) Fee paid to Ms. Françoise Gri for serving as Chairman of our Nominating and Corporate Governance Committee in fiscal 2020. She was appointed as Chairman effective February 14, 2020.

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 2020 with a vesting period of one year. No options were granted in fiscal 2020.

Name	Date of grant	Total RSUs granted for fiscal 2020	Grant date fair value ($)(1)
Adrian T. Dillon	July 17, 2019	4,783	59.27
Françoise Gri	July 17, 2019	2,392	59.27
Gareth Williams	July 17, 2019	2,392	59.27
John Freeland	July 17, 2019	2,392	59.27
Michael Menezes	July 17, 2019	2,392	59.27
Renu S. Karnad	July 17, 2019	2,392	59.27
Keith Haviland	July 17, 2019	2,392	59.27
Mario P. Vitale	July 17, 2019	2,392	59.27

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, which was amended with effect from February 19, 2013, to serve as our Group Chief Executive Officer for a five-year term, which will renew automatically for three additional successive terms of three years each, unless either we or Mr. Murugesh elects not to renew the term. Our employment agreement with Mr. Murugesh was further amended effective February 19, 2014 and February 19, 2017 to revise Mr. Murugesh's compensation (including share grants).

Under the terms of the amended agreement, Mr. Murugesh is entitled to receive compensation, health and other benefits and perquisites commensurate with his position. Pursuant to the 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 amended agreement) or is terminated for any reason other than those specified in the amended 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. Mr. Murugesh would also be entitled to vested benefits and other amounts due to him under our employee benefit plans. Further, where Mr. Murugesh's employment is terminated for any reason other than those specified in the amended agreement (including without limitation, expiration of his employment period or we elect not to extend his employment), he will also be entitled to his base salary for a period of 12 months from the effective date of termination and his target bonus for the year in which the termination occurs, both of which will be paid immediately, and all of the share options and RSUs granted to him will vest and the share options and RSUs would become exercisable on a fully accelerated basis.

Further, where Mr. Murugesh's employment is terminated for reasons of death, disability or retirement as specified in the amended 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, and all of the share options and RSUs granted to him will vest and the share options and RSUs would become exercisable on a fully accelerated basis.

In addition to the above, if Mr. Murugesh's employment is terminated by us without cause or by Mr. Murugesh for good reason, and Mr. Murugesh executes and delivers a non-revocable general release of claims in favor of our company, subject to his continued compliance with certain non-competition and confidentiality obligations, Mr. Murugesh would be entitled to receive the following severance payments and benefits from us:

1. His base salary for a period of 12 months from the effective date of termination, which will be paid immediately;
2. His target bonus for the year in which the termination occurs, which will be paid immediately; and
3. Automatic accelerated vesting of RSUs or share options granted to him that would have vested with him through the next two vesting dates of each grant from the effective date of termination. Full accelerated vesting will occur in case of termination of employment for good reason.

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 employment agreement, all of the share options and RSUs granted to Mr. Murugesh under the employment 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 of 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 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, 2020, RSUs to purchase an aggregate of 590,027 ordinary shares were outstanding, out of which RSUs to purchase 347,286 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 2020, 2019 and 2018 was $56.23, $47.89 and $30.85 per ADS, respectively. 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.

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) 3,900,000 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 plan administrator shall designate in the award agreement evidencing each share option grant whether such share option shall be exercisable for shares or ADSs. 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 or ADSs 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, 2020, RSUs to purchase an aggregate of 2,257,170 ordinary shares were outstanding, out of which RSUs to purchase 1,044,135 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 2020, 2019 and 2018 was $56.23, $47.89 and $30.85 per ADS, 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 2020, the total amount accrued by us to provide for pension, retirement or similar benefits was $15.3 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 $9.4 million, $8.6 million and $8.9 million in each of fiscal 2020, 2019 and 2018, 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 $1.5 million, $1.4 million and $1.3 million in each of fiscal 2020, 2019 and 2018, 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 $0.9 million, $0.8 million and $0.7 million in each of fiscal 2020, 2019 and 2018, respectively, to the UK pension scheme.

Gratuity

In accordance with Indian, the Philippines and Sri Lankan laws, we provide for gratuity liability pursuant to a defined benefit retirement plan covering all our employees in India, the Philippines and Sri Lanka. 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 $26,467 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 $1.2 million, $1.4 million and $1.1 million in fiscal 2020, 2019 and 2018, respectively, to LIC and ALICPL.

Our Sri Lankan subsidiary, Philippines subsidiary and one Indian subsidiary 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. Dillon, Williams, Freeland, Vitale, Haviland Menezes and Liberty, and Ms. Gri 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 2023;
- Class II, whose term will expire at the annual general meeting to be held in fiscal 2021; and
- Class III, whose term will expire at the annual general meeting to be held in fiscal 2022.

Our directors are classified as follows:

- Class I: Mr. Gareth Williams, Mr. Mario P. Vitale and Mr. Adrian T. Dillon;
- Class II: Mr. Keshav R. Murugesh, Mr. Keith Haviland and Mr. Michael Menezes; and
- Class III: Ms. Françoise Gri, Mr. John Freeland and Mr. Jason Liberty.

The appointments of Messrs. Murugesh, Haviland and Menezes will expire at the next annual general meeting, which we expect to hold in September 2020. Messrs. Murugesh, Haviland and Menezes 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.

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 2020.

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 Nominating and Corporate Governance Committee.

Audit Committee

The Audit Committee comprises four directors: Mr. Michael Menezes (Chairman), Mr. Jason Liberty, Mr. Keith Haviland and Mr. Mario P. Vitale. Ms. Françoise Gri was a member of the Audit Committee until February 13, 2020. Each of Messrs. Menezes, Haviland, Liberty and Vitale satisfies the "independence" requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (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. Messrs. Menezes and Liberty serve as our Audit Committee Financial experts, 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 in fiscal 2020.

Compensation Committee

The Compensation Committee comprises three directors: Messrs. Gareth Williams (Chairman), John Freeland and Adrian T. Dillon. Mrs. Renu S. Karnad was a member of the Compensation Committee until February 13, 2020. Each of Messrs. Williams, Freeland and Dillon 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 five meetings in fiscal 2020.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee comprises four directors: Ms. Françoise Gri (Chairman) and Messrs. Adrian T. Dillon, John Freeland and Gareth Williams. Ms. Françoise Gri was appointed as the Chairman and a member of the Nominating and Corporate Governance Committee from February 14, 2020 and Mrs. Renu S. Karnad was a member of the Nominating and Corporate Governance Committee until February 13, 2020. Each of Ms. Gri and Messrs. Dillon, Freeland and Williams satisfies the "independence" requirements of the NYSE listing standards. The principal duties and responsibilities of the nominating and governance 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 Nominating and Corporate Governance Committee charter on our website at *www.wns.com*. **Information contained in our website does not constitute a part of this annual report.**

The Nominating and Corporate Governance 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 Nominating and Corporate Governance 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.

While the Nominating and Corporate Governance Committee does not have a formal policy with respect to the consideration of diversity in identifying director nominees, it nevertheless considers director nominees with a diverse range of backgrounds, skills, national origins, values, experiences and occupations.

The Nominating and Corporate Governance Committee held four meetings in fiscal 2020.

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 five executive sessions in fiscal 2020.

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."

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, 2020. 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, 2020 are based on an aggregate of 49,733,640 ordinary shares outstanding as at that date.

Name	Number of Ordinary Shares Beneficially Owned	
	Number	Percent
Directors		
Adrian T. Dillon(1)	80,265	0.161
Gareth Williams	21,736	0.044
John Freeland(2)	34,980	0.070
Keshav R. Murugesh	650,176	1.307
Michael Menezes	11,778	0.024
Jason Liberty	—	—
Françoise Gri	17,367	0.035
Keith Haviland	8,777	0.018
Mario P. Vitale	5,317	0.011
Executive Officers		
Sanjay Puria	57,064	0.115
Swaminathan Rajamani	53,536	0.108
Gautam Barai	47,954	0.096
All our directors and executive officers as a group (12 persons as of March 31, 2020)	**988,950**	**1.988**

Notes:

(1) Of the 80,265 shares beneficially owned by Mr. Adrian T. Dillon, 16,765 shares are in the form of ADSs.
(2) Of the 34,980 shares beneficially owned by Mr. John Freeland, 15,750 shares are in the form of ADSs.

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As at March 31, 2020, 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, 2020:

	RSU Summary			
Name	Number of shares underlying unexercised RSUs held that have vested but unexercised	Number of shares underlying RSUs vesting within 60 days from March 31, 2020	Vesting dates	Number of shares underlying RSUs vesting after 60 days from March 31, 2020
Non-executive Directors				
Adrian T. Dillon	—	—	—	4,783
Gareth Williams	—	—	—	2,392
John Freeland	—	—	—	2,392
Michael Menezes	—	—	—	2,392
Françoise Gri	—	—	—	2,392
Keith Haviland	—	—	—	2,392
Mario P. Vitale	—	—	—	2,392
Executive Officers				
Keshav R. Murugesh	319,944	54,400	April 27, 2020	397,858
	—	263,638	April 26, 2020	—
	—	6,292	April 25, 2020	—
	—	5,902	April 24, 2020	—
Sanjay Puria	15,741	5,000	April 27, 2020	59,293
	—	32,942	April 26, 2020	—
	—	1,800	April 26, 2020	—
	—	798	April 25, 2020	—
	—	783	April 24, 2020	—
Gautam Barai	12,323	5,000	April 27, 2020	54,939
	—	16,786	April 26, 2020	—
	—	1,800	April 26, 2020	—
	—	558	April 25, 2020	—
	—	733	April 24, 2020	—
	—	1,500	April 24, 2020	—
Swaminathan Rajamani	16,591	5,000	April 27, 2020	41,999
	—	28,221	April 26, 2020	—
	—	1,800	April 26, 2020	—
	—	518	April 25, 2020	—
	—	506	April 24, 2020	—
	—	900	April 24, 2020	—

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. 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:

Position	Share Ownership Guidelines
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 ADSs, 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.

Position	Share Ownership Guidelines
Group Chief Executive Officer	4.0 x annual base salary
Chief Operating Officer	2.0 x annual base salary
Group Chief Financial Officer	1.5 x annual base salary
Chief People Officer	1.0 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.

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.

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, 2020 held by each person who is known to us to have a 5.0% or more beneficial share ownership based on an aggregate of 49,733,640 ordinary shares outstanding as of 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)
Waddell & Reed Financial Inc. (2)	5,734,714	11.5%
FMR LLC (3)	4,772,893	9.6%
Nalanda India Fund Limited(4)	4,122,196	8.3%

Notes:

(1) Based on an aggregate of 49,733,640 ordinary shares outstanding as at March 31, 2020.

(2) Information is based on Amendment No. 9 to a report on Schedule 13G jointly filed with the Commission on February 14, 2020 by Waddell & Reed Financial, Inc. (“WDR”) and Ivy Investment Management Company (“IICO”), an investment advisory subsidiary of WDR. These shares are beneficially owned by one or more open-end investment companies or other managed accounts which are advised or sub-advised by IICO. The investment advisory contracts grant IICO all investment and/or voting power over securities owned by such advisory clients. The investment sub-advisory contracts grant IICO investment power over securities owned by such sub-advisory clients and, in most cases, voting power. Any investment restriction of a sub-advisory contract does not restrict investment discretion or power in a material manner. Therefore, IICO may be deemed the beneficial owner of these shares. IICO and WDR are of the view that they are not acting as a “group” for purposes of Section 13(d) under the Exchange Act. Indirect “beneficial ownership” is attributed to the respective parent companies solely because of the parent companies’ control relationship to IICO.

(3) Information is based on Amendment No. 16 to a report on Schedule 13G jointly filed with the Commission on February 6, 2020 by FMR LLC and Abigail P. Johnson. Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. According to this Amendment No. 16, 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. Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the US Investment Company Act of 1940 (“Fidelity Funds”), advised by Fidelity Management & Research Company (“FMR Co”), a wholly-owned subsidiary of FMR LLC. Such power resides with the Fidelity Funds’ Boards of Trustees. FMR Co carries out the voting of the shares under written guidelines established by the Fidelity Funds’ Boards of Trustees. According to this Amendment No. 16, of these shares, FMR LLC and Abigail P. Johnson each has the sole power to vote or direct the vote over 1,142,049 shares and the sole power to dispose or direct the disposition of all 4,772,893 shares.

(4) Information is based on Amendment No. 5 to a report on Schedule 13G filed with the Commission on February 14, 2019 by Nalanda India Fund Limited.

The following summarizes the significant changes in the percentage ownership held by our major shareholders during the past three years:

- WDR reported its percentage ownership of our ordinary shares to be 18.1% (based on the then number of our ordinary shares reported as outstanding at that time) in Amendment No. 7 to a report on Schedule 13G filed with the Commission on February 14, 2018, 15.6% (based on the then number of our ordinary shares reported as outstanding at that time) in Amendment No. 8 to a report on Schedule 13G filed with the Commission on February 14, 2019 and 11.6% (based on the then number of our ordinary shares reported as outstanding at that time) in Amendment No. 9 to a report on Schedule 13G filed with the Commission on February 14, 2020.
- Wellington Management Group LLP reported its percentage ownership of our ordinary shares to be 5.52% (based on the then number of our ordinary shares reported as outstanding at that time) in a report on Schedule 13G jointly filed with the Commission on February 12, 2019 and 3.67% (based on the then number of our ordinary shares reported as outstanding at that time) in Amendment No. 1 to a report on Schedule 13G jointly filed with the Commission on February 14, 2020.
- FMR LLC reported its percentage ownership of our ordinary shares to be 8.934% (based on the then number of our ordinary shares reported as outstanding at that time) in Amendment No. 14 to a report on Schedule 13G jointly filed with the Commission on February 13, 2018, 9.397% (based on the then number of our ordinary shares reported as outstanding at that time) in Amendment No. 15 to a report on Schedule 13G jointly filed with the Commission on February 13, 2019 and 9.626% (based on the then number of our ordinary shares reported as outstanding at that time) in Amendment No.16 to a report on Schedule 13G jointly filed with the Commission on February 6, 2020.

None of our major shareholders have different voting rights from our other shareholders.

As at March 31, 2020, 49,467,872 of our ordinary shares, representing 99.47% of our outstanding ordinary shares, were held as ADSs by Deutsche Bank Trust Company Americas, the depositary for our ADS holders. We are aware of 14 record shareholders being a US citizen or an entity incorporated in the US, including the depository, as at March 31, 2020. Since certain of these ordinary shares and ADSs 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 or where the beneficial holders are resident. All holders of our ordinary shares are entitled to the same voting rights.

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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.

In April 2019, Mr. Keshav Murugesh was appointed as the Chairman of NASSCOM. During fiscal 2020, we have paid membership and subscription charges and sponsorship and participation fees for various events conducted by NASSCOM amounting to $204.

Ms. Renu S Karnad is a Director on the Board of HDFC Asset Management Company Limited ("HDFC"). Her last day on our Board was February 14, 2020. We have invested in mutual funds managed by HDFC and the principal outstanding as at February 14, 2020 was $13,951.

During fiscal 2015, Mr. Gareth Williams was appointed as a Non-Executive director of SAGA Plc. who is our client. During fiscal 2020, we earned a net revenue of $1,430 from this client.

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 2013 which has been renewed for another five years starting from April 2018. 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 2004 through fiscal 2016 pending before various appellate authorities. These orders assess additional taxable income that could in the aggregate give rise to an estimated ₹2,439.2 million ($32.3 million based on the exchange rate on March 31, 2020) in additional taxes, including interest of ₹835.6 million ($11.1 million based on the exchange rate on March 31, 2020).

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)			
WNS Global	Fiscal 2004	₹ 12.5	$ (0.2)[1]	₹ 3.1	$ (0.1)[1]
Permanent establishment of WNS North America Inc (“WNS NA Inc”) and WNS Global Services (UK) Limited (“WNS UK”) in India	Fiscal 2004	₹ 8.1	$ (0.2)[1]	₹ 2.2	$ (0.1)[1]
WNS Global	Fiscal 2005	₹ 27.4	$ (0.4)[1]	₹ 8.6	$ (0.1)[1]
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2005	₹ 4.1	$ (0.1)[1]	₹ 1.2	$ (0.1)[1]
WNS Global	Fiscal 2006	₹ 489.2	$ (6.4)[1]	₹ 181.6	$ (2.3)[1]
Permanent establishment of WNS NA Inc and WNS UK in India	Fiscal 2006	₹ 13.2	$ (0.2)[1]	₹ 5.6	$ (0.1)[1]
WNS Global	Fiscal 2007	₹ 71.8	$ (1.0)[1]	₹ 22.8	$ (0.3)[1]
Permanent establishment of WNS NA Inc. and WNS UK in India	Fiscal 2007	₹ 23.1	$ (0.3)[1]	₹ 5.4	$ (0.1)[1]
Permanent establishment of WNS NA Inc. in India	Fiscal 2008	₹ 19.5	$ (0.3)[1]	₹ —	$ —
Permanent establishment of WNS UK in India	Fiscal 2009	₹ 6.7	$ (0.1)[1]	₹ —	$ —
WNS Global	Fiscal 2009	₹ 55.2	$ (0.7)[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]	₹ 8.2	$ (0.1)[1]
WNS Global	Fiscal 2012	₹ 305.7	$ (4.0)[1]	₹ 107.4	$ (1.4)[1]
WNS Global	Fiscal 2013	₹ 423.0	$ (5.4)[1]	₹ 137.2	$ (1.8)[1]
WNS Global	Fiscal 2014	₹ 480.1	$ (6.3)[1]	₹ 257.4	$ (3.4)[1]
WNS Global	Fiscal 2015	₹ 258.6	$ (3.4)[1]	₹ 94.9	$ (1.2)[1]
WNS Global	Fiscal 2016	₹ 209.0	$ (2.8)[1]	—	—
Total		**₹ 2,439.2**	**$ (32.3)[1]**	**₹ 835.6**	**$ (11.1)[1]**

Note:

(1) Based on the exchange rate as at March 31, 2020.

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, 2020, we have provided a tax reserve of ₹774.3 million ($10.2 million based on the exchange rate on March 31, 2020) 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 ₹3,704.6 million ($49.0 million based on the exchange rate on March 31, 2020) in additional taxes, including interest of ₹1,253.9 million ($16.6 million based on the exchange rate on March 31, 2020). 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 ₹916.4 million ($12.1 million based on the exchange rate on March 31, 2020) 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, 2020, corporate tax returns for fiscal years 2017 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 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, 2020) 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 is more likely than not to be upheld in our favor. We intend to continue to vigorously dispute the 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 declare and 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.

Subject to the deposit agreement governing the issuance of our ADSs, holders of ADSs will be entitled to receive dividends paid on the ordinary shares represented by such ADSs.

B. Significant Changes

There are uncertainties regarding the current COVID-19 pandemic, and we are closely monitoring the impact of the pandemic on all aspects of our business, including how it will impact our clients, employees, suppliers, vendors and business partners. While the pandemic impacted us adversely in the fourth quarter of fiscal 2020, it was limited to a ramp-down in the second half of March 2020. For further information, see "Part I — Item 5. Operating and Financial Review and Prospects — Global Economic Conditions — Impact of COVID-19."

We are actively working to understand our clients' changing requirements, adapt delivery to a "work from home" model, ensure data security, prioritize critical processes, adjust service levels, and manage costs. In addition, we are receiving client requests for price reductions, discounts and extended payment terms. As a result, we expect additional impact on our business, financial condition, results of operations and cash flow for the quarter ending June 30, 2020 and potentially for subsequent quarters. The magnitude of the impact on future quarters' and full fiscal year's financial performance will be dependant on how long the COVID-19 pandemic lasts, and how long it takes our clients' businesses to stabilize and recover.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Our ADSs, commenced trading on the NYSE on July 26, 2006. The ADSs were issued by our depositary, Deutsche Bank Trust Company Americas, pursuant to a deposit agreement. The number of our outstanding ordinary shares (including the ordinary shares underlying ADSs) as at March 31, 2020 was 49,733,640. As at March 31, 2020, there were 49,467,872 ADSs outstanding (representing 49,467,872 ordinary shares).

The high and low last reported sale prices per ADS for the periods indicated are as shown below:

	Price per ADS on NYSE	
	High	Low
Fiscal year:		
2016	$ 34.36	$ 23.28
2017	$ 32.82	$ 24.82
2018	$ 48.26	$ 27.69
2019	$ 54.49	$ 39.24
2020	$ 75.86	$ 34.26
Fiscal Quarter:		
2019		
First quarter	$ 53.88	$ 44.37
Second quarter	$ 54.37	$ 47.78
Third quarter	$ 51.60	$ 39.56
Fourth quarter	$ 54.49	$ 39.24
2020		
First quarter	$ 59.86	$ 52.81
Second quarter	$ 65.00	$ 56.93
Third quarter	$ 66.90	$ 56.62
Fourth quarter	$ 75.86	$ 34.26
Month:		
November 2019	$ 63.99	$ 60.67
December 2019	$ 66.90	$ 61.93
January 2020	$ 73.48	$ 65.43
February 2020	$ 75.86	$ 63.73
March 2020	$ 67.88	$ 34.26
April 2020	$ 48.85	$ 36.07

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs are listed on the NYSE under the symbol "WNS."

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 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, Mourant Governance Services (Jersey) Limited, and share registrar, Mourant Ozannes Corporate Services (Jersey) Limited, is 22 Grenville Street, St Helier, Jersey JE4 8PX. Our share register is maintained at the premises of Mourant Ozannes Corporate Services (Jersey) Limited.

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. ADS holders do not hold our certificated shares and therefore 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. ADS holders are entitled to receive dividends and to exercise the right to vote only in accordance with the deposit agreement.

Share Capital

As at March 31, 2020, 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, 2020, 2019 and 2018, we had 49,733,640 shares, 50,051,920 shares (excluding 1,101,300 treasury shares) and 50,434,080 shares (excluding 4,400,000 treasury shares), respectively. The increase in the number of ordinary shares outstanding during the last three fiscal years resulted from 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 Jersey 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 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 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. The rights of holders of our ADSs differ in certain respects from those of holders of our ordinary shares.

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	Delaware Law	Jersey Law
Special Meetings of Shareholders	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.	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	Delaware Law	Jersey Law
Interested Director Transactions	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.	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	Delaware Law	Jersey Law
Cumulative Voting	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.	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	Delaware Law	Jersey Law
Limitations on Directors Liability	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.	The 1991 Law does not contain any provisions permitting Jersey companies to limit the liability of directors for breach of fiduciary duty. Any provision, whether contained in the articles of association of, or in a contract with, a Jersey company or otherwise, whereby the company or any of its subsidiaries or any other person, for some benefit conferred or detriment suffered directly or indirectly by the company, agrees to exempt any person from, or indemnify any person against, any liability which by law would otherwise attach to the person by reason of the fact that the person is or was an officer of the company is void (subject to what is said below).
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.	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	Delaware Law	Jersey Law
Appraisal Rights	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.	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	Delaware Law	Jersey Law
Amendments to Charter	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.	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.

Transfer Agent and Registrar

The transfer agent and registrar for our ADSs is Deutsche Bank Trust Company Americas.

C. Material Contracts

The following is a summary of each contract that is or was material to us during the last two years.

(1) Stock Purchase Agreement dated as of January 10, 2017 by and among WNS North America Inc. and the Sellers, the Optionholders and the Sellers Representative (each as defined therein).

In January 2017, WNS North America Inc. entered into the stock purchase agreement dated as of January 10, 2017 with the Sellers, the Optionholders and the Sellers Representative (each as defined therein). Under the agreement, we acquired all outstanding shares of Denali, a provider of strategic procurement BPM solutions for a purchase consideration of $38.7 million (including contingent consideration of up to $6.3 million, dependent on the achievement of revenue targets over a period of three years and deferred consideration of $0.5 million payable in the first quarter of fiscal 2018), subject to adjustments for cash and working capital. We have funded the acquisition through a three-year secured term loan with BNP Paribas, Hong Kong, described in item 4 below.

(2) Stock Purchase Agreement and Plan of Merger dated as of March 15, 2017 by and among WNS Global Services Private Limited, WNS North America Inc., WNS Healthcare North America LLC, HealthHelp Holdings, LLC, MTS HealthHelp Inc., the stockholders of MTS HealthHelp Inc., Cherrill Farnsworth and the Sellers' Representative (as defined therein).

In March 2017, WNS Global Services Private Limited, WNS North America Inc. and WNS Healthcare North America LLC entered into the stock purchase agreement and plan of merger dated as of March 15, 2017 with HealthHelp Holdings, LLC, MTS HealthHelp Inc., the stockholders of MTS HealthHelp Inc., Cherrill Farnsworth and the Sellers' Representative (as defined therein). Under the agreement, we acquired all ownership interests of HealthHelp, which provides benefits management across several specialty healthcare areas, including radiology, cardiology, oncology, sleep care, orthopedics, and pain management, for a total consideration of $68.9 million, subject to adjustments for cash and working capital adjustments of $ 0.6 million and a contingent consideration of up to $8.5 million, payable over a period of two years and dependent on the achievement of revenue targets and continuation of a specified client contract. We have funded the acquisition primarily with a five year term loan with HSBC Bank (Mauritius) Limited, and Standard Chartered Bank, UK, described in item 5 below.

(3) Share Purchase Agreement dated March 11, 2016 between WNS Global Services Private Limited, the Sellers (as defined therein) and Value Edge Research Services Private Limited and (4) Amendment Agreement dated May 25, 2016 between WNS Global Services Private Limited, the Sellers (as defined therein) and Value Edge Research Services Private Limited.

In March 2016, WNS Global Services Private Limited entered into the share purchase agreement dated March 11, 2016 with the Sellers (as defined therein) and Value Edge Research Services Private Limited. Under the agreement, we acquired all outstanding equity shares of Value Edge, which provides business research and analytics reports and databases across the domains of pharmaceutical, biotech and medical devices. The purchase price payable by us was $18.3 million including working capital adjustments of $0.8 and contingent consideration of $5.1 million, subject to compliance with certain conditions and payable over a period of three years. We funded this acquisition with cash on hand.

(4) Facility Agreement dated January 18, 2017 between WNS North America Inc. and BNP Paribas, Hong Kong.

In January 2017, WNS North America Inc. obtained a term loan facility for $34.0 million from BNP Paribas, Hong Kong. The proceeds from this loan facility were used to finance our acquisition of Denali. The loan bears interest at a rate equivalent to the three-month US dollar LIBOR plus a margin of 1.27% per annum. WNS North America Inc.'s obligations under the term loan are guaranteed by WNS. The term loan is secured by a pledge of shares of Denali held by WNS North America Inc. and security over substantially all of the assets of WNS North America Inc. 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 borrowings to EBITDA ratio, each as defined in the facility agreement. The loan matures in January 2020 and the principal is repayable in six semi-annual instalments. The first five repayment instalments, commencing in July 2017, are $5.65 million each and the sixth and final repayment instalment is $5.75 million.

(5) Facility Agreement dated March 10, 2017 among WNS (Mauritius) Limited, HSBC Bank (Mauritius) Limited, and Standard Chartered Bank, UK.

In March 2017, WNS (Mauritius) Limited obtained a term loan facility for $84.0 million from HSBC Bank (Mauritius) Limited and Standard Chartered Bank, UK. The proceeds from this loan facility were used to finance our acquisition of HealthHelp. The loan bears interest at a rate equivalent to the three-month US dollar LIBOR plus a margin of 0.95% 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 debt service to EBITDA ratio and total borrowings to EBITDA ratio, each as defined in the facility agreement. The loan matures in March 2022 and the principal is repayable in 10 semi-annual instalments of $8.4 million each, commencing in September 2017.

(6) Employment Agreement dated February 1, 2010 between Keshav R. Murugesh and WNS Global Services Private Limited, as amended on February 19, 2017.

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 ADSs 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:

Fiscal year:	Period End(1)	Average(2)	High	Low
2016	₹ 66.25	₹ 65.39	₹68.84	₹61.99
2017	64.85	67.01	68.86	64.85
2018	65.11	64.46	65.71	63.38
2019	69.16	69.87	74.33	64.92
2020	75.39	70.89	76.37	68.40
2021 (until April 24, 2020)	76.26	76.28	76.95	75.64

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 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:

Month:	High	Low
November 2019	₹72.12	₹70.76
December 2019	71.70	70.62
January 2020	71.86	70.69
February 2020	72.53	71.11
March 2020	76.37	72.88
April 2020 (until April 24, 2020)	76.95	75.64

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:

Fiscal year:	Period End(1)	Average(2)	High	Low
2016	£ 0.70	£ 0.66	£0.72	£0.63
2017	0.80	0.77	0.83	0.68
2018	0.71	0.75	0.81	0.70
2019	0.77	0.76	0.80	0.70
2020	0.80	0.79	0.87	0.75
2020 (until April 24, 2020)	0.81	0.81	0.82	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 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:

Month:	High	Low
November 2019	£0.78	£0.77
December 2019	0.77	0.75
January 2020	0.77	0.76
February 2020	0.78	0.77
March 2020	0.87	0.76
April 2020 (until April 24, 2020)	0.82	0.79

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 (or ADSs) should consult their professional advisers on the implications of acquiring, buying, holding, selling or otherwise disposing of ordinary shares (or ADSs) under the laws of the jurisdictions in which they may be liable to taxation. Shareholders (and holders of ADSs) 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%.

If the company derives any income from the ownership, disposal or exploitation of land in Jersey or the importation into Jersey or supplying in Jersey of hydrocarbon oil, such income will be subject to Jersey income tax at the rate of 20%. It is not expected that the company will derive any such income.

A 5% goods and services tax is generally paid in Jersey on the sale or exchange of goods and services in Jersey. All businesses with a 12-month taxable turnover in excess of £300,000 must, by Jersey law, register for this tax unless they are an international services entity (“ISE”). For so long as the company is an ISE within the meaning of the Goods and Services (Jersey) Law 2007, having satisfied the requirements of the Goods and Services Tax (International Services Entities) (Jersey) Regulations 2008, as amended, a supply of goods or services made by or to the company shall not be a taxable supply for the purposes of Jersey law.

Taxation of holders of ordinary shares and ADSs

The company will be entitled to pay dividends to holders of ordinary shares and ADSs without any withholding or deduction for, or on account of, Jersey tax. The holders of ordinary shares and ADSs (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 or ADSs.

Foreign Account Tax Compliance Act (“FATCA”)

FATCA was enacted by the United States Congress in March 2010 and came into effect in 2014 (albeit with staggered implementation dates). FATCA requires Financial Institutions (as defined under FATCA) (“FIs”) to use enhanced due diligence procedures to identify US persons who have invested in either non-US financial accounts or non-US entities. Pursuant to FATCA, certain payments of (or attributable to) US-source income, and the proceeds of sales of property that give rise to US-source payments made to the company, could be subject to 30% withholding tax unless the company agrees to adopt certain reporting and withholding requirements if the Company is treated as an FI. 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 (“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. As Jersey has implemented FATCA under a Model 1 IGA, no withholding tax, such as that outlined under the US Regulations applies.

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. 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 FATCA 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 FATCA IGA was June 30, 2015 and that under the UK FATCA 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 (CRS)

On February 13, 2014, the Organization for Economic Co-operation and Development ("OECD") released the CRS. This global standard for the automatic exchange of financial account information was modelled largely on the US FATCA regime but with some notable differences. On October 29, 2014, fifty-one jurisdictions signed the Multilateral Agreement that activates this automatic exchange of FATCA-like information in line with the CRS. There are now in excess of 90 jurisdictions signed up for implementation. 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. It is expected that, 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. Both Jersey and the UK have signed up to the Multilateral Agreement. To date the US has shown no intent to participate in the regime. Implementation for early adopters (including Jersey) began on January 1, 2016, with jurisdictions pledging to work towards the first information exchanges taking place by September 2017. Others are expected to follow with information exchange starting in 2018.

Jersey has released domestic CRS regulations as well as CRS guidance notes which are again in draft form. The first reporting under CRS in Jersey will be required by June 30, 2017.

Stamp duty

No stamp duty is payable in Jersey on the issue or inter vivos transfer of ordinary shares or ADSs.

Upon the death of a holder of ordinary shares or ADSs, a grant of probate or letters of administration will be required to transfer ordinary shares or ADSs of the deceased person to the extent that the ordinary shares or ADSs are considered moveable estate situated in Jersey, except that, where the deceased person was domiciled outside of Jersey at the time of death, the company may (at its discretion) dispense with this requirement where the value of the deceased's movable estate in Jersey does not exceed £10,000.

Upon the death of a holder of ordinary shares or ADSs (and to the extent that the ordinary shares or ADSs 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 or ADSs to the extent that the ordinary shares or ADSs are considered movable estate situated in Jersey) if the net value of such personal estate exceeds £10,000; 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 or ADSs to the extent that the ordinary shares or ADSs are considered movable estate situated in Jersey) if the net value of such personal estate exceeds £10,000.

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.

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 the ADSs or ordinary shares. This summary applies only to US Holders that hold the ADSs or 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 of 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 ADSs or ordinary shares as part of a straddle, hedging, conversion or integrated transaction;
- entities treated as partnerships or other pass-through entities, or persons holding ADSs or 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 ADSs or 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 the ADSs or ordinary shares being taken into account in an applicable financial statement.

US HOLDERS OF OUR ADSs OR 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 ADSs OR 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 ADSs or 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 ADSs or 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. If you hold ADSs, you should be treated as the holder of the underlying ordinary shares represented by those ADSs for US federal income tax purposes. The US Treasury has expressed concerns that intermediaries in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS may be taking actions that are inconsistent with the beneficial ownership of the underlying security (for example, pre-releasing ADSs to persons that do not have the beneficial ownership of the securities underlying the ADSs). Accordingly, the creditability of any foreign taxes paid and the availability of the reduced tax rate for any dividends received by certain non-corporate US Holders, including individuals US Holders (as discussed below), could be affected by actions taken by intermediaries in the chain of ownership between the holders of ADSs and us if as a result of such actions the holders of ADSs are not properly treated as beneficial owners of the underlying ordinary shares.

Distributions

Subject to the rules applicable to PFICs, discussed below, the gross amount of distributions made by us with respect to the ADSs or 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 ADSs or ordinary shares, and then, to the extent such excess amount exceeds your tax basis in your ADSs or 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 ADSs or ordinary shares, as applicable, are readily tradable on an established securities market in the US. Under US Internal Revenue Service (“IRS”) authority, common shares, or ADSs representing such shares, are considered to be readily tradable on an established securities market in the US if they are listed on the NYSE, as our ADSs are. However, based on existing guidance, it is not entirely clear whether any dividends you receive with respect to the ordinary shares will be taxed as qualified dividend income, because the ordinary shares are not themselves listed on US exchange. You should consult your tax advisors regarding the availability of the lower rate for dividends paid with respect to ADSs or 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 the depositary, in the case of ADSs, or by you, in the case of ordinary shares, 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 ADSs or 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 the ADSs or 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. You are urged to consult your tax advisors regarding the foreign tax credit limitation and source of income rules with respect to distributions on the ADSs or ordinary shares.

Sale or Other Disposition of ADSs or Ordinary Shares

Subject to the PFIC rules discussed below, upon a sale or other taxable disposition of ADSs or 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 ADSs or ordinary shares. If the consideration you receive for the ADSs or 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 the ADSs or ordinary shares, as applicable, 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 ADSs or ordinary shares will equal the US dollar value of the cost of such ADSs or ordinary shares, as applicable. If you use foreign currency to purchase ADSs or ordinary shares, the cost of such ADSs or 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 ADSs or ordinary shares, as applicable, 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 ADSs or ordinary shares, as applicable, 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 ADSs or 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 ADSs or 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.

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 ADSs and 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 ADS or 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 the ADSs or 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 ADSs or 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 ADSs or 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 the ADSs or ordinary shares cannot be treated as capital, even if you hold the ADSs or 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 the ADSs are "marketable stock" (as defined below), you can avoid taxation under the unfavorable PFIC rules described above in respect of the ADSs by making a mark-to-market election in respect of the ADSs 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 ADSs or 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 ADSs or ordinary shares as of the close of your taxable year over your adjusted basis in such ADSs or ordinary shares. You are allowed a deduction for the excess, if any, of the adjusted basis of the ADSs or ordinary shares over their fair market value as of the close of the taxable year. However, deductions are allowable only to the extent of any net mark-to-market gains on the ADSs or 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 ADSs or ordinary shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the ADSs or ordinary shares, as well as to any loss realized on the actual sale or disposition of the ADSs or ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs or ordinary shares. Your basis in the ADSs or 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 ADSs are listed on the NYSE and consequently, if you hold ADSs the mark-to-market election would be available to you, provided the ADSs are traded in sufficient quantities. US Holders of ADSs or ordinary shares should consult their tax advisors as to whether the ADSs or 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 ADSs or 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 ADSs or 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 the ADSs or ordinary shares and any gain realized on the disposition of the ADSs or ordinary shares. You should consult your tax advisors regarding the potential application of the PFIC rules to your ownership of ADSs or ordinary shares and the elections discussed above.

US Information Reporting and Backup Withholding

Dividend payments with respect to ADSs or ordinary shares and proceeds from the sale, exchange or redemption of ADSs or 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 ADSs or 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.”

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

A. 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.

B. 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 Chairman 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 46.3% of our expenses (net of payments to repair centers made as part of our WNS Auto Claims BPM segment) in fiscal 2020 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 2020, 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 $26.1 million and increased or decreased revenue less repair payments (non-GAAP) by approximately $22.8 million in fiscal 2020, 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 $7.3 million in fiscal 2020, 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 $3.5 million in fiscal 2020. 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 2020 by approximately $36.1 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 2020 by approximately $6.1 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 2020 by approximately $9.8 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 which have a floating rate of interest, which is linked to the US dollar LIBOR. 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 US dollar LIBOR interest rate to a fixed rate, thereby managing our exposure to changes in market interest rates under the term loans. The amounts outstanding under the swap agreements as at March 31, 2020 aggregated to $33.6 million.

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

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Our ADR facility is maintained with Deutsche Bank Trust Company Americas, (the "Depositary"), pursuant to a Deposit Agreement, dated as at July 18, 2006, among us, our Depositary and the holders and beneficial owners of ADSs. We use the term "holder" in this discussion to refer to the person in whose name an ADR is registered on the books of the Depositary.

In accordance with the Deposit Agreement, the Depositary may charge fees up to the amounts described below:

	Type of Service	Fees
1.	Issuance of ADSs, including upon the deposit of ordinary shares or to any person to whom an ADS distribution is made pursuant to share dividends or other free distributions of shares, bonus distributions, share splits or other distributions (except where converted to cash)	$5.00 per 100 ADSs (or any portion thereof)
2.	Surrender of ADSs for cancellation and withdrawal of ordinary shares underlying such ADSs (including cash distributions made pursuant to a cancellation or withdrawal)	$5.00 per 100 ADSs (or any portion thereof)
3.	Distribution of cash proceeds, including cash dividends or sale of rights and other entitlements, not made pursuant to a cancellation or withdrawal	$2.00 per 100 ADSs (or any portion thereof)
4.	Issuance of ADSs upon the exercise of rights	$5.00 per 100 ADSs (or any portion thereof)
5.	Operations and maintenance costs in administering the ADSs (provided that the total fees assessed under this item, combined with the total fees assessed under item 3 above, should not exceed $0.02 per ADS in any calendar year)	$0.02 per ADS per calendar year

In addition, holders or beneficial owners of our ADS, persons depositing ordinary shares for deposit and persons surrendering ADSs for cancellation and withdrawal of deposited securities will be required to pay the following charges:

- taxes (including applicable interest and penalties) and other governmental charges;
- registration fees for the registration of ordinary shares or other deposited securities with applicable registrar and applicable to transfers of ordinary shares or other deposited securities in connection with the deposit or withdrawal of ordinary shares or other deposited securities;
- certain cable, telex, facsimile and electronic transmission and delivery expenses;
- expenses and charges incurred by the Depositary in the conversion of foreign currency into US dollars;
- fees and expenses incurred by the Depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to ordinary shares, deposited securities, ADSs and ADRs;
- fees and expenses incurred by the Depositary in connection with the delivery of deposited securities; and
- any additional fees, charges, costs or expenses that may be incurred by the Depositary from time to time.

In the case of cash distributions, the applicable fees, charges, expenses and taxes will be deducted from the cash being distributed. In the case of distributions other than cash, such as share dividends, the distribution generally will be subject to appropriate adjustments for the deduction of the applicable fees, charges, expenses and taxes. In certain circumstances, the Depositary may dispose of all or a portion of such distribution and distribute the net proceeds of such sale to the holders of ADS, after deduction of applicable fees, charges, expenses and taxes.

If the Depositary determines that any distribution in property is subject to any tax or other governmental charge which the Depositary is obligated to withhold, the Depositary may withhold the amount required to be withheld and may dispose of all or a portion of such property in such amounts and in such manner as the Depositary deems necessary and appropriate to pay such taxes or charges and the Depositary will distribute the net proceeds of any such sale after deduction of such taxes or charges to the holders of ADSs entitled to the distribution.

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 of 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, 2020, 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, 2020, 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, 2020, 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, 2020, has been audited by Grant Thornton India 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, 2020, 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, 2020, 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, 2020, and our report dated May 1, 2020 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. 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 INDIA LLP

Mumbai, India
May 1, 2020

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. Michael Menezes (Chairman), Keith Haviland, Mario P. Vitale and Jason Liberty. Each of Messrs. Menezes, Haviland, Vitale, and Liberty 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 Messrs. Menezes and Liberty each 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 and July 2019 to change the limit on the gift value in line with market standards. 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 our principal executive offices 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 India LLP served as our independent public accountant for fiscal 2020. The following table shows the fees we paid or accrued for audit and other services provided by Grant Thornton India LLP and Grant Thornton member firms for fiscal 2020 and 2019.

	Fiscal	
	2020	2019
Audit fees	$628,000	$643,250
Audit-related fees	2,000	22,500
Tax fees	22,260	21,000
Total	**$652,260**	**$686,750**

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-related fees: This category consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements or that are traditionally performed by an external auditor, and includes service tax certifications and out-of-pocket expenses.

Tax fees: This category includes fees billed for tax audits.

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 India 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 March 2016, our shareholders authorized a share repurchase program for the repurchase of up to 3.3 million of our ADSs, each representing one ordinary share, at a price range of $10 to $50 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 March 16, 2016, the date the shareholders resolution approving the repurchase program was passed. In October 2017, we completed repurchases under our share repurchase program of 3.3 million ADSs. Purchases of ADSs under the repurchase program during fiscal 2018 and 2017 were funded with cash on hand. The shares underlying these ADSs are recorded as treasury shares.

In March 2016, our shareholders authorized a share repurchase program for the repurchase of up to 3.3 million of our ADSs, each representing one ordinary share, at a price range of $10 to $50 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 March 16, 2016, the date the shareholders resolution approving the repurchase program was passed. In October 2017, we completed repurchases under our share repurchase program of 3.3 million ADSs authorized by our shareholders on March 16, 2016. Purchases of ADSs under the repurchase program during fiscal 2018 and 2017 were funded with cash on hand. The shares underlying these ADSs are recorded as treasury shares.

In March 2018, our shareholders authorized the repurchase of up to 3.3 million of our ADSs, each representing one ordinary share, at a price range of $10 to $100 per ADS. Pursuant to the terms of the share repurchase program, our ADSs may be purchased in the open market from time to time over 36 months from March 30, 2018, the date the shareholders resolution approving the repurchase program was passed. We intend to fund the proposed share repurchase program with cash on hand. We are not obligated under the repurchase program to repurchase any dollar amount or number of ADSs, and the repurchase program may be suspended or discontinued at any time at our discretion. We intend to hold the shares underlying any ADSs purchased under the repurchase program as treasury shares.

In fiscal 2020, we purchased 1,098,700 ADSs in the open market for a total consideration of $63.8 million (including transaction costs $10,987) under the above-mentioned share repurchase program.

We received authorization from our Board of Directors to cancel, and cancelled, 2.2 million ADSs that were held as treasury shares for an aggregate cost of $120.1 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 $119.9 million, in compliance with Jersey law. There was no effect on the total shareholders' equity as a result of this cancellation.

In fiscal 2019, we purchased 1,101,300 ADSs in the open market for a total consideration of $56.4 million (including transaction costs of $11,000). We also paid $55,000 towards cancellation fees for ADSs in relation to share repurchase of 1,100,000 ADSs.

We received authorization from our Board of Directors to cancel, and cancelled, 4.4 million ADSs that were held as treasury shares for an aggregate cost of $134.2 million. The effect of cancellation of these treasury shares was recognized in share capital amounting to $0.6 million and in share premium amounting to $133.6 million, in compliance with Jersey Law. There was no effect on the total shareholders' equity as a result of this cancellation.

The table below sets forth the details of ADSs repurchased during fiscal 2020, 2019 and 2018 under the above mentioned share repurchase programs:

Period	No. of ADSs purchased	Average price paid per ADS (in $)	Total number of ADSs purchased as part of publicly announced plans or programs		Approximate US dollar value (in 000s) of ADSs that may yet be repurchased under the program (assuming purchase price of $50 per ADS)
April 1 to April 30, 2017	—	—	—	$	55,000
May 1 to May 31, 2017	—	—	—		55,000
June 1 to June 30, 2017	—	—	—		55,000
July 1 to July 31, 2017	—	—	—		55,000
August 1 to August 31, 2017	425,081	35.21	425,081		33,746
September 1 to September 30, 2017	454,458	36.02	454,458		11,023
October 1 to October 31, 2017	220,461	37.15	220,461		—

Period	No. of ADSs purchased	Average price paid per ADS (in $)	Total number of ADSs purchased as part of publicly announced plans or programs		Approximate US dollar value (in 000s) of ADSs that may yet be repurchased under the program (assuming purchase price of $100 per ADS)
April 1 to April 30, 2018	—	—	—	$	330,000
May 1 to May 31, 2018	120,500	50.09	120,500		317,950
June 1 to June 30, 2018	329,800	52.44	329,800		284,970
July 1 to July 31, 2018	408,142	50.64	408,142		244,156
August 1 to August 31, 2018	241,558	50.86	241,558		220,000
September 1 to September 30, 2018	—	—	—		220,000
October 1 to October 31, 2018	—	—	—		220,000
November 1 to November 30, 2018	—	—	—		220,000
December 1 to December 31, 2018	—	—	—		220,000
January 1 to January 31, 2019	—	—	—		220,000
February 1 to February 28, 2019	1,300	51.00	1,300		219,870
March 1 to March 31, 2019	—	—	—		219,870
April 1 to April 30, 2019	—	—	—		219,870
May 1 to May 31, 2019	224,740	55.99	224,740		197,396
June 1 to June 30, 2019	577,482	58.30	577,482		139,648
July 1 to July 31, 2019	238,151	58.95	238,151		115,833
August 1 to August 31, 2019	—	—	—		115,833
September 1 to September 30, 2019	58,327	58.89	58,327		110,000
October 1 to October 31, 2019	—	—	—		110,000
November 1 to November 30, 2019	—	—	—		110,000
December 1 to December 31, 2019	—	—	—		110,000
January 1 to January 31, 2020	—	—	—		110,000
February 1 to February 28, 2020	—	—	—		110,000
March 1 to March 31, 2020	—	—	—		110,000
Total	**2,200,000**	**54.58**	**2,200,000**	**$**	**110,000**

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

Our Corporate Governance Guidelines were last amended in February, 2019. 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. Adrian T. Dillon, John Freeland and Gareth Williams and Ms. Françoise Gri are members of our Board of Directors and they serve on our Nominating and Corporate Governance Committee while Messrs. Adrian T. Dillon, John Freeland and Gareth Williams serve on our Compensation Committee. Messrs. Michael Menezes, Keith Haviland, Mario P. Vitale and Jason Liberty serve on our Audit Committee. Each of Messrs. Dillon, Freeland, Menezes, Liberty, Williams, Haviland and Vitale and Ms. Gri 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.

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, 2020 and 2019
- Consolidated Statements of Income for the years ended March 31, 2020, 2019 and 2018
- Consolidated Statements of Comprehensive Income for the years ended March 31, 2020, 2019 and 2018
- Consolidated Statements of Changes in Equity for the years ended March 31, 2020, 2019 and 2018
- Consolidated Statements of Cash Flows for the years ended March 31, 2020, 2019 and 2018
- 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	Form of Deposit Agreement among WNS (Holdings) Limited, Deutsche Bank Trust Company Americas, as Depositary, and the holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts, or ADRs, issued thereunder (including the Form of ADR) — incorporated by reference to Exhibit 4.1 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.
2.2	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.
2.3	Description of Securities Registered under Section 12 of the Securities Exchange Act of 1934, as amended.**
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	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.
4.4	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.
4.5	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.
4.6	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.
4.7	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.
4.8	Lease Deed commencing April 1, 2016 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 2016 (File No. 001-32945) of WNS (Holdings) Limited, as filed with the Commission on May 12, 2016.
4.9	Leave and License Agreement dated March 8, 2016 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 2016 (File No. 001-32945) of WNS (Holdings) Limited, as filed with the Commission on May 12, 2016.
4.10	Leave and License Agreement dated March 8, 2016 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 4.10 of the Annual Report on Form 20-F for fiscal 2016 (File No. 001-32945) of WNS (Holdings) Limited, as filed with the Commission on May 12, 2016.

4.11	Leave and License Agreement dated March 8, 2016 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 4.11 of the Annual Report on Form 20-F for fiscal 2016 (File No. 001-32945) of WNS (Holdings) Limited, as filed with the Commission on May 12, 2016.
4.12	Facility Agreement dated March 10, 2017 among WNS (Mauritius) Limited, HSBC Bank (Mauritius) Limited, and Standard Chartered Bank, UK - incorporated by reference to Exhibit 4.15 of the Annual Report on Form 20-F for fiscal 2017 (File No. 001-32945) of WNS (Holdings) Limited, as filed with the Commission on June 29, 2017.
8.1	List of subsidiaries of WNS (Holdings) Limited.**
12.1	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.**
12.2	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.**
13.1	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.**
13.2	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.**
15.1	Consent of Grant Thornton India LLP, independent registered public accounting firm.**

** 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 1, 2020

WNS (HOLDINGS) LIMITED

By:	/s/ Keshav R. Murugesh
Name:	Keshav R. Murugesh
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 financial statements
We have audited the accompanying consolidated statement of financial position of WNS (Holdings) Limited and subsidiaries (the "Company") as of March 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended March 31, 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2020, in conformity with International Financial Reporting Standards, as issued by the International Accounting Standards 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, 2020, based on criteria established in the 2013 *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated May 1, 2020 expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for opinion
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. 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 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 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 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 supporting the amounts and disclosures in the 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters
The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (i) relates 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 matters does 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 matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

1. Goodwill impairment assessment — Auto Claims and HealthHelp cash generating units

Description of Matter:
As described in Note 10 to the consolidated financial statements, the Company has consolidated goodwill balance of $121,304 thousand as at March 31, 2020, which is allocated to the Company's Cash Generating Units ("CGUs"). The goodwill balance is tested for impairment by the management at least annually at the CGU level, in accordance with the applicable accounting standards.

The determination of the recoverable amount of the CGUs requires management to make significant estimates and assumptions related to forecasts of future revenues, operating margins and discount rates which are complex and subjective. Changes in these assumptions could have a significant impact on either the recoverable amount of the CGUs, the amount of any goodwill impairment charge, or both.

Auditing management's judgments regarding the assumptions and estimates referred above, involves a high degree of subjectivity. Considering impairment charge of $4,085 thousand for CGU Auto Claims recognized for the year which has resulted in reduction of carrying value of goodwill of this CGU to Nil, CGU HealthHelp being dependent on single customer in the current year, materiality of amounts involved together with the inherent subjectivity related to principal assumptions, which are dependent on current and future economic factors and trading conditions varying for different economic and geographical territories including estimation uncertainties arising from corona virus disease 2019 ("COVID-19") pandemic, assessment of carrying values of goodwill for these units is considered to be complex and determined to be a critical audit matter in our current period audit.

How the matter was addressed in our audit:
The primary procedures we performed to address this critical audit matter included the following, among others:

- Obtained an understanding of the management's process for identification of CGU in accordance with IAS 36 — Impairment of Assets and tested the design and effectiveness of management's controls over such identification and impairment tests;
- Obtained the impairment assessment workings prepared by the management for the CGU – HealthHelp;
- Obtained the management expert's report for the fair value and Value in Use of the CGU — Auto Claims. Further, assessed the management expert's qualifications and expertise and read their terms of engagement with the Company to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work;
- Evaluated management's ability to accurately forecast by comparing actual results with historical performance, budgets approved by the Board of Directors and whether assumptions considered are consistent with evidence obtained in other areas of the audit. Also evaluated the appropriateness of judgments applied by the management and management's expert while assessing the possible impact of COVID-19;

- Involved auditor’s expert to assist in evaluation of the growth rates and discount rates, including testing the underlying source of information; and the mathematical accuracy of the calculations;
- Involved auditor’s expert to assist in evaluation of revenue and earnings multiple, including testing the underlying source of information and mathematical accuracy of the calculations, and comparing the multiples selected by the management to CGU Auto Claims guideline companies;
- Performed independent sensitivity analysis of key assumptions, including the implied growth rates during explicit period, terminal growth rate and discount rate, to assess the effect of possible variations on the current estimated recoverable amount for the respective CGUs to evaluate sufficiency of headroom between recoverable value and carrying amounts; and
- Evaluated the adequacy of disclosures given in the consolidated financial statements, including disclosure of significant assumptions and judgements, in accordance with applicable accounting standards.

2. IFRS 16 Leases

Description of Matter:
The Company has adopted the new standard on lease accounting — IFRS 16, Leases, during the year under audit, which replaces the existing standard IAS 17, and specifies how leases are recognized, measured, presented and disclosed. As a result of such adoption, as described in Note 4 to the consolidated financial statements, the Company's lease liabilities balance and right-of-use assets balance was $179,553 thousand and $194,785 thousand, respectively, at April 1, 2019.

The Company has chosen to apply the "Modified Retrospective Approach" on the date of initial application (April 1, 2019) and recognized the cumulative adjustments to retained earnings. In order to compute the transition impact of IFRS 16, a significant data extraction exercise was undertaken by management to summarize all property and equipment lease data. The determination of transition impact involved application of significant judgements and estimates including determination of leases, lease term, use of practical expedients, and discount rates for each lease.

We have identified the adoption of IFRS 16 as a critical audit matter due to the materiality of the impact of implementation of the new standard, together with the inherent subjectivity related to principal assumptions such as discount rates.

How the matter was addressed in our audit:
The primary procedures we performed to address this critical audit matter included the following, among others:

- Obtained an understanding of the management's process for identification of leasing arrangements which are considered to be within the scope of IFRS 16, Leases, and tested the design and effectiveness of management's controls relating to identification and accounting of lease contracts, the impact of transition to IFRS 16 and disclosures;
- Reviewed the overall impact analysis prepared by the Company including completeness of lease contracts, lease term and application of practical expedients. Performed detailed ledger scrutiny to ensure all lease contracts are identified and accounted appropriately;
- Verified the accuracy of the underlying lease data used to calculate the transitional impact, by agreeing a representative sample of leases to original contracts or other supporting information;
- Verified the integrity and arithmetical accuracy of IFRS 16 calculations for each sample, through recalculation of the IFRS 16 adjustments, including verification of incremental borrowing rate ("discount rate") for respective lease contract with rates provided by the bankers of the Company; and
- Assessed whether the disclosures within the consolidated financial statements are appropriate in accordance with the requirements of IFRS 16, Leases.

3. Measurement of the provision for income tax exposures

Description of Matter:
The Company operates in various countries and is subject to income taxes in multiple tax jurisdictions, with complexities of transfer pricing, changing tax laws, and inter-company financing transactions, and is involved in various tax cases with respective tax authorities. Uncertainties arise primarily from certain ongoing tax litigations in the Indian jurisdiction. As described in Note 26 to the consolidated financial statements, the Company has recognized provisions in respect of uncertain tax positions aggregating $10,247 thousand as at March 31, 2020.

We identified measurement of provisions for the aforesaid income tax exposures as a critical audit matter, as the amounts involved are material, and the determination of provision for taxes requires the Company to make judgments on tax issues and develop estimates regarding the Company's exposure to tax risks. Further, auditing management judgments on whether the tax positions are probable of being sustained in tax assessments involves a high degree of subjectivity.

How the matter was addressed in our audit:
The primary procedures we performed to address this critical audit matter included the following, among others:

- Obtained an understanding of the management's process for estimating provision for taxes including assessment of uncertain tax positions and tested the design and effectiveness of management's controls over completeness of records of uncertain tax positions, and those related to interpretation of tax laws and its application in the estimation of tax liabilities including uncertain tax positions.
- Involved auditor's experts who assisted in:
  - inspection of correspondences, assessment and settlement orders with applicable tax authorities;
  - evaluation of the Company's interpretation of tax laws and its potential impact on uncertain tax positions;
  - evaluation of the assumptions used to determine tax provisions;
- Evaluated the adequacy of disclosures given in the consolidated financial statements, in accordance with the applicable accounting standards.

/s/ GRANT THORNTON INDIA LLP
We have served as the Company's auditor since 2011.

Mumbai, India
May 1, 2020

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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, 2020	As at March 31, 2019
ASSETS			
Current assets:			
Cash and cash equivalents	6	$ 96,929	$ 85,444
Investments	7	125,641	67,913
Trade receivables, net	8	89,772	73,872
Unbilled revenue	8	57,983	66,752
Funds held for clients		15,833	7,063
Derivative assets	15	13,198	13,394
Contract assets	21	7,479	4,190
Prepayments and other current assets	9	21,999	16,783
Total current assets		428,834	335,411
Non-current assets:			
Goodwill	10	121,304	130,811
Intangible assets	11	70,100	80,188
Property and equipment	12	56,984	60,998
Right-of-use assets	13	159,098	—
Derivative assets	15	2,095	5,687
Deferred tax assets	26	28,942	23,772
Investments	7	80,135	82,487
Contract assets	21	28,885	22,037
Other non-current assets	9	35,952	44,239
Total non-current assets		583,495	450,219
TOTAL ASSETS		**$1,012,329**	**$ 785,630**
LIABILITIES AND EQUITY			
Current liabilities:			
Trade payables		$ 29,333	$ 17,831
Provisions and accrued expenses	17	28,983	27,619
Derivative liabilities	15	9,575	2,096
Pension and other employee obligations	16	76,857	68,121
Current portion of long-term debt	14	16,674	27,969
Contract liabilities	18	10,281	5,427
Current taxes payable	26	3,312	2,603
Lease liabilities	13	23,431	—
Other liabilities	19	7,393	10,294
Total current liabilities		205,839	161,960
Non-current liabilities:			
Derivative liabilities	15	3,880	307
Pension and other employee obligations	16	12,999	11,248
Long term debt	14	16,748	33,422
Contract liabilities	18	20,073	6,609
Lease liabilities	13	155,461	—
Other non-current liabilities	19	164	8,959
Deferred tax liabilities	26	10,055	10,706
Total non-current liabilities		219,380	71,251
TOTAL LIABILITIES		**$ 425,219**	**$ 233,211**
Shareholders' equity:			
Share capital (ordinary shares $0.16 (10 pence) par value, authorized 60,000,000 shares; issued: 49,733,640 shares and 51,153,220 shares each as at March 31, 2020 and March 31, 2019, respectively)	20	7,874	8,056
Share premium		187,268	269,529
Retained earnings		586,340	478,145
Other components of equity		(194,372)	(146,894)
Total shareholder's equity, including shares held in treasury		587,110	608,836
Less: Nil shares as at March 31, 2020 and 1,101,300 shares as at March 31, 2019, held in treasury, at cost	20	—	(56,417)
Total shareholders' equity		587,110	552,419
TOTAL LIABILITIES AND EQUITY		**$1,012,329**	**$ 785,630**

See accompanying notes.

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WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF INCOME
(Amounts in thousands, except share and per share data)

	Notes	Year ended March 31, 2020	2019	2018
Revenue	21	$928,258	$809,120	$757,956
Cost of revenue	22	583,920	518,236	503,130
Gross profit		344,338	290,884	254,826
Operating expenses:				
Selling and marketing expenses	22	52,802	44,573	41,767
General and administrative expenses	22	128,592	115,261	117,626
Foreign exchange gain, net		(3,382)	(4,495)	(14,973)
Impairment of goodwill	10	4,085	—	—
Amortization of intangible assets	11	15,653	15,783	15,505
Operating profit		146,588	119,762	94,901
Other income, net	24	(14,375)	(14,594)	(11,230)
Finance expense	23	17,011	3,204	4,264
Profit before income taxes		143,952	131,152	101,867
Income tax expense	26	27,183	25,719	15,431
Profit after tax		$116,769	$105,433	$ 86,436
Earnings per ordinary share	27			
Basic		$ 2.35	$ 2.10	$ 1.72
Diluted		$ 2.24	$ 2.02	$ 1.63

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, 2020	2019	2018
Profit after tax		$116,769	$105,433	$ 86,436
Other comprehensive income/(loss), net of taxes				
Items that will not be reclassified to profit or loss:				
Pension adjustment, net of tax		(610)	(104)	2,486
Items that will be reclassified subsequently to profit or loss:				
Changes in fair value of cash flow hedges:				
Current period gain/(loss)		8,717	13,582	(341)
Net change in time value of option contracts designated as cash flow hedges		(2,919)	(2,484)	—
Reclassification to profit or loss		(13,409)	(486)	(26,436)
Foreign currency translation (loss)/gain		(42,196)	(37,230)	14,202
Income tax benefit/(expense) relating to above	26	2,939	(1,877)	9,409
		$ (46,868)	$ (28,495)	$ (3,166)
Total other comprehensive loss, net of taxes		$ (47,478)	$ (28,599)	$ (680)
Total comprehensive income		$ 69,291	$ 76,834	$ 85,756

See accompanying notes.

WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in thousands)

	Share capital				Other components of equity			Treasury shares		
	Number	Par value	Share Premium	Retained earnings	Foreign Currency Translation Reserve	Cash flow hedging reserve	Pension adjustments	Number	Amount	Total shareholders' equity
Balance as at April 1, 2017	53,312,559	$ 8,333	$ 338,284	$277,988	$(132,167)	$ 17,348	$ (35)	3,300,000	$ (94,685)	$ 415,066
Shares issued for exercised options and RSUs (Refer note 25)	1,521,521	200	1,147	—	—	—	—	—	—	1,347
Purchase of treasury shares (Refer note 20)	—	—	—	—	—	—	—	1,100,000	(39,546)	(39,546)
Share-based compensation expense (Refer note 25)	—	—	30,565	—	—	—	—	—	—	30,565
Purchase of equity from non-controlling interest	—	—	(52)	—	—	—	—	—	—	(52)
Excess tax benefits relating to share-based options and RSUs (Refer note 26)	—	—	1,820	—	—	—	—	—	—	1,820
Transactions with owners	1,521,521	200	33,480	—	—	—	—	1,100,000	(39,546)	(5,866)
Profit	—	—	—	86,436	—	—	—	—	—	86,436
Other comprehensive income/(loss), net of taxes	—	—	—	—	14,202	(17,368)	2,486	—	—	(680)
Total comprehensive income/(loss) for the year	—	—	—	86,436	14,202	(17,368)	2,486	—	—	85,756
Balance as at March 31, 2018	54,834,080	$ 8,533	$ 371,764	$364,424	$(117,965)	$ (20)	$ 2,451	4,400,000	$(134,231)	$ 494,956

See accompanying notes.

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WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in thousands)

	Share capital		Share premium	Retained earnings	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 March 31, 2018	54,834,080	$ 8,533	$ 371,764	$364,424	$(117,965)	$ (20)	$ 2,451	4,400,000	$(134,231)	$ 494,956
Adoption of IFRS 9 (net of tax)	—	—	—	2,777	—	(2,761)	—	—	—	16
Adoption of IFRS 15 (net of tax)	—	—	—	5,511	—	—	—	—	—	5,511
Balance as at April 1, 2018	54,834,080	8,533	371,764	372,712	(117,965)	(2,781)	2,451	4,400,000	(134,231)	500,483
Shares issued for exercised options and RSUs (Refer Note 25)	719,140	96	(96)	—	—	—	—	—	—	—
Cancellation of treasury shares (Refer Note 20)	(4,400,000)	(573)	(133,658)	—	—	—	—	(4,400,000)	134,231	—
Purchase of treasury shares (Refer Note 20)	—	—	—	—	—	—	—	1,101,300	(56,417)	(56,417)
Share-based compensation expense (Refer note 25)	—	—	30,305	—	—	—	—	—	—	30,305
Excess tax benefits relating to share-based options and RSUs (Refer Note 26)	—	—	1,214	—	—	—	—	—	—	1,214
Transactions with owners	(3,680,860)	(477)	(102,235)	—	—	—	—	(3,298,700)	77,814	(24,898)
Profit after tax	—	—	—	105,433	—	—	—	—	—	105,433
Other comprehensive (loss) / income, net of taxes	—	—	—	—	(37,230)	8,735	(104)	—	—	(28,599)
Total comprehensive income/(loss) for the period	—	—	—	105,433	(37,230)	8,735	(104)	—	—	76,834
Balance as at March 31, 2019	51,153,220	8,056	269,529	$478,145	$(155,195)	$ 5,954	$ 2,347	1,101,300	$ (56,417)	$ 552,419

	Share capital		Share premium	Retained earnings	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 March 31, 2019	51,153,220	$ 8,056	$ 269,529	$ 478,145	$(155,195)	$ 5,954	$ 2,347	1,101,300	$ (56,417)	$ 552,419
Adoption of IFRS 16 (net of tax) (Refer Note 4)	—	—	—	(8,574)	—	—	—	—	—	(8,574)
Balance as at April 1, 2019	51,153,220	8,056	269,529	469,571	(155,195)	5,954	2,347	1,101,300	(56,417)	543,845
Shares issued for exercised options and RSUs (Refer Note 25)	780,420	99	(99)	—	—	—	—	—	—	—
Cancellation of treasury shares (Refer Note 20)	(2,200,000)	(281)	(119,873)	—	—	—	—	(2,200,000)	120,154	—
Purchase of treasury shares (Refer Note 20)	—	—	—	—	—	—	—	1,098,700	(63,737)	(63,737)
Share-based compensation expense (Refer note 25)	—	—	37,520	—	—	—	—	—	—	37,520
Excess tax benefits relating to share-based options and RSUs (Refer Note 26)	—	—	191	—	—	—	—	—	—	191

Transactions with owners	(1,419,580)	(182)	(82,261)	—	—	—	—	(1,101,300)	56,417	(26,026)
Profit after tax	—	—	—	116,769	—	—	—	—	—	116,769
Other comprehensive loss, net of taxes	—	—	—	—	(42,196)	(4,672)	(610)	—	—	(47,478)
Total comprehensive income/(loss) for the period	—	—	—	116,769	(42,196)	(4,672)	(610)	—	—	69,291
Balance as at March 31, 2020	49,733,640	7,874	187,268	$ 586,340	$(197,391)	$ 1,282	$ 1,737	—	$ —	$ 587,110

WNS (HOLDINGS) LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)

	Notes	Year ended March 31, 2020	2019	2018
Cash flows from operating activities:				
Profit after tax		$ 116,769	$105,433	$ 86,436
Adjustments to reconcile profit after tax to net cash generated from operating activities:				
Depreciation and amortization		62,873	36,117	35,459
Impairment of goodwill	10	4,085	—	—
Share-based compensation expense		37,520	30,305	30,565
Amortization of debt issue cost		231	360	488
Allowances for expected credit losses (“ECL”)		712	659	(499)
Unrealized exchange loss/(gain), net		44	(2,441)	2,663
Income tax expense		27,183	25,719	15,431
Interest expense		16,780	2,844	3,778
Interest income		(3,840)	(2,556)	(3,693)
Income from marketable securities		(7,547)	(7,979)	(3,570)
Unrealized gain on investments		—	—	(3)
Income from funds held in escrow		—	—	(239)
Reversal of contingent consideration in relation to acquisition of HealthHelp	5(b)	—	—	(1,324)
(Gain)/loss on sale of property and equipment		(23)	25	(325)
Deferred rent		(2)	1,578	1,289
Excess tax benefit from share-based compensation expense		(998)	(1,260)	(685)
Unrealized loss/(gain) on derivative instruments		4,110	(372)	5,283
Changes in operating assets and liabilities:				
Trade receivables and unbilled revenue		(13,483)	(14,822)	(16,413)
Other assets		(24,154)	(17,340)	(4,196)
Trade payables		13,876	(585)	2,029
Contract liabilities		19,017	8,714	(2,560)
Other liabilities		18,991	8,279	13,722
Cash generated from operating activities before interest and income taxes		**272,144**	**172,678**	**163,636**
Income taxes paid		(31,180)	(22,992)	(27,265)
Interest paid		(15,180)	(2,521)	(3,390)
Interest received		2,837	2,489	3,327
Net cash provided by operating activities		**228,621**	**149,654**	**136,308**
Cash flows from investing activities:				
Acquisition of HotelBeds Group S.L.U (“HotelBeds”)	5(a)	—	(233)	—
Adjustment towards acquisition of HealthHelp, net	5(b)	—	—	(573)
Adjustment towards acquisition of Denali, net	5(c)	—	—	446
Payment of contingent considerations in relation to acquisitions	5(b&c)	(1,745)	(6,922)	(5,465)
Proceeds from restricted cash, held in escrow		—	—	239
Government grant received		—	—	200
Government grants repaid		—	(200)	(136)
Payment for property and equipment and intangible assets		(27,860)	(32,292)	(33,684)
Proceeds from sale of property and equipment		82	120	367
Investment in fixed deposits		(75,977)	(27,899)	(26,532)
Proceeds from maturity of fixed deposits		43,258	31,336	30,698
Investment in marketable securities (long-term)		—	(78,823)	—
Marketable securities (purchased) / sold, net (short-term)		(37,410)	42,037	(12,761)
Profit on sale of marketable securities		2,657	1,497	—
Dividends received		—	32	3,570
Investment in mutual funds		(118)	—	(52)
Proceeds from redemption of mutual funds		125	—	—
Proceeds from maturity of fixed maturity plans (“FMPs”)		—	—	100
Net cash used in investing activities		**(96,988)**	**(71,347)**	**(43,583)**
Cash flows from financing activities:				
Payment of repurchase of shares		(63,737)	(56,417)	(39,546)
Proceeds from exercise of stock options		—	—	1,347
Repayment of long-term debt		(28,200)	(28,100)	(28,100)
Principal payment for lease liabilities		(20,793)	—	—
Payment of debt issuance cost		—	—	(354)
Purchase of equity of non-controlling interest		—	—	(52)
Excess tax benefit from share-based compensation expense		998	1,260	685
Net cash used in financing activities		**(111,732)**	**(83,257)**	**(66,020)**
Exchange difference on cash and cash equivalents		(8,416)	(9,435)	3,321
Net change in cash and cash equivalents		11,485	(14,385)	30,026
Cash and cash equivalents at the beginning of the year		85,444	99,829	69,803
Cash and cash equivalents at the end of the year		**$ 96,929**	**$ 85,444**	**$ 99,829**
Non-cash transactions:				

Investing activities

(i) Liability towards property and equipment and intangible assets purchased on credit		$ 6,314	$ 6,114	$ 5,440
(ii) Release of restricted cash, held in escrow	5(d)	1,535	1,535	1,535

See accompanying notes.

Reconciliation of liabilities arising from financing activities as at March 31, 2020 and March 31, 2019 is as follows:

			Non-cash changes	
	Opening balance April 1, 2019	Cash flows	Amortization of debt issuance cost	Closing balance March 31, 2020
Long-term debt (including current portion)	$ 61,391	$ (28,200)	$ 231	$ 33,422

			Non-cash changes	
	Opening balance April 1, 2018	Cash flows	Amortization of debt issuance cost	Closing balance March 31, 2019
Long-term debt (including current portion)	$ 89,131	$ (28,100)	$ 360	$ 61,391

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 Australia, Dubai (United Arab Emirates), Germany, London (UK), New Jersey (US), New Zealand, Singapore and Switzerland and delivery centers in the People's Republic of China ("China"), Costa Rica, India, the Philippines, Poland, Romania, Republic of South Africa ("South Africa"), Sri Lanka, Turkey, Spain, the United Kingdom ("UK") and the United States ("US"). The Company's clients are primarily in the travel, shipping and logistics services, utilities, retail and consumer products group, banking and financial and consulting and professional services, insurance services, healthcare, auto claims and others.

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 1, 2020.

2. Summary of significant accounting policies

a. Basis of preparation

These consolidated financial statements have been prepared in compliance with International Financial Reporting 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, 2018, except in relation to the new standards, IFRS 15 "Revenue from Contracts with Customers" ("IFRS 15"), IFRS 9 "Financial Instruments" ("IFRS 9") adopted on April 1, 2018 and IFRS 16— "Leases", adopted on April 1, 2019 (Refer Note 4). For the transition impact on adoption of IFRS 15 and IFRS 9 standards refer note 4 to the consolidated financial statements for the year ended March 31, 2019.

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. Marketable securities and investments in mutual funds;

d. Investments in FMPs; and

e. Contingent consideration.

c. Use of estimates and judgments

The preparation of 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.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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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:

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, 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.

Estimation uncertainty relating to COVID-19 pandemic

In evaluating the recoverability of trade receivables including unbilled revenue, contract assets, goodwill, long lived assets and investments, the Company has considered all internal and external information in the preparation of the consolidated financial statements including credit reports and economic outlook. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of COVID-19 may be different from that estimated on preparation of these consolidated financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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v. Valuation of derivative financial instruments

Management uses valuation techniques 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 Black-Scholes-Merton pricing model, 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.

xi. Impairment of non-derivative financial assets

The Company applies the forward-looking expected credit loss ("ECL") model for recognizing impairment loss on financial assets that are measured at amortized cost or at fair value through other comprehensive income ("FVOCI"). 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.

xii. 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.

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.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

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.

g. Financial instruments — initial recognition and subsequent measurement

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 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.

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.

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.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

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.

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.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in thousands, except share and per share data)

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 amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain/loss 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.

WNS (HOLDINGS) LIMITED
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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.

Pension adjustments

This reserve represents cumulative actuarial gain and losses recognized, net of taxes on defined benefits plans.

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. Marketable securities and mutual funds

The Company's marketable securities represent liquid investments and are acquired principally for the purpose of earning daily income. Investments in mutual funds 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 maturity plans

The Company's investments in FMPs represent investments in mutual fund schemes wherein the mutual fund issuer has invested these funds in certificates of deposits with banks in India. The investments in FMPs are designated as fair value through profit or loss and change in fair value is recognized in the consolidated statement of income. The fair value represents original cost of an investment and the investment's fair value at each reporting period or net asset value as quoted.

The Company manages FMPs on a fair value basis in accordance with the entity's documented risk management, investment strategy and information provided to the key managerial personnel. The returns on the investment are measured based on the fair value movement rather than looking at the overall returns on the maturity. The Company's investment purchase and sale decisions are also based on the fair value fluctuations rather than a predetermined policy to hold the investment until maturity. Key management personnel believe that recording these investments through the consolidated statement of income would provide more relevant information to measure the performance of the investment.

iii. 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.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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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:

Asset description	Asset life (in years)
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 12.

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 (“FVLCOD”) 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.

Asset description	Weighted average amortization period (in months)
Customer contracts	47
Customer relationships	217
Covenant not-to-compete	48
Trade names	34
Technology	94
Intellectual Property and other rights	24
Software	53
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 FVLCOD 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 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 $26 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 one Indian subsidiary 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 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 includes a forfeiture estimate in the amount of compensation expense being recognized based on the Company's estimate of equity instruments that will eventually vest.

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. 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 interaction 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 interaction services management services

Back office administration, data management and customer interaction 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 fulfilment 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 Auto Claims BPM segment 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.

For a description of the Company's revenue recognition accounting policy in effect before the Company's adoption of IFRS 15 and "Part I- Item 5. Operating and Financial review and prospects-Critical Accounting Policies and "Part III-Item 18. Financial Statements- Summary of significant accounting policies-Note 2" in the Company's annual report on Form 20-F for the year ended March 31, 2018.

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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 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.

u. 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.

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v. 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.

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.

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, 2020 or later periods. Those which are considered to be relevant to the Company's operations are set out below.

i. In September 2019, the IASB published "Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)" in response to the potential effects the interbank offered rate ("IBOR") reforms could have on financial reporting. The amendments:

- modify specific hedge accounting requirements so that entities would apply those hedge accounting requirements assuming that the interest rate benchmark on which the hedged cash flows and cash flows from the hedging instrument are based will not be altered as a result of interest rate benchmark reform;
- are mandatory for all hedging relationships that are directly affected by the interest rate benchmark reform;
- are not intended to provide relief from any other consequences arising from interest rate benchmark reform (if a hedging relationship no longer meets the requirements for hedge accounting for reasons other than those specified by the amendments, discontinuation of hedge accounting is required); and
- require specific disclosures about the extent to which the entities' hedging relationships are affected by the amendments.

The amendments are effective for annual reporting periods beginning on or after January 1, 2020 and must be applied retrospectively. Early application is permitted.

The Company expects no material impact on its consolidated financial statements.

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ii. In October 2018, the IASB issued amendments to IFRS 3 "*Business Combinations*" regarding the definition of a "Business." The amendments:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

The above amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020.

The Company expects no material impact of these amendments on its consolidated financial statements.

iii. In October 2018, the IASB issued amendments to IAS 1 "*Presentation of Financial Statements*" ("IAS 1") and IAS 8 "*Accounting Policies, Changes in Accounting Estimates and Errors*" ("IAS 8") which revised the definition of "Material." Three aspects of the new definition should especially be noted, as described below:

- **Obscuring**. The existing definition only focused on omitting or misstating information, however, the Board concluded that obscuring material information with information that can be omitted can have a similar effect. Although the term obscuring is new in the definition, it was already part of IAS 1 (IAS 1.30A);
- **Could reasonably be expected to influence**. The existing definition referred to "could influence" which the Board felt might be understood as requiring too much information as almost anything "could influence" the decisions of some users even if the possibility is remote;
- **Primary users**. The existing definition referred only to "users" which again the Board feared might be understood too broadly as requiring them to consider all possible users of financial statements when deciding what information to disclose.

The amendments highlight five ways in which material information can be obscured:

- if the language regarding a material item, transaction or other event is vague or unclear;
- if information regarding a material item, transaction or other event is scattered in different places in the financial statements;
- if dissimilar items, transactions or other events are inappropriately aggregated;
- if similar items, transactions or other events are inappropriately disaggregated; and
- if material information is hidden by immaterial information to the extent that it becomes unclear what information is material.

The new definition of "material" and the accompanying explanatory paragraphs are contained in IAS 1. The definition of material in IAS 8 has been replaced with a reference to IAS 1. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier application is permitted.

The Company expects no material impact of these amendments on its consolidated financial statements.

iv. In January 2020, the IASB issued amendments to IAS 1 "*Presentation of Financial Statements*" ("IAS 1") which clarifying the presentation of liabilities in the statement of financial position.

These clarifications include:

- 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 twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability;
- the classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted.

The Company expects no material impact of these amendments on its consolidated financial statements.

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4. Impact on adoption of new IFRS

Adoption of IFRS 16

Effective April 1, 2019, the Company has adopted IFRS 16, "Leases" ("IFRS 16"). As a result, the Company has changed its accounting policy for accounting of leasing arrangements, which has been detailed below.

The Company applied the "Modified Retrospective Approach" on the date of initial application (April 1, 2019) and made cumulative adjustments to retained earnings. Accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted. The Company has elected the available practical expedients which allows the Company not to reassess under the new standard its prior conclusions about lease identification, lease classification and initial direct costs. The Company has also elected the practical expedient to not separate lease and non-lease components for all of its leases, non-capitalization of short-term leases (leases with a term of twelve months or less) and low value leases (leases for which the underlying asset is of low value).

The most significant effects of this new standard on the Company relate to the recognition of new right-of-use ("ROU") assets and lease liabilities on its financial position for various real estate operating leases. Lease liability and ROU assets have been separately presented in the financial position and the payment of principal portion of lease liabilities has been classified as financing cash flows.

The adoption of this standard resulted in the recognition of ROU assets and lease liabilities for operating leases of $179,553 and $194,785, respectively, as at April 1, 2019. The cumulative effect (net of tax) of applying the standard of $8,574 was debited to retained earnings as at April 1, 2019.

The difference between the lease obligation disclosed as at March 31, 2019 under IAS 17 "Leases" disclosed under Note 29 of the Company's consolidated financial statements included in the Company's annual report on Form 20-F for the year ended March 31, 2019, and the value of the lease liabilities as at April 1, 2019 is primarily on account of the inclusion of extension and termination options reasonably certain to be exercised, the practical expedient to not separate lease and non-lease components in measuring the lease liability in accordance with IFRS 16 and discounting the lease liabilities to the present value under IFRS 16 (Refer note 13).

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5. Business Combinations

a) Payment for business transfer (‘HotelBeds’)

On October 30, 2018, the Company entered into an agreement with HotelBeds Group S.L.U. (“HotelBeds”), a leading provider of travel services in Spain, pursuant to which the Company agreed to acquire certain assets and the related workforce of HotelBeds, effective January 1, 2019 (“Acquisition Date”). The net purchase price of the transaction, which was paid in cash was $233. The excess of purchase price over the assets acquired amounted to $203, which has been recognized as goodwill.

Goodwill is attributable mainly to the benefits expected from the acquired assembled workforce and is not expected to be deductible for tax purposes.

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b) HealthHelp

On March 15, 2017 ("Acquisition date"), the Company acquired all ownership interests of MTS HealthHelp Inc. and its subsidiaries ("HealthHelp"), which provides benefits management across several specialty healthcare areas, including radiology, cardiology, oncology, sleep care, orthopedics, and pain management, for a total consideration of $68,910, including working capital adjustments of $573 and a contingent consideration of $8,545, payable over a period of two years linked to revenue targets and continuation of an identified client contract. The fair value of the contingent consideration liability was estimated using Level 3 inputs which included an assumption for discount rate of 2.5%. The potential undiscounted amount of all future payments that the Company could be required to make under the contingent consideration arrangement is between $0 and $8,876.

The Company funded the acquisition primarily with a five year secured term loan. The Company is expected to leverage HealthHelp's capability in care management to address the needs of payor, provider and insurance organizations.

The Company incurred acquisition related costs of $1,809, which were included in "General and administrative expenses" in the consolidated statement of income for the year ended March 31, 2017.

During the year ended March 31, 2018, the Company made a payment of $573 towards working capital adjustments. During the year ended March 31, 2018, a contingent consideration of $3,114 was also paid by the Company to the sellers on achievement of the revenue target in relation to the identified client contract related to the first measurement period and an amount of $1,324 was reversed and credited to its consolidated income statement, due to the shortfall in revenue target achievement for the identified client contract, in accordance with the terms of the share purchase agreement.

During the year ended March 31, 2019, a contingent consideration of $4,438 was paid by the Company to the sellers on achievement of the revenue target in relation to the identified client contract related to the second measurement period.

The purchase price has been allocated, as set out below, to the assets acquired and liabilities assumed in the business combination.

	Amount
Cash	$ 3,119
Trade receivables	4,910
Unbilled revenue	2,016
Prepayments and other current assets	1,060
Property and equipment	4,612
Intangible assets	
- Software	1,274
- Customer contracts	4,537
- Customer relationships	49,584
- Service mark	400
- Covenant not-to-compete	4,693
- Technology	4,852
Non-current assets	161
Term loan	(29,249)
Current liabilities	(2,555)
Non-current liabilities	(1,423)
Deferred tax liability	(18,163)
Net assets acquired	**$ 29,828**
Less: Purchase consideration	68,910
Goodwill on acquisition	**$ 39,082**

Goodwill of $14,876 arising from this acquisition is expected to be deductible for tax purposes. Goodwill is attributable mainly to expected synergies and assembled workforce arising from the acquisition.

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c) Denali

On January 20, 2017 ("Acquisition Date"), the Company acquired all outstanding shares of Denali, a provider of strategic procurement BPM solutions for a purchase consideration of $38,668 (including the contingent consideration of $6,277, dependent on the achievement of revenue targets over a period of three years and deferred consideration of $522 payable in first quarter of the year ended March 31, 2018), including adjustments for working capital. The fair value of the contingent consideration liability was estimated using Level 3 inputs which included an assumption for discount rate of 2.5%. The potential undiscounted amount of all future payments that the Company could be required to make under the contingent consideration arrangement is between $0 and $6,578. The Company funded the acquisition through a three-year secured term loan.

Denali delivers global sourcing and procurement services to high-tech, retail and Consumer Packaged Goods ("CPG"), banking and financial services, utilities, and healthcare verticals. The acquisition of Denali is expected to add a strategic procurement capability to the Company's existing Finance and Accounting services and will enable the Company to offer procurement solutions to its clients.

The Company incurred acquisition related costs of $502, which were included in "General and administrative expenses" in the consolidated statement of income for the year ended March 31, 2017.

During the year ended March 31, 2018, the Company made payment of $522 towards deferred consideration and an amount of $968 was reduced from the purchase consideration towards working capital adjustments. During the year ended March 31, 2018, a contingent consideration of $2,351 was also paid by the Company to the sellers on achievement of the revenue target related to the first measurement period.

During the year ended March 31, 2019, a contingent consideration of $2,484 was paid by the Company to the sellers on achievement of the revenue target related to the second measurement period.

During the year ended March 31, 2020, a contingent consideration of $1,745 was paid by the Company to the sellers on achievement of the revenue target related to the third measurement period.

The purchase price has been allocated, as set out below, to the assets acquired and liabilities assumed in the business combination.

	Amount
Cash	$ 1,204
Trade receivables	2,799
Unbilled revenue	1,258
Prepayments and other current assets	95
Property and equipment	53
Deferred tax asset	18
Intangible assets	
- Software	3
- Customer contracts	3,025
- Customer relationships	8,000
- Trade name	545
- Covenant not-to-compete	1,718
Non-current assets	27
Current liabilities	(3,781)
Short-term line of credit	(475)
Non-current liabilities	(343)
Deferred tax liability	(5,020)
Net assets acquired	**$ 9,126**
Less: Purchase consideration	38,668
Goodwill on acquisition	**$29,542**

Goodwill arising from this acquisition is not expected to be deductible for tax purposes. Goodwill is attributable mainly to expected synergies and assembled workforce arising from the acquisition.

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d) Value Edge

On June 14, 2016 (“Acquisition Date”), the Company acquired all outstanding equity shares of Value Edge which provides business research and analytics reports and databases across the domains of pharmaceutical, biotech and medical devices, for a total consideration of $18,265 including working capital adjustments of $765 and contingent consideration of $5,112 (held in escrow), subject to compliance with certain conditions, payable over a period of three years. The acquisition is expected to deepen the Company’s domain and specialized analytical capabilities in the growing pharma market, and provide the Company with a technology asset, which is leverageable across clients and industries.

During the year ended March 31, 2020, 2019 and 2018, the Company released from escrow an amount of $1,535 each towards contingent consideration payable to the sellers.

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6. 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, 2020	March 31, 2019
Cash and bank balances	$ 57,523	$ 43,933
Short term deposits with banks*	39,406	41,511
Total	**$ 96,929**	**$ 85,444**

* 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.

7. Investments

Investments consist of the following:

	As at	
	March 31, 2020	March 31, 2019
Investments in marketable securities and mutual funds	$162,746	$134,493
Investment in fixed deposits	43,030	15,907
Total	**$205,776**	**$150,400**

	As at	
	March 31, 2020	March 31, 2019
Current investments	$125,641	$ 67,913
Non-current investment	80,135	82,487
Total	**$205,776**	**$150,400**

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8. Trade receivables and unbilled revenue, net

Trade receivables and unbilled revenue consist of the following:

	As at	
	March 31, 2020	March 31, 2019
Trade receivables and unbilled revenue*	$149,345	$141,806
Less: Allowances for ECL	(1,590)	(1,182)
Total	**$147,755**	**$140,624**

* As at March 31, 2020 and March 31, 2019 unbilled revenue includes contract assets amounting to $905 and $1,457, respectively.

The movement in the ECL is as follows:

	Year ended March 31,		
	2020	2019	2018
Balance as at March 31, 2018	$ —	564	—
Impact of adoption of IFRS 9	—	(74)	—
Balance at the beginning of the year	1,182	$ 490	$ 1,713
Charged to profit or loss	1,316	1,171	2,115
Write-offs, net of collections	(299)	(331)	(1,136)
Reversals	(533)	(157)	(2,321)
Translation adjustment	(76)	9	193
Balance at the end of the year	**$1,590**	**$1,182**	**$ 564**

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9. Prepayments and other assets

Prepayment and other assets consist of the following:

	As at	
	March 31, 2020	March 31, 2019
Current:		
Service tax and other tax receivables	$ 5,953	$ 1,117
Employee receivables	1,276	1,052
Advances to suppliers	1,602	2,073
Prepaid expenses	7,288	7,456
Restricted cash, held in escrow (Refer Note 5(d))	—	1,535
Other assets	5,880	3,550
Total	**$ 21,999**	**$ 16,783**
Non-current:		
Deposits	$ 9,491	$ 9,205
Income tax assets	10,517	9,916
Service tax and other tax receivables	14,443	22,246
Other assets	1,501	2,872
Total	**$ 35,952**	**$ 44,239**

10. Goodwill

A summary of the carrying value of goodwill is as follows:

	As at	
	March 31, 2020	March 31, 2019
Gross carrying amount	$146,824	$153,453
Accumulated impairment of goodwill	(25,520)	(22,642)
Total	**$121,304**	**$130,811**

The movement in goodwill balance by reportable segment as at March 31, 2020 and 2019 is as follows:

Gross carrying amount

	WNS Global BPM	WNS Auto Claims BPM	Total
Balance as at April 1, 2018	$ 130,553	$ 28,947	$159,500
Goodwill arising on acquisitions	203	—	203
Foreign currency translation	(4,260)	(1,990)	(6,250)
Balance as at March 31, 2019	**$ 126,496**	**$ 26,957**	**$153,453**
Goodwill arising on acquisitions	—	—	—
Foreign currency translation	(5,192)	(1,437)	(6,629)
Balance as at March 31, 2020	**$ 121,304**	**$ 25,520**	**$146,824**

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Accumulated impairment losses

	WNS Global BPM	WNS Auto Claims BPM	Total
Balance as at April 1, 2018	$ —	$ 24,314	$24,314
Impairment of goodwill recognized during the year	—	—	—
Foreign currency translation	—	(1,672)	(1,672)
Balance as at March 31, 2019	**$ —**	**$ 22,642**	**$22,642**
Impairment of goodwill recognized during the year	—	4,085	4,085
Foreign currency translation	—	(1,207)	(1,207)
Balance as at March 31, 2020	**—**	**$ 25,520**	**$25,520**

The carrying value of goodwill allocated to the cash generating units ("CGU") is as follows:

	As at	
	March 31, 2020	March 31, 2019
WNS Global BPM*	$ 3,611	$ 3,846
South Africa	3,689	4,557
Research and Analytics	42,178	46,087
Technology services	3,202	3,382
WNS Auto Claims BPM	—	4,315
Denali	29,542	29,542
HealthHelp	39,082	39,082
	$121,304	**$130,811**

* Excluding South Africa, research and analytics, technology services, Denali and HealthHelp goodwill.

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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 approved internal management 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, by each CGU, were as follows:

	CGU's– As at March 31, 2020						
	WNS Global BPM*	South Africa	Denali	Research and Analytics	HealthHelp	Technology services	WNS Auto Claims BPM
Discount rate	16.3%	16.9%	13.7%	16.3%	13.7%	14.5%	14.5%
Perpetual growth rate	3.0%	3.0%	2.5%	3.0%	2.5%	2.0%	2.0%

	CGU's– As at March 31, 2019						
	WNS Global BPM*	South Africa	Denali	Research and Analytics	HealthHelp	Technology services	WNS Auto Claims BPM
Discount rate	16.5%	17.0%	13.2%	16.5%	13.2%	15.5%	15.5%
Perpetual growth rate	3.0%	3.0%	2.5%	3.0%	2.5%	2.0%	2.0%

* Excluding South Africa, research and analytics, technology services, HealthHelp and Denali.

The assumptions used were based on the Company's internal budget. 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 including the outbreak of COVID-19. The projections also took into account factors such as the expected impact from new client wins and expansion from existing clients businesses and efficiency initiatives, and the maturity of the markets in which each business operates.

During the fourth quarter of the year ended March 31, 2020, the withdrawal of the UK from the EU, commonly referred to as "Brexit", affecting insurance industry and downward revision in the expectation for future performance within WNS Auto Claims reportable segment due to contract renegotiations and loss of certain clients caused the financial projections and estimates of WNS Auto Claims BPM reportable segment to significantly decrease from the previous estimates. These factors arising in the fourth quarter of the year ended March 31, 2020 and with the operating environment in UK currently being highly uncertain had a significant and negative impact on the VIU of the WNS Auto Claims BPM reportable segment, and the Company determined that the carrying value of the reportable segment for WNS Auto Claims BPM exceeded the VIU as of the date of its annual impairment review. The Company further performed the valuation of FVLCOD of the impairment test.

The Company determined the FVLCOD of reportable segment using the "Income Approach — Discounted Cash Flow Analysis" method. Under the "Income Approach — Discounted Cash Flow Analysis" method the key assumptions consider projected sales, cost of sales, and operating expenses for five years. 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 on capital and is based on the estimated weighted average cost of capital for a market participant. 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 WNS Auto Claims BPM reportable segment was determined using level 3 inputs through an income approach which includes assumptions for discount rate of 14.5% with annual and perpetual growth rate of 0.6% to 5.1% and 2.0% respectively. The Company used the "Market approach-Guideline Public Company Method" to corroborate the results of the income approach. The FVLCOD was higher than the VIU, which is considered as the recoverable amount of the CGU amounting to $33,592. The next step of the goodwill impairment test resulted in an impairment charge of $4,085 for goodwill related to the WNS Auto Claims BPM reportable segment during the year ended March 31, 2020. This impairment charge of $4,085 was recorded in operating expenses in the consolidated statement of income, which reduced the goodwill in WNS Auto Claims BPM to Nil as at March 31, 2020.

The Company did not recognize any impairment charge for goodwill related to WNS Global BPM reportable segment. An analysis of the calculation's sensitivity to a change in the key parameters (revenue growth, operating margin, discount rate and long-term growth rate) did not identify any probable scenarios where the other CGU's recoverable amount would fall below its carrying amount.

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11. Intangible assets

The changes in the carrying value of intangible assets for the year ended March 31, 2019 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, 2018	$167,094	$ 122,862	$ 4,581	$ 653	$ 6,125	$ 1,835	$ 9,461	400	$33,849	$346,860
Additions	—	—	—	—	—	—	—	—	7,556	7,556
Translation adjustments	(5,146)	(1,225)	(298)	(6)	(73)	—	(172)	—	(1,742)	(8,662)
Balance as at March 31, 2019	$161,948	$ 121,637	$ 4,283	$ 647	$ 6,052	$ 1,835	$ 9,289	$ 400	$39,663	$345,754
Accumulated amortization										
Balance as at April 1, 2018	$160,639	$ 66,748	$ 4,405	$ 315	$ 958	$ 1,835	$ 3,286	$ —	$19,022	$257,208
Amortization	2,675	3,671	125	192	776	—	2,240	—	6,104	15,783
Translation adjustments	(4,940)	(1,031)	(298)	(6)	(17)	—	(79)	—	(1,054)	(7,425)
Balance as at March 31, 2019	$158,374	$ 69,388	$ 4,232	$ 501	$ 1,717	$ 1,835	$ 5,447	$ —	$24,072	$265,566
Net carrying value as at March 31, 2019	**$ 3,574**	**$ 52,249**	**$ 51**	**$ 146**	**$ 4,335**	**$ —**	**$ 3,842**	**$ 400**	**$15,591**	**$ 80,188**

The changes in the carrying value of intangible assets for the year ended March 31, 2020 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, 2019	$161,948	$ 121,637	$ 4,283	$ 647	$ 6,052	$ 1,835	$ 9,289	$ 400	$39,663	$345,754
Additions	—	—	—	—	—	—	—	—	6,948	6,948
Translation adjustments	(6,734)	(1,210)	(215)	(9)	(102)	—	(229)	—	(2,996)	(11,495)
Balance as at March 31, 2020	$155,214	$ 120,427	$ 4,068	$ 638	$ 5,950	$ 1,835	$ 9,060	$ 400	$43,615	$341,207
Accumulated amortization										
Balance as at April 1, 2019	$158,374	$ 69,388	$ 4,232	$ 501	$ 1,717	$ 1,835	$ 5,447	$ —	$24,072	$265,566
Amortization	2,436	3,658	51	145	774	—	2,230	—	6,359	15,653
Translation adjustments	(6,717)	(1,081)	(215)	(8)	(51)	—	(203)	—	(1,837)	(10,112)
Balance as at March 31, 2020	$154,093	$ 71,965	$ 4,068	$ 638	$ 2,440	$ 1,835	$ 7,474	$ —	$28,594	$271,107
Net carrying value as at March 31, 2020	**$ 1,121**	**$ 48,462**	**$ —**	**$ —**	**$ 3,510**	**$ —**	**$ 1,586**	**$ 400**	**$15,021**	**$ 70,100**

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As at March 31, 2020, the estimated remaining weighted average amortization periods for definite lived intangible assets are as follows:

	Balance life (in months)
Customer contracts	11
Customer relationships	186
Covenant not-to-compete	10
Technology	56
Software	19

The estimated annual amortization expense based on remaining weighted average amortization periods for intangible assets and exchange rates, each as at March 31, 2020 are as follows:

	Amount
2021	$13,117
2022	8,361
2023	6,934
2024	5,537
2025	4,664
Thereafter	31,087
	$69,700*

* excludes service mark, as it has an indefinite useful life

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12. Property and equipment

The changes in the carrying value of property and equipment for the year ended March 31, 2019 are as follows:

Gross carrying value	Buildings	Computers and software	Furniture, fixtures and office equipment	Vehicles	Leasehold improvements	Total
Balance as at April 1, 2018	$10,223	$ 73,083	$ 77,387	$ 656	$ 69,166	$ 230,515
Additions	—	7,361	7,487	328	8,097	23,273
On acquisition (Refer Note 5(a))	—	30	—	—	—	30
Disposals/retirements	—	(2,812)	(2,856)	(158)	(1,275)	(7,101)
Translation adjustments	(260)	(4,572)	(4,739)	(45)	(4,287)	(13,903)
Balance as at March 31, 2019	$ 9,963	$ 73,090	$ 77,279	$ 781	$ 71,701	$ 232,814
Accumulated depreciation						
Balance as at April 1, 2018	$ 4,710	$ 64,730	$ 56,892	$ 497	$ 45,446	$ 172,275
Depreciation	496	5,437	7,227	150	7,024	20,334
Disposals/retirements	—	(2,775)	(2,816)	(146)	(1,169)	(6,906)
Translation adjustments	(117)	(4,139)	(3,465)	(35)	(2,816)	(10,572)
Balance as at March 31, 2019	$ 5,089	$ 63,253	$ 57,838	$ 466	$ 48,485	$ 175,131
Capital work-in-progress						3,315
Net carrying value as at March 31, 2019						**$ 60,998**

The changes in the carrying value of property and equipment for the year ended March 31, 2020 are as follows:

Gross carrying value	Buildings	Computers and software	Furniture, fixtures and office equipment	Vehicles	Leasehold improvements	Total
Balance as at April 1, 2019	$ 9,963	$ 73,090	$ 77,279	$ 781	$ 71,701	$232,814
Additions	—	6,837	7,399	265	5,790	20,291
On adoption of IFRS 16	—	—	—	—	(1,666)	(1,666)
Disposals/retirements	—	(293)	(1,184)	(130)	(637)	(2,244)
Translation adjustments	(361)	(5,246)	(5,091)	(78)	(4,260)	(15,036)
Balance as at March 31, 2020	$ 9,602	$ 74,388	$ 78,403	$ 838	$ 70,928	$234,159
Accumulated depreciation						
Balance as at April 1, 2019	$ 5,089	$ 63,253	$ 57,838	$ 466	$ 48,485	$175,131
Depreciation	493	5,506	7,473	228	6,834	20,534
Disposals/retirements	—	(252)	(1,106)	(130)	(628)	(2,116)
On adoption of IFRS 16	—	—	—	—	(922)	(922)
Translation adjustments	(197)	(4,611)	(4,161)	(50)	(3,482)	(12,501)
Balance as at March 31, 2020	$ 5,385	$ 63,896	$ 60,044	$ 514	$ 50,287	$180,126
Capital work-in-progress						2,951
Net carrying value as at March 31, 2020						**$ 56,984**

Certain property and equipment are pledged as collateral against borrowings with a carrying amount of $111 as at March 31, 2019, respectively. As at March 31, 2020 there are no pledged assets as the company has received the discharge letter from BNP Paribas, Hong Kong releasing the pledged securities.

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13. Leases

The changes in the carrying value of ROU assets for the year ended March 31, 2020 are as follows:

Gross carrying value	Premises	Computers	Equipment	Motor vehicles	Total
Balance as at April 1, 2019	$ —	$ —	$ —	$ —	$ —
On adoption of IFRS 16	178,958	39	34	522	179,553
Additions	17,826	—	—	32	17,858
Terminations/modifications	(2,614)	—	—	—	(2,614)
Translation adjustments	(10,331)	(5)	(2)	(39)	(10,377)
Balance as at March 31, 2020	$183,839	$ 34	$ 32	$ 515	$184,420
Accumulated depreciation					
Balance as at April 1, 2019	$ —	$ —	$ —	$ —	$ —
Depreciation	26,361	17	13	295	26,686
Terminations/modifications	(69)	—	—	—	(69)
Translation adjustments	(1,277)	(1)	(1)	(16)	(1,295)
Balance as at March 31, 2020	$ 25,015	$ 16	$ 12	$ 279	$ 25,322
Net carrying value as at March 31, 2020	**$158,824**	**$ 18**	**$ 20**	**$ 236**	**$159,098**

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 8.35%.

The company's operating lease commitment as per IAS 17 as at March 31, 2019 and lease liability as per IFRS 16 recognised in the statement of financial position as at April 1, 2019 is reconciled as follows:

	Amount
Total operating lease commitments disclosed at March 31, 2019	$161,919
Recognition exemption	
Leases with remaining life of less than 12 months	(523)
Adjustments required under IFRS 16	
Practical expedient for maintenance charges	15,225
Lease commencements after transition date	(5,823)
Others	(2,593)
Leased assets (other than premises) recognized as required by the new standard	638
Gross lease liability before discounting	$168,843
Effect of discounting using incremental borrowing rate	(35,602)
Discounted lease liability	133,241
Lease liability with respect to exercising reasonably certain extension options	61,544
Total lease liabilities recognized under IFRS 16 at April 1, 2019	**$194,785**

The following is the movement in lease liabilities during the year ended March 31, 2020.

Lease liabilities	Amount
Balance as at April 1, 2019	$ —
On adoption of IFRS 16	194,785
Additions	16,044
Terminations/modifications	(2,535)
Finance expense	14,782
Payment of lease liabilities	(34,094)
Translation adjustments	(10,090)
Balance as at March 31, 2020	**$178,892**

Rental expense charged for short-term leases was $608, rental expense charged for low value leases was $175 and variable lease payments was $2,089 for the year ended March 31, 2020.

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2020, on an undiscounted basis:

Tenure	Amount
Less than 1 year	$ 35,110
1-3 years	64,065
3-5 years	56,075
More than 5 years	92,055
Total	**$247,305**

The total future cash outflows for leases that had not yet commenced were $9,582 as at March 31, 2020.

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14. 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, 2020	As at March 31, 2019
US dollars	3M USD LIBOR+1.27%	2020	—	11,400
US dollars	3M USD LIBOR+0.95%	2022	33,600	50,400
Total			**33,600**	**61,800**
Less: Debt issuance cost			(178)	(409)
Total			**33,422**	**61,391**
Current portion of long-term debt			$ 16,674	$ 27,969
Long-term debt			$ 16,748	$ 33,422

The Company has entered into a floating to fixed interest rate swap in relation to these debts.

In January 2017, WNS North America Inc. obtained from BNP Paribas, Hong Kong, a three-year term loan facility of $34,000 at an interest rate equal to the three-month US dollar LIBOR plus a margin of 1.27% per annum to finance the acquisition of Denali. WNS North America Inc. has pledged its shares of Denali as security for the loan. In connection with the term loan, the Company has entered into an interest rate swap with a bank to swap the variable portion of the interest based on the three-month US dollar LIBOR to a fixed rate of 1.5610%. The facility agreement for the term loan contains certain financial covenants as defined in the facility agreement. This term loan is repayable in six semi-annual installments. The first five repayment installments are $5,650 each and the sixth and final repayment installment is $5,750. On July 20, 2017, January 22, 2018, July 20, 2018, January 22, 2019 and July 22, 2019 the Company made scheduled repayments of $5,650 each and on January 21, 2020, the Company repaid the final installment of $5,750.

The Company had pledged trade receivables, other financial assets and property and equipment with an aggregate amount of $125,317 as at March 31, 2019, as collateral for the above borrowings. As at March 31, 2020 there are no pledged assets as the company has received the discharge letter from BNP Paribas, Hong Kong releasing the pledged securities.

In March 2017, WNS (Mauritius) Limited obtained from HSBC Bank (Mauritius) Ltd. and Standard Chartered Bank, UK a five-year term loan facility of $84,000 at an interest rate equal to the three-month US dollar LIBOR plus a margin of 0.95% per annum to finance the acquisition of HealthHelp. The Company has pledged its shares of WNS (Mauritius) Limited as security for the loan. In connection with the term loan, the Company has 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%. The facility agreement for the term loan contains certain financial covenants as defined in the facility agreement. This term loan is repayable in ten semi-annual installments of $8,400 each. On September 14, 2017, March 14, 2018, September 17, 2018, March 14, 2019, September 16, 2019 and March 16, 2020 the Company made scheduled repayments of $8,400 each. As at March 31, 2020, the Company has 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 $49,937 (based on the exchange rate on March 31, 2020). The Company has also established a line of credit in the UK amounting to $12,202 (based on the exchange rate on March 31, 2020). Further the Company has also established a line of credit in South Africa amounting to $1,675 (based on the exchange rate on March 31, 2020).

As at March 31, 2020, no amounts were drawn under these lines of credit.

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15. Financial instruments

Financial instruments by category

The carrying value and fair value of financial instruments by class as at March 31, 2020 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	$ 96,929	$ —	$ —	$ 96,929	$ 96,929
Investment in fixed deposits	43,030	—	—	43,030	43,030
Investments in marketable securities and mutual funds	—	162,746	—	162,746	162,746
Trade receivables	89,772	—	—	89,772	89,772
Unbilled revenue(1)	57,078	—	—	57,078	57,078
Funds held for clients	15,833	—	—	15,833	15,833
Prepayments and other assets(2)	6,431	—	—	6,431	6,431
Other non-current assets(3)	9,925	—	—	9,925	9,925
Derivative assets	—	2,187	13,106	15,293	15,293
Total carrying value	**$ 318,998**	**$ 164,933**	**$ 13,106**	**$ 497,037**	**$ 497,037**

Financial liabilities

	Financial liabilities at amortized cost	Financial liabilities at FVTPL	Financial liabilities at FVOCI	Total carrying value	Total fair Value
Trade payables	$ 29,333	$ —	$ —	$ 29,333	$ 29,333
Long-term debt (includes current portion)(4)	33,600	—	—	33,600	33,600
Other employee obligations(5)	70,170	—	—	70,170	70,170
Provision and accrued expenses	28,983	—	—	28,983	28,983
Lease liabilities	178,892	—	—	178,892	178,892
Other liabilities(6)	1,197	—	—	1,197	1,197
Derivative liabilities	—	4,710	8,745	13,455	13,455
Total carrying value	**$ 342,175**	**$ 4,710**	**$ 8,745**	**$ 355,630**	**$ 355,630**

Notes:

(1) Excluding non-financial assets $905.
(2) Excluding non-financial assets $15,568.
(3) Excluding non-financial assets $26,027.
(4) Excluding non-financial asset (unamortized debt issuance cost) $178.
(5) Excluding non-financial liabilities $19,686.
(6) Excluding non-financial liabilities $6,360.

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The carrying value and fair value of financial instruments by class as at March 31, 2019 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	$ 85,444	$ —	$ —	$ 85,444	$ 85,444
Investment in fixed deposits	15,907	—	—	15,907	15,907
Investments in marketable securities and mutual funds	—	134,493	—	134,493	134,493
Trade receivables	73,872	—	—	73,872	73,872
Unbilled revenue(1)	65,295	—	—	65,295	65,295
Funds held for clients	7,063	—	—	7,063	7,063
Prepayments and other assets(2)	5,375	—	—	5,375	5,375
Other non-current assets(3)	9,308	—	—	9,308	9,308
Derivative assets	—	2,077	17,004	19,081	19,081
Total carrying value	**$ 262,264**	**$ 136,570**	**$ 17,004**	**$415,838**	**$ 415,838**

Financial liabilities

	Financial liabilities at amortized cost	Financial liabilities at FVTPL	Financial liabilities at FVOCI	Total carrying value	Total fair Value
Trade payables	$ 17,831	$ —	$ —	$ 17,831	$ 17,831
Long-term debt (includes current portion)(4)	61,800	—	—	61,800	61,800
Other employee obligations(5)	63,129	—	—	63,129	63,129
Provision and accrued expenses	27,619	—	—	27,619	27,619
Other liabilities(6)	2,288	3,197	—	5,485	5,485
Derivative liabilities	—	307	2,096	2,403	2,403
Total carrying value	**$ 172,667**	**$ 3,504**	**$ 2,096**	**$178,267**	**$ 178,267**

Notes:

(1) Excluding non-financial assets $1,457.
(2) Excluding non-financial assets $11,408.
(3) Excluding non-financial assets $34,931.
(4) Excluding non-financial asset (unamortized debt issuance cost) $409.
(5) Excluding non-financial liabilities $16,240.
(6) Excluding non-financial liabilities $13,768.

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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, 2020 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	$ 15,293	$ —	$ 15,293	$ (7,040)	$ —	$8,253
Total	**$ 15,293**	**$ —**	**$ 15,293**	**$ (7,040)**	**$ —**	**$8,253**

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	$ 13,455	$ —	$ 13,455	$ (7,040)	$ —	$6,415
Total	**$ 13,455**	**$ —**	**$ 13,455**	**$ (7,040)**	**$ —**	**$6,415**

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Financial assets and liabilities subject to offsetting, enforceable master netting arrangements or similar agreements as at March 31, 2019 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	$ 19,081	$ —	$ 19,081	$ (2,045)	$ —	$17,036
Total	**$ 19,081**	**$ —**	**$ 19,081**	**$ (2,045)**	**$ —**	**$17,036**

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	$ 2,403	$ —	$ 2,403	$ (2,045)	$ —	$ 358
Total	**$ 2,403**	**$ —**	**$ 2,403**	**$ (2,045)**	**$ —**	**$ 358**

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, 2020 are as follows:-

		Fair value measurement at reporting date using		
Description	March 31, 2020	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Financial assets at FVTPL				
Foreign exchange contracts	$ 2,187	$ —	$ 2,187	$ —
Investments in marketable securities and mutual funds	162,746	162,388	358	—
Financial assets at FVOCI				
Foreign exchange contracts	13,106	—	13,106	—
Total assets	**$178,039**	**$ 162,388**	**$ 15,651**	**$ —**
Liabilities				
Financial liabilities at FVTPL				
Foreign exchange contracts	$ 4,710	$ —	$ 4,710	$ —
Financial liabilities at FVOCI			—	
Foreign exchange contracts	8,106	—	8,106	—
Interest rate swaps	639	—	639	—
Total liabilities	**$ 13,455**	**$ —**	**$ 13,455**	**$ —**

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The assets and liabilities measured at fair value on a recurring basis as at March 31, 2019 are as follows:-

Description	March 31, 2019	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				
Financial assets at FVTPL				
Foreign exchange contracts	$ 2,077	$ —	$ 2,077	$ —
Investments in marketable securities and mutual funds	134,493	134,047	446	—
Financial assets at FVOCI				
Foreign exchange contracts	16,611	—	16,611	—
Interest rate swaps	392	—	392	—
Total assets	**$153,573**	**$ 134,047**	**$ 19,526**	**$ —**
Liabilities				
Financial liabilities at FVTPL				
Foreign exchange contracts	$ 308	$ —	$ 308	$ —
Contingent consideration	3,197	—	—	3,197
Financial liabilities at FVOCI				
Foreign exchange contracts	2,095	—	2,095	—
Total liabilities	**$ 5,600**	**$ —**	**$ 2,403**	**$ 3,197**

Description of significant unobservable inputs to Level 3 valuation

The fair value of the contingent consideration liability was estimated using a probability weighted method and achievement of revenue target with a discount rate of 2.5%. 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.

The fair value is estimated using 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 categorized under Level 3 fair value measurement is given below:

	For the year ended March 31, 2020	March 31, 2019
Balance at the beginning of the year	$ 3,197	$ 11,388
Additions	—	—
Payouts	(3,279)	(8,456)
Gain recognized in the consolidated statement of income	—	—
Finance expense recognized in the consolidated statement of income	82	265
Balance at the end of the year	**$ —**	**$ 3,197**

During the years ended March 31, 2020 and 2019, 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.

Fair value on a non-recurring basis as at March 31, 2020

The non-recurring fair value measurement for the Auto Claim BPM CGU of $34,086 (before cost of disposal of $494) has been categorized as Level 3 fair value based on the inputs to the valuation technique used (Refer Note 10).

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Derivative financial instruments

The primary risks managed by using derivative instruments are foreign currency exchange risk and interest rate 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. Interest rate swaps are entered to manage interest rate risk associated with the Company's floating rate borrowings. 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, foreign exchange option contracts and interest rate swap contracts:

	As at	
	March 31, 2020	March 31, 2019
Forward contracts (Sell)		
In US dollars	$263,092	$230,292
In pound sterling	105,677	134,077
In Euro	37,843	34,251
In Australian dollars	35,287	43,271
Others	17,420	2,866
	$459,319	**$444,757**
Option contracts (Sell)		
In US dollars	$149,501	$134,060
In pound sterling	98,381	122,377
In Euro	39,038	32,226
In Australian dollars	40,922	42,106
Others	—	—
	$327,842	**$330,769**
Interest rate swap contracts		
In US dollars	33,600	61,800

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, 2020, 2019 and 2018 are as follows:

	Year ended March 31,		
	2020	2019	2018
Revenue	$12,695	66	$11,231
Foreign exchange gain, net	543	(2)	15,766
Finance expense	171	422	(561)
Income tax related to amounts reclassified into consolidated statement of income	(1,947)	(577)	(9,965)
Total	**$11,462**	**(91)**	**$16,471**

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As at March 31, 2020, a gain amounting to $1,902 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 and a loss amounting to $620 on account of cash flow hedges in relation to interest rate swaps 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 $543, a loss of $2 and a loss of $20 for the years ended March 31, 2020, 2019 and 2018, respectively. The gain of $543 for the year ended March 31, 2020 is due to impact on account of COVID-19.

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 Chairman of the Board, Group Chief Executive Officer and Group Chief Financial Officer, is the approving authority for all hedging transactions.

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, 2019 (net of payments to repair centers made as part of the Company's WNS Auto Claims BPM segment) 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, 2020, 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, 2020 by approximately $26,051. 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, 2020 by approximately $36,072.

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The foreign currency risk from non-derivative financial instruments as at March 31, 2020 is as follows:

	As at March 31, 2020						
	US Dollar	Pound Sterling	Indian Rupees	Australian Dollar	Euro	Other currencies	Total
Cash and cash equivalents	$ 2,180	712	—	44	1,056	387	$ 4,379
Investments	403	—	—	—	—	—	403
Trade receivables	88,520	34,029	2,581	11,389	11,188	2,877	150,584
Unbilled revenue	3,899	3,651	—	74	4,200	502	12,325
Prepayments and other current assets	364	177	54	4	104	27	730
Other non-current assets	3	—	—	—	181	16	200
Trade payables	(31,203)	(70,745)	(6,367)	(4,640)	(13,266)	(1,064)	(127,285)
Provisions and accrued expenses	(4,456)	(907)	7	—	(695)	(20)	(6,070)
Pension and other employee obligations	(4,055)	(92)	—	—	(38)	(217)	(4,402)
Lease liabilities	—	—	—	—	(7,573)	(27)	(7,600)
Other liabilities	(1)	(7)	—	—	—	(1)	(9)
Net assets/ (liabilities)	**$ 55,654**	**(33,182)**	**(3,725)**	**6,871**	**(4,843)**	**2,480**	**$ 23,255**

The foreign currency risk from non-derivative financial instruments as at March 31, 2019 is as follows:

	As at March 31, 2019						
	US Dollar	Pound Sterling	Indian Rupees	Australian Dollar	Euro	Other currencies	Total
Cash and cash equivalents	$ 1,204	263	—	2,864	528	214	$ 5,073
Trade receivables	100,713	48,198	3,629	17,107	12,459	3,395	185,501
Unbilled revenue	4,576	3,553	—	3,221	5,778	532	17,660
Prepayments and other current assets	522	311	2	82	85	16	1,018
Other non-current assets	4	—	—	—	—	15	19
Trade payables	(28,704)	(63,467)	(8,332)	(9,059)	(10,265)	(596)	(120,423)
Provisions and accrued expenses	(2,924)	(210)	(217)	(1,069)	(477)	(72)	(4,969)
Pension and other employee obligations	(127)	—	—	—	(28)	(177)	(332)
Other liabilities	(2)	(7)	—	—	—	(1)	(10)
Net assets/ (liabilities)	**$ 75,262**	**(11,359)**	**(4,918)**	**13,146**	**8,080**	**3,326**	**$ 83,537**

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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) and Turkish Lira (TRY).

As at March 31, 2020, 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 by approximately $3,730.

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 the US dollar LIBOR. 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. In connection with the term loan facilities entered into during the year ended March 31, 2017, the Company entered into interest rate swap agreements with the banks in during the year ended March 31, 2017. These swap agreements effectively convert the term loans from variable US dollar LIBOR interest rates to fixed rates, thereby managing the Company's exposure to changes in market interest rates under the term loans. The amounts outstanding under swap agreements as at March 31, 2020 aggregated $33,600.

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 marketable securities, FMPs, 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 $89,772 and $57,983, respectively as at March 31, 2020 and $73,872 and $66,752, respectively, as at March 31, 2019.

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 8).

The following table gives details in respect of the percentage of revenue generated from the Company's top customer and top five customers:

	Year Ended March 31,		
	2020	2019	2018
Revenue from top customer	6.9%	6.9%	6.8%
Revenue from top five customers	25.1%	27.1%	29.4%

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 $63,813 as of March 31, 2020 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, 2020			
	Less than 1 Year	1-2 years	2-5 years	Total
Long-term debt (includes current portion)(1)	$ 16,800	$16,800	$ —	$ 33,600
Trade payables	29,333	—	—	29,333
Provision and accrued expenses	28,983	—	—	28,983
Other liabilities	1,197	—	—	1,197
Other employee obligations	70,170	—	—	70,170
Derivative financial instruments	9,575	3,880	—	13,455
Total(2)(3)	**$156,058**	**$20,680**	**$ —**	**$176,738**

Notes:

(1) Before netting off debt issuance cost of $178.
(2) For contractual maturities of lease liabilities refer note 13.
(3) Non-financial liabilities are explained in the financial instruments categories table above.

	As at March 31, 2019			
	Less than 1 Year	1-2 years	2-5 years	Total
Long-term debt (includes current portion)(1)	$ 28,200	$16,800	$16,800	$ 61,800
Trade payables	17,831	—	—	17,831
Provision and accrued expenses	27,619	—	—	27,619
Other liabilities	5,485	—	—	5,485
Other employee obligations	63,129	—	—	63,129
Derivative financial instruments	2,096	307	—	2,403
Total(2)	**$144,360**	**$17,107**	**$16,800**	**$178,267**

Notes:

(1) Before netting off debt issuance cost of $409.
(2) 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, 2020	March 31, 2019
Cash and cash equivalents	$ 96,929	$ 85,444
Investments	205,776	150,400
Long-term debt (includes current portion)(1)	(33,600)	(61,800)
Net cash position	**$269,105**	**$174,044**

Note:

(1) Before netting off debt issuance cost of $178 and $409 as at March 31, 2020 and March 31, 2019, respectively.

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16. Pension and other employee obligations

Pension and other employee obligations consist of the following:

	As at	
	March 31, 2020	March 31, 2019
Current:		
Salaries and bonus	$ 68,353	$ 62,320
Pension	1,196	854
Withholding taxes on salary and statutory payables	7,308	4,947
Total	**$ 76,857**	**$ 68,121**
Non-current:		
Pension and other obligations	$ 12,999	$ 11,248
Total	**$ 12,999**	**$ 11,248**

Employee benefit costs consist of the following:

	Year ended March 31,		
	2020	2019	2018
Salaries and bonus	$ 487,246	$ 424,005	$ 405,665
Employee benefit plans:			
Defined contribution plan	12,675	11,572	11,684
Defined benefit plan	2,634	2,242	3,042
Share-based compensation expense (Refer note 25)	37,520	30,305	30,565
Total	**$ 540,075**	**$ 468,124**	**$ 450,956**

Employee benefit costs is recognized in the following line items in the consolidated statement of income:

	Year ended March 31,		
	2020	2019	2018
Cost of revenue	$ 399,441	$ 346,914	$ 329,289
Selling and marketing expenses	40,816	34,054	31,373
General and administrative expenses	99,818	87,156	90,294
Total	**$ 540,075**	**$ 468,124**	**$ 450,956**

Defined contribution plan

The Company's contributions to defined contribution plans are as follows:

	Year ended March 31,		
	2020	2019	2018
India	$ 8,772	$ 7,919	$ 8,123
United States	1,548	1,387	1,279
United Kingdom	892	759	670
South Africa	789	840	860
Sri Lanka	480	505	625
Philippines	194	162	127
Total	**$ 12,675**	**$ 11,572**	**$ 11,684**

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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 and Sri Lanka is as follows:

	Year ended March 31,		
	2020	2019	2018
Service cost	$ 1,915	$ 1,621	$ 1,917
Past service cost	—	—	538
Interest on the net defined benefit liability	719	621	587
Net gratuity cost	**$ 2,634**	**$ 2,242**	**$ 3,042**

	As at	
	March 2020	March 2019
Change in projected benefit obligations		
Obligation at beginning of the year	$ 12,552	$ 11,101
Foreign currency translation	(1,206)	(671)
Service cost	1,915	1,621
Interest cost	805	692
Benefits paid	(1,423)	(1,213)
Business combinations	98	—
Actuarial (gain)/loss		
From changes in demographic assumptions	(113)	48
From changes in financial assumptions	317	32
From actual experience compared to assumptions	579	942
Benefit obligation at end of the year	**$ 13,524**	**$ 12,552**
Change in plan assets		
Plan assets at beginning of the year	$ 1,259	$ 1,041
Foreign currency translation	(107)	(57)
Expected return on plan assets	86	71
Actuarial (loss) /gain	(16)	(21)
Actual contributions	1,192	1,354
Benefits paid	(1,268)	(1,129)
Plan assets at end of the year	**$ 1,146**	**$ 1,259**
Accrued pension liability		
Current	$ 1,196	$ 854
Non-current	11,182	10,439
Net amount recognized	**$ 12,378**	**$ 11,293**
Present value of funded defined benefit obligation	$ 12,814	$ 11,911
Fair value of plan assets	(1,146)	(1,259)
	11,668	10,652
Present value of unfunded defined benefit obligation	$ 710	$ 641
Weighted average duration of defined benefit obligation (both funded and unfunded)	5.0 years	5.0 years

Net amount recognized relating to the Company's India plan, Philippines plan and Sri Lanka plan was $11,733, $46 and $599 as at March 31, 2020 and $10,683, $29 and $581 as at March 31, 2019, respectively.

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In March 2018, the Government of India amended the Payment of Gratuity Act, 1972 to increase the maximum limit of lump-sum gratuity payment to eligible employees at retirement, death, and incapacitation or on termination of employment from $13 to $26 (from $15 to $31 as at March 31, 2018). As a result, the Company recognized an amount of $538 towards past service cost in the consolidated statement of income during the year ended March 31, 2018.

The assumptions used in accounting for the gratuity plans are as follows:

	Year ended March 31,		
	2020	2019	2018
Discount rate:			
India	6.3% to 6.6%	6.6% to 7.0%	6.6% to 7.3%
Philippines	3.7%	6.1%	3.1%
Sri Lanka	9.8%	11.0%	10.0%
Rate of increase in compensation level	7.0% to 8.0%	7.0% to 8.0%	7.0% to 10.0%
Expected rate of return on plan assets	6.6%	7.0%	7.3%

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, 2020, 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
Discount rate:			
Increase in discount rate by 1%	(4.6)%	(1.1)%	(5.1)%
Decrease in discount rate by 1%	5.1%	1.1%	5.7%
Rate of increase in compensation level:			
Increase in salary escalation rate by 1%	3.7%	0.6%	5.2%
Decrease in salary escalation rate by 1%	(3.6)%	(0.6)%	(4.8)%

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.

As at March 31, 2020, $4 and $1,142 ($4 and $1,255 as at March 31, 2019) of the fund 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 62% and 38% are invested in unquoted government securities and money market instruments, respectively. 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.

The expected benefits are based on the same assumptions used to measure the Company's defined benefit obligations as at March 31, 2020. The Company expects to contribute $2,204 to defined benefit plan for the year ending March 31, 2021. The maturity analysis of the Company's defined benefit payments is as follows:

	Amount
2021	$ 2,342
2022	2,363
2023	2,448
2024	2,468
2025	2,629
Thereafter	11,487
	$23,737

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17. Provisions and accrued expenses

Provisions and accrued expenses consist of the following:

	As at	
	March 31, 2020	March 31, 2019
Accrued expenses	28,983	27,619
Total	**$ 28,983**	**$ 27,619**

18. Contract liabilities

Contract liabilities consists of the following:

	As at	
	March 31, 2020	March 31, 2019
Current:		
Payments in advance of services	$ 6,585	$ 2,229
Advance billings	3,195	3,092
Others	501	106
Total	**$ 10,281**	**$ 5,427**
Non-current:		
Payments in advance of services	$ 19,565	$ 4,950
Advance billings	492	1,642
Others	16	17
Total	**$ 20,073**	**$ 6,609**

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19. Other liabilities

Other liabilities consist of the following:

	As at	
	March 31, 2020	March 31, 2019
Current:		
Withholding taxes and value added tax payables	$ 5,500	$ 4,741
Contingent consideration (Refer note 5(c) and 5(d))	—	3,197
Deferred rent (Refer note 4)	—	649
Other liabilities	1,893	1,707
Total	**$ 7,393**	**$ 10,294**
Non-current:		
Deferred rent (Refer note 4)	$ —	$ 7,780
Other liabilities	164	1,179
Total	**$ 164**	**$ 8,959**

20. Share capital

As at March 31, 2020, 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 49,733,640 ordinary shares (excluding Nil treasury shares) outstanding as at March 31, 2020. There were no preferred shares outstanding as at March 31, 2020.

As at March 31, 2019, 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 50,051,920 ordinary shares (excluding 1,101,300 treasury shares) outstanding as at March 31, 2019. There were no preferred shares outstanding as at March 31, 2019.

Treasury shares

In March 2018, the shareholders of the Company authorized the repurchase of up to 3,300,000 of the Company's ADSs, at a price range of $10 to $100 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 March 30, 2018, the date of shareholders' approval. 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, 2020, the Company purchased 1,098,700 ADSs, respectively in the open market for a total consideration of $63,737(including transaction costs $11) under the above-mentioned share repurchase program.

During the year ended March 31, 2020, 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 $120,115. The effect of the cancellation of these treasury shares was recognized in share capital amounting to $282 and in share premium amounting to $119,873, 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, 2019, the Company purchased 1,101,300 ADSs in the open market for total consideration of $56,362 (including transaction costs of $11). The Company also paid $55 towards cancellation fees for ADSs in relation to the repurchase of 1,100,000 ADSs.

During the year ended March 31, 2019, the Company received authorization from the Board of Directors to cancel, and cancelled, 4,400,000 ADSs that were held as treasury shares for an aggregate cost of $134,231. The effect of cancellation of these treasury shares was recognized in share capital amounting to $573 and in share premium amounting to $133,658, in compliance with Jersey Law. There was no effect on the total shareholders' equity as a result of this cancellation.

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21. 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,		
	2020	**2019**	**2018**
Industry-specific	$364,022	$307,214	$258,155
Finance and accounting	211,069	175,194	162,432
Customer interaction services	192,466	183,199	193,427
Research and analytics	96,337	91,716	89,402
Auto claims	46,418	34,885	35,414
Others	17,946	16,912	19,127
Total	**$928,258**	**$809,120**	**$757,956**

Revenue by industry

	Year ended March 31,		
	2019	**2019**	**2018**
Insurance*	$257,586	$215,242	$194,593
Travel and leisure	166,766	140,996	142,091
Diversified businesses including manufacturing, retail, CPG, media and entertainment, and telecom	152,973	142,091	137,049
Healthcare	146,622	124,109	111,593
Utilities	58,064	56,334	66,030
Shipping and logistics	56,064	49,858	33,922
Consulting and professional services	49,698	44,142	39,683
Banking and financial services	40,485	36,348	32,995
Total	**$928,258**	**$809,120**	**$757,956**

* Includes revenue disclosed under the Auto Claims BPM segment in Note 29.

Revenue by contract type

	Year ended March 31,		
	2020	**2019**	**2018**
Full-time-equivalent	$615,765	$522,436	$473,899
Transaction*	144,637	137,219	141,618
Subscription	83,135	66,542	58,916
Fixed price	43,518	42,512	39,788
Others	41,203	40,411	43,735
Total	**$928,258**	**$809,120**	**$757,956**

* Includes revenue disclosed under the Auto Claims BPM segment in Note 29.

Revenue by geography

Refer Note 29 — External revenue.

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Contract balances

The movement in contract assets and contract liabilities during the year ended March 31, 2020 is as follows:

	As at March 31, 2020			
	Sales Commission	Transition activities	Upfront payment / Others	Total
Opening balance	$ 8,031	$ 13,411	$ 4,785	$ 26,227
Additions during the year	2,189	10,683	11,185	24,057
Amortization/recognition during the year	(1,675)	(4,122)	(5,087)	(10,884)
Impairment loss recognized during the year	(804)	—	(411)	(1,215)
Translation adjustments	(314)	(966)	(540)	(1,820)
Closing balance	**$ 7,427**	**19,006**	**9,932**	**36,365**

	As at March 31, 2020			
	Payments in advance of services	Advance billings	Others	Total
Opening balance	$ 7,179	$ 4,734	$ 123	$ 12,036
Impact of balance sheet offset	2,255	6,379	639	9,273
Gross opening balance	9,434	11,113	762	21,309
Additions during the year	45,688	25,520	12,433	83,641
Revenue recognized during the year	(25,945)	(30,587)	(11,020)	(67,552)
Translation adjustments	(601)	(385)	(99)	(1,085)
Gross closing balance	28,576	5,661	2,076	36,313
Impact of balance sheet offset	(2,426)	(1,975)	(1,559)	(5,960)
Closing balance	**$ 26,150**	**$ 3,686**	**$ 517**	**$ 30,353**

The movement in contract assets and contract liabilities during the year ended March 31, 2019 is as follows:

As at April 1, 2018, the Company capitalized $6,821 towards incremental costs incurred for acquiring contracts that were not completed. The capitalized costs will be amortized on a straight-line basis over the expected life of the contract.

	As at March 31, 2019			
	Sales Commission	Transition activities	Upfront payment / Others	Total
Opening balance	$ —	$ 3,038	$ 3,202	$ 6,240
Impact on adoption of IFRS 15	6,821	201	359	7,381
	6,821	3,239	3,561	13,621
Additions during the year	3,182	11,507	6,533	21,222
Amortization/recognition during the year	(1,185)	(1,120)	(4,844)	(7,149)
Impairment loss recognized during the year	(508)	—	—	(508)
Translation adjustments	(279)	(215)	(465)	(959)
Closing balance	**$ 8,031**	**13,411**	**4,785**	**26,227**

	As at March 31, 2019			
	Payments in advance of services	Advance billings	Others	Total
Opening balance	$ 1,107	$ 2,106	$ 266	$ 3,479
Impact of balance sheet offset	115	4,345	793	5,253
Gross opening balance	1,222	6,451	1,059	8,732
Impact on adoption of IFRS 15	64	—	—	64
	1,286	6,451	1,059	8,796
Additions during the year	11,175	44,940	11,861	67,976
Revenue recognized during the year	(2,918)	(39,927)	(12,075)	(54,920)
Translation adjustments	(109)	(351)	(83)	(543)
Gross closing balance	9,434	11,113	762	21,309
Impact of balance sheet offset	(2,255)	(6,379)	(639)	(9,273)
Closing balance	**$ 7,179**	**$ 4,734**	**$ 123**	**$ 12,036**

The estimated revenue expected to be recognized in the future relating to remaining performance obligations as at March 31, 2020 and March 31, 2019 is as follows:

As at March 31, 2020

	Less than 1 Year	1-2 years	2-5 years	More than 5 years	Total
Transaction price allocated to remaining performance obligations	$13,318	$ 4,224	$5,517	$ —	$23,059

	As at March 31, 2019				
	Less than 1 Year	1-2 years	2-5 years	More than 5 years	Total
Transaction price allocated to remaining performance obligations	$15,635	$10,182	$1,906	$ —	$27,723

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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22. Expenses by nature

Expenses by nature consist of the following:

	Year ended March 31,		
	2020	2019	2018
Employee cost	$540,075	$468,124	$450,956
Repair payments	32,047	15,166	16,970
Facilities cost	62,743	91,393	89,037
Depreciation	47,220	20,334	19,954
Travel expenses	22,373	22,757	23,748
Legal and professional expenses	21,996	20,019	22,972
Others	38,860	40,277	38,886
Total cost of revenue, selling and marketing and general and administrative expenses	**$765,314**	**$678,070**	**$662,523**

23. Finance expense

Finance expense consists of the following:

	Year ended March 31,		
	2020	2019	2018
Interest expense	$ 2,169	$ 3,266	$ 3,215
Interest expense on lease liabilities	14,782	—	—
(Gain)/loss on interest rate swaps	(171)	(422)	561
Debt issue cost	231	360	488
Total	**$17,011**	**$ 3,204**	**$ 4,264**

24. Other income, net

Other income, net consists of the following:

	Year ended March 31,		
	2020	2019	2018
Interest income	$ 3,840	$ 2,556	$ 3,693
Dividend income	—	32	3,570
Net gain arising on financial assets designated as FVTPL	7,547	7,947	3
Others, net	2,988	4,059	3,964
Total	**$14,375**	**$ 14,594**	**$ 11,230**

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25. Share-based payments

The Company has three share-based incentive plans: the 2002 Stock Incentive Plan adopted on July 1, 2002 (which has expired), 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, 2020, the Company had 2,526,482 ordinary shares available for future grants.

Share-based compensation expense during the years ended March 31, 2020, 2019 and 2018 is as follows:

	Year ended March 31,		
	2020	2019	2018
Share-based compensation expense recorded in	$	$	$
Cost of revenue	4,589	4,278	3,770
Selling and marketing expenses	4,789	3,983	2,557
General and administrative expenses	28,142	22,044	24,238
Total share-based compensation expense	**$ 37,520**	**$ 30,305**	**$ 30,565**

Upon exercise of share options and RSUs, the Company issued 780,420, 719,140 and 1,521,521 shares during the years ended March 31, 2020, 2019 and 2018, respectively.

Share-based options

The aggregate intrinsic value of options exercised during the year ended March 31, 2020, 2019 and 2018 was Nil, Nil and $180, respectively. The total grant date fair value of options vested during the year ended March 31, 2020, 2019 and 2018 was Nil for each year. Total cash received as a result of options exercised during the year ended March 31, 2020, 2019 and 2018 was Nil, Nil, and $1,347, respectively.

The fair value of options granted is estimated on the date of grant using the Black-Scholes-Merton option-pricing model. No options were granted during the years ended March 31, 2020, 2019 and 2018.

The weighted average share price of options exercised during the year ended March 31, 2020, 2019 and 2018 was Nil, Nil and $30.44, respectively. As no options were outstanding at March 31, 2020 and 2019, there was no exercise price for these options and their weighted average remaining contractual term was zero years.

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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:

	Shares	Weighted average fair value	Aggregate intrinsic value
Outstanding as at March 31, 2018	1,072,833	$ 27.05	$ 48,632
Granted	383,229	47.89	
Exercised	(422,088)	28.40	
Forfeited	(70,723)	36.08	
Lapsed	(10,856)	8.22	
Outstanding as at March 31, 2019	952,395	$ 34.38	$ 50,734
Granted	387,491	56.23	
Exercised	(434,540)	32.79	
Forfeited	(20,756)	63.00	
Lapsed	—	—	
Outstanding as at March 31, 2020	884,590	$ 44.07	$ 38,020
RSUs exercisable	397,215	$ 34.68	$ 17,072

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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, 2020, there was $8,377 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 expenses 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, 2020, 2019 and 2018 was $56.23, $47.89, and $30.85, per ADS, respectively. The aggregate intrinsic value of RSUs exercised during the year ended March 31, 2020, 2019 and 2018 was $26,522, $21,324, and $34,339, respectively. The total grant date fair value of RSUs vested during the year ended March 31, 2020, 2019 and 2018 was $16,213, $15,964, and $16,931, respectively.

The weighted average share price of RSU exercised during the year ended March 31, 2020, 2019 and 2018 was $61.03, $50.52, and $35.73, 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:

	Shares	Weighted average fair value	Aggregate intrinsic value
Outstanding as at March 31, 2018	203,990	$ 13.21	$ 9,247
Granted	—	—	
Exercised	—	—	
Forfeited	—	—	
Lapsed	—	—	
Outstanding as at March 31, 2019	203,990	$ 13.21	$ 10,867
Granted	—	—	
Exercised	(5,000)	14.30	
Forfeited	—	—	
Lapsed	—	—	
Outstanding as at March 31, 2020	198,990	13.09	$ 7,908
RSUs exercisable	129,590	$ 12.59	$ 5,570

On March 15, 2017, the Company modified the vesting period in respect of the RSUs as follows:

a. for RSUs granted in April 2014, the vesting date has been extended to the fifth anniversary of the grant date (i.e. April 2019)

b. for RSUs granted in April 2015, the vesting date has been extended to the fourth anniversary of the grant date (i.e. April 2019)

c. for RSUs granted in April 2016, the vesting date has been extended to the fourth anniversary of the grant date (i.e. April 2020)

Subsequent vesting of RSUs for each of the remaining years would be subject to continued employment.

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The incremental fair value was determined using Monte-Carlo simulation by reference to the difference between fair value of original RSUs as of modification date and the fair value of modified RSUs as of modification date. The additional cost as a result of such modification in respect of modified share awards amounted to $1,185. The additional cost is spread over the period from the modification date until the vesting date of the modified award, which differs from the vesting date of the original award. The incremental cost recognized in the current year (March 31, 2019: $540) in respect of such modified share awards amounted to $77.

As at March 31, 2020, there was $3 of unrecognized compensation cost related to unvested market based RSUs. This amount is expected to be recognized over a weighted average period of 0.3 years. The weighted average grant date fair value of the RSUs granted during the years ended March 31, 2020, 2019 and 2018 was Nil, Nil, and Nil per ADS, respectively.

(iii) RSUs related to total shareholder's return ("TSR")

During the year ended March 31, 2020, the Company issued 179,878 RSUs (March 31, 2019: 166,760 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, 2020, 2019 and 2018 was $63.10, $57.20 and $36.52, per ADS, respectively. The stock compensation expense charged during the year ended March 31, 2020 was $4,698 (March 31, 2019: $2,886). As at March 31, 2020, there was $5,478 of unrecognized compensation cost related to these RSUs. This amount is expected to be recognized over a weighted average period of 1.9 years.

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, 2018	248,655	$ 36.52	$ 11,272
Granted	166,760	57.20	
Exercised	—	—	
Forfeited	(62,040)	44.15	
Lapsed	—	—	
Outstanding as at March 31, 2019	353,375	$ 44.94	$ 18,824
Granted	179,878	63.10	
Exercised	—	—	
Forfeited	—	—	
Lapsed	—	—	
Outstanding as at March 31, 2020	533,253	51.07	22,919
RSUs exercisable	—	$ —	$ —

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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:

	Shares	Weighted average fair value	Aggregate intrinsic value
Outstanding as at March 31, 2018	1,059,975	$ 26.36	$ 48,048
Granted	199,303	47.54	
Exercised	(297,052)	23.25	
Forfeited	(48,467)	30.06	
Outstanding as at March 31, 2019	913,759	$ 29.80	$ 48,674
Granted	342,097	52.14	
Exercised	(340,880)	25.74	
Forfeited	(3,458)	42.70	
Outstanding as at March 31, 2020	911,518	36.67	39,176
PSUs exercisable	277,490	$ 28.40	$ 11,927

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, 2020, there was $8,687 of unrecognized compensation costs related to unvested PSUs, net of forfeitures. This amount is expected to be recognized over a weighted average period of 2.3 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, 2020, 2019 and 2018 was $52.14, $47.54, and $30.35, per ADS, respectively. The aggregate intrinsic value of PSUs exercised during the year ended March 31, 2020, 2019 and 2018 was $20,333, $15,077 and $17,737, respectively. The total grant date fair value of PSUs vested during the year ended March 31, 2020, 2019 and 2018 was $10,154, $9,535 and $8,696 respectively.

The weighted average share price of PSU exercised during the year ended March 31, 2020, 2019 and 2018 was $59.65, $50.75 and $35.01, 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 3,365, 14,250 and 32,050 RSUs during the years ended March 31, 2020, 2019 and 2018, 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, 2020 and 2019 was $777 and $760, respectively.

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26. Income taxes

The domestic and foreign source component of profit/(loss) before income taxes is as follows:

	Year ended March 31,		
	2020	2019	2018
Domestic	$ (2,795)	$ (2,742)	$ (4,439)
Foreign	146,747	133,894	106,306
Profit before income taxes	**$143,952**	**$131,152**	**$101,867**

The Company's income tax expense consists of the following:

	Year ended March 31,		
	2020	2019	2018
Current taxes			
Domestic taxes	$ —	$ —	$ —
Foreign taxes	31,270	27,526	24,494
	31,270	27,526	24,494
Deferred taxes			
Domestic taxes	—	—	—
Foreign taxes	(4,087)	(1,807)	(9,063)
	(4,087)	(1,807)	(9,063)
Income tax expense	**$27,183**	**$25,719**	**$15,431**

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, 2020, the Company started operations in various delivery centers in Mumbai, Pune, Chennai, Gurgaon, Noida, India registered under the Special Economic Zone ("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 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. The Company's operations in Costa Rica are eligible for a 50% income tax exemption from fiscal 2018 to fiscal 2021. Between fiscal 2016 and fiscal 2020, the Company commenced operations in delivery centers in the Philippines that are eligible for various tax exemption benefits expiring between fiscal 2020 and fiscal 2023. 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. Our operations in Sri Lanka were eligible to claim income tax exemption with respect to the profits earned from export revenue until fiscal 2018 and have been taxed at 14% on a net basis with effect from April 1, 2018.

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 $17,692, $15,743 and $9,368 for the years ended March 31, 2020, 2019 and 2018, respectively. Such additional tax would have decreased the basic and diluted earnings per share for the year ended March 31, 2020 by $0.36 and $0.34, respectively ($0.31 and $0.30, respectively for the year ended March 31, 2019 and $0.19 and $0.18, respectively, for the year ended March 31, 2018).

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Income taxes recognized directly in equity are as follows:

	Year ended March 31,		
	2020	2019	2018
Current taxes:			
Excess tax deductions related to share-based payments	(998)	(1,260)	(685)
	$(998)	$(1,260)	$ (685)
Deferred taxes:			
Excess tax deductions related to share-based payments	807	46	(1,135)
	$ 807	$ 46	$(1,135)
Total income tax recognized directly in equity	**$(191)**	**$(1,214)**	**$(1,820)**

Income taxes recognized in other comprehensive income are as follows:

	Year ended March 31,		
	2020	2019	2018
Current taxes	—	—	—
Deferred taxes:			
Unrealized gain/(loss) on cash flow hedging derivatives	(2,939)	1,877	(9,409)
Pension liability	(189)	(939)	—
Total income tax recognized directly in other comprehensive income	**$(3,128)**	**$ 938**	**$(9,409)**

The reconciliation of estimated income tax to income tax expense:

	Year ended March 31,		
	2020	2019	2018
Profit before income taxes	$143,952	$131,152	$101,867
Income tax expense at tax rates applicable to individual entities	43,379	41,264	32,702
Effect of:			
Items not deductible for tax	414	544	221
Exempt income	(18,380)	(16,024)	(11,250)
Non tax deductible goodwill impairment	776		—
(Gain)/loss in respect of which deferred tax (liability)/asset not recognized due to uncertainty and ineligibility to carry forward	178	138	324
Recognition of unutilized tax benefits / Unrecognized losses utilized	(264)	(841)	—
Temporary difference that will reverse during tax holiday period	2,138	614	22
Change in tax rate and law	55	(401)	(5,685)
Provision for uncertain tax position	(409)	—	—
State taxes	61	620	317
Due to acquisitions and merger	—	—	(1,686)
One-time tax on undistributed earnings	—	—	266
Others, net	(765)	(195)	200
Income tax expense	**$ 27,183**	**$ 25,719**	**$ 15,431**

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Deferred taxes for the year ended March 31, 2020 arising from temporary differences and unused tax losses can be summarized below:

	Opening Balance	Transition adjustments on adoption of IFRS 16	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	$ 7,073	$ —	$ (736)	$ —	$ —	$ (745)	$ 5,592
Net operating loss carry forward	1,287	—	(430)	—	—	(78)	779
Accruals deductible on actual payment	7,358	2,106	1,226	—	189	(1,054)	9,825
Share-based compensation expense	14,120	—	3,917	(807)	—	(1,129)	16,101
Minimum alternate tax	552	—	135	—	—	(58)	629
Others	482	—	(295)	—	—	(57)	130
Total deferred tax assets	**$30,872**	**$ 2,106**	**$ 3,817**	**$ (807)**	**$ 189**	**$ (3,121)**	**$33,056**
Deferred tax liabilities:							
Intangibles	12,183		(753)	—	—	7	11,437
Unrealized gain/(loss) on cash flow hedging and investments	3,539	—	(5)	—	(2,939)	(243)	352
Others	2,084	—	488	—	—	(192)	2,380
Total deferred tax liabilities	**$17,806**	**$ —**	**$ (270)**	**$ —**	**$ (2,939)**	**$ (428)**	**$14,169**
Net deferred tax assets/(liabilities)	**$13,066**	**$ 2,106**	**$ 4,087**	**$ (807)**	**$ 3,128**	**$ (2,693)**	**$18,887**

Deferred taxes for the year ended March 31, 2019 arising from temporary differences and unused tax losses can be summarized below:

	Opening Balance	Transition adjustments on adoption of IFRS 15 & IFRS 9	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	$ 7,291	$ —	$ 321	$ —	$ —	$ (539)	$ 7,073
Net operating loss carry forward	2,879	—	(1,559)	—	—	(33)	1,287
Accruals deductible on actual payment	7,424	(1,783)	1,214	—	939	(436)	7,358
Share-based compensation expense	12,770	—	1,980	(46)	—	(584)	14,120
Minimum alternate tax	420	—	153	—	—	(21)	552
Others	328	3	174	—	—	(23)	482
Total deferred tax assets	**$31,112**	**$ (1,780)**	**$ 2,283**	**$ (46)**	**$ 939**	**$ (1,636)**	**$30,872**
Deferred tax liabilities:							
Intangibles	12,662		(573)	—	—	94	12,183
Unrealized gain/(loss) on cash flow hedging and investments	1,759	—	46	—	1,877	(143)	3,539
Others	1,108	—	1,003	—	—	(27)	2,084
Total deferred tax liabilities	**$15,529**	$ —	**$ 476**	$ —	**$ 1,877**	**$ (76)**	**$17,806**
Net deferred tax assets/(liabilities)	**$15,583**	**$ (1,780)**	**$ 1,807**	**$ (46)**	**$ (938)**	**$ (1,560)**	**$13,066**

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Deferred taxes for the year ended March 31, 2018 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	$ 5,648	$ (11)	$ 1,623	$ —	$ —	$ 31	$ 7,291
Net operating loss carry forward	5,722	—	(2,950)	—	—	107	2,879
Accruals deductible on actual payment	5,641	—	1,661	—	—	122	7,424
Share-based compensation expense	12,264	—	(702)	1,135	—	73	12,770
Minimum alternate tax	167	—	257	—	—	(4)	420
Others	975	—	(661)	—	—	14	328
Total deferred tax assets	**$30,417**	**$ (11)**	**$ (772)**	**$ 1,135**	**$ —**	**$ 343**	**$31,112**
Deferred tax liabilities:							
Intangibles	21,123	6	(8,555)	—	—	88	12,662
Unrealized gain/(loss) on cash flow hedging and investments	12,294	—	(1,280)	—	(9,409)	154	1,759
Others	1,113	—	—	—	—	(5)	1,108
Total deferred tax liabilities	**$34,530**	**$ 6**	**$ (9,835)**	**$ —**	**$ (9,409)**	**$ 237**	**$15,529**
Net deferred tax assets/(liabilities)	**$ (4,113)**	**$ (17)**	**$ 9,063**	**$ 1,135**	**$ 9,409**	**$ 106**	**$15,583**

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Deferred tax presented in the consolidated statement of financial position is as follows:

	As at	
	March 31, 2020	March 31, 2019
Deferred tax assets	28,942	23,772
Deferred tax liabilities	(10,055)	(10,706)
Net deferred tax assets	**$ 18,887**	**$ 13,066**

There are unused tax losses amounting to $20,604 as at March 31, 2020 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 2021 to 2026. However, in the US and New Zealand 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 $737,776, $617,038 and $494,571 as at March 31, 2020, 2019 and 2018, 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 2016, which assess additional taxable income that could in the aggregate give rise to an estimated $32,413 (March 31, 2019: $31,796) in additional taxes, including interest of $11,058 (March 31, 2019: $10,926). 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 $49,025 (March 31, 2019: $55,135) in additional taxes, including interest of $16,594 (March 31, 2019: $18,413). 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 of March 31, 2020, the Company has provided a tax reserve of $10,247 (March 31, 2019: $11,658) primarily on account of the Indian tax authorities’ denying the set off of brought forward business losses and unabsorbed depreciation.

As at March 31, 2020, corporate tax returns for years ended March 31, 2017 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 $12,127 (March 31, 2019: $12,644) 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.

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27. Earnings per share

The following table sets forth the computation of basic and diluted earnings per share:

	Year ended March 31,		
	2020	2019	2018
Numerator:			
Profit after tax	$ 116,769	$ 105,433	$ 86,436
Denominator:			
Basic weighted average ordinary shares outstanding	49,726,636	50,139,389	50,388,440
Dilutive impact of equivalent share-based options and RSUs	2,310,304	2,138,724	2,527,160
Diluted weighted average ordinary shares outstanding	52,036,940	52,278,113	52,915,600

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 options and RSUs to purchase 3,365, 33,025 and 27,350 shares for the year ended March 31, 2020, 2019 and 2018, respectively, because their effect will be anti-dilutive.

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28. Related party

The following is a list of the Company's subsidiaries as at March 31, 2020:

Direct subsidiaries	Step subsidiaries	Place of incorporation
WNS Global Services Netherlands B.V.(1)		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 Inc.	Delaware, USA
	WNS BPO Services Costa Rica, S.R.L	Costa Rica
	Denali Sourcing Services Inc.(2)	Delaware, USA
	- WNS Denali Sourcing Services Inc.(3)	Delaware, USA
WNS Assistance Limited (previously WNS Workflow Technologies Limited)		United Kingdom
	WNS Assistance (Legal) Limited(4)	United Kingdom
	Accidents Happen Assistance Limited	United Kingdom
	WNS Legal Assistance LLP(5)	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(6)	New Zealand
	- Business Applications Associates Beijing Ltd	China
	WNS Global Services Private Limited(7)	India
	- WNS Global Services (UK) Limited(8)	United Kingdom
	- WNS Global Services SA (Pty) Limited	South Africa
	- WNS B-BBEE Staff Share Trust(9)	South Africa
	- Ucademy (Pty) Limited(10)	South Africa
	- WNS South Africa (Pty) Limited(11)	South Africa
	- MTS HealthHelp Inc.(12)	Delaware, USA
	- HealthHelp Holdings LLC(12)	Delaware, USA
	- HealthHelp LLC (12)	Delaware, USA
	- WNS-HealthHelp Philippines Inc.(13)	Philippines
	- Value Edge Inc.(14)	Delaware, USA
	- Value Edge AG.(14)	Switzerland
	- VE Value Edge GmbH(14)	Germany
	WNS Global Services (Private) Limited	Sri Lanka
	WNS Global Services (Dalian) Co. Ltd.	China
	WNS Global Services (UK) International Limited(15)	United Kingdom
	- WNS Global Services North Americas Inc.(16)	Delaware, USA
WNS Business Consulting Netherlands B.V.(17)		The Netherlands
	WNS Global Services Philippines Inc.(17)	Philippines

Notes:

(1) WNS Global Services Netherlands Cooperatief U.A. was converted into a BV entity with effect from January 9, 2020. As a consequence, the name of WNS Global Services Netherlands Cooperatief U.A. was changed to WNS Global Services Netherlands B.V. with effect from January 9, 2020.

(2) On January 20, 2017, the Company acquired all outstanding equity shares of Denali Sourcing Services Inc.

(3) WNS Denali Sourcing Services Inc., a wholly-owned subsidiary of Denali Sourcing Services Inc., was incorporated on November 27, 2019.

(4) WNS Assistance (Legal) Limited, a wholly owned subsidiary of WNS Assistance Limited, was incorporated on April 20, 2016.

(5) WNS Legal Assistance LLP is a limited liability partnership, organized under the laws of England and Wales in November 2014. WNS Legal Assistance LLP provides legal services in relation to personal injury claims within the Auto Claims BPM (as defined in Note 29) segment in the UK. During the year ended March 31, 2018, the Company acquired 20% of the equity capital of WNS Legal Assistance LLP from Prettys Solicitors (the non-controlling interest in WNS Legal Assistance LLP) as a consequence of which WNS Legal Assistance LLP has become a wholly-owned subsidiary of WNS Assistance Limited. WNS Legal Assistance LLP is 98.75% owned by WNS Assistance Limited and 1.25% owned by WNS Assistance (Legal) Limited.

(6) WNS New Zealand Limited, a wholly-owned subsidiary of WNS Global Services (Australia) Pty Ltd, was incorporated on June 13, 2017.

(7) 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 63.18%, of WNS Global Services Netherlands B.V. is 20.84% and of WNS Customer Solutions (Singapore) Private Limited is 15.98%.

(8) 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%.

(9) 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. The trust holds 10% of the equity capital of WNS Global Services SA (Pty) Limited and the balance 90% is held by WNS Global Services (UK) Limited. During the year ended March 31, 2020, the trust subscribed to one participating preference share issued by WNS Global Services SA (Pty) Limited, which entitles the trust to 45.56% voting rights in WNS South Africa (Pty) Limited.

(10) Ucademy (Pty) Limited was incorporated as a subsidiary of WNS Global Services SA (Pty) Limited with effect from June 20, 2016.

(11) WNS South Africa (Pty) Limited 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.

(12) On March 15, 2017, the Company acquired all ownership interests of MTS HealthHelp Inc. and its subsidiaries which existed on that date. HealthHelp Holdings LLC is 63.7% owned by MTS HealthHelp Inc. and 36.3% owned by WNS North America Inc.

(13) WNS-HealthHelp Philippines Inc., a wholly-owned subsidiary of HealthHelp LLC, was incorporated on December 21, 2018.

(14) On June 14, 2016, the Company acquired all outstanding equity shares of Value Edge Research Services Private Limited. As part of the acquisition, the Company also acquired the three subsidiaries of Value Edge Research Services Private Limited which existed on that date. Value Edge Research Services Private Limited was merged with and into WNS Global Services Private Limited pursuant to a Scheme of Amalgamation approved by the National Company Law Tribunal on July 27, 2017.

(15) WNS Global Services (UK) International Limited, a wholly-owned subsidiary of WNS (Mauritius) Limited, was incorporated on September 17, 2018.

(16) WNS Global Services North Americas Inc, a wholly-owned subsidiary of WNS Global Services (UK) International Limited, was incorporated on October 4, 2018.

(17) WNS Business Consulting Netherlands B.V., a wholly-owned subsidiary of WNS (Holdings) Limited, 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.

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Name of the related party	Relationship
Acumentor Inc. (with effect from (“w.e.f”) April 1, 2014)	An entity of which a member of key management is the sole proprietor
Razmatazz Events	An entity which a close relative of the member of key management owns and controls
Core Developers Private Limited (w.e.f. September 12, 2018)	An entity in which a member of key management has a controlling stake
Surface Architectural Supply Inc. (w.e.f. September 1, 2014)	An entity in which a member of key management has a controlling stake
J F Fitness of North America (w.e.f. September 1, 2014)	An entity in which a member of key management has a controlling stake
Sheron LLC (w.e.f. April 1, 2014) (Ceased to be a related party from January 31, 2019)	An entity which a member of key management and his close relative jointly own and control
JF Manufacturing LLC (w.e.f. May 22, 2017)	An entity in which a member of key management has a controlling stake
Haviland Digital Limited (w.e.f. July 1, 2017)	An entity in which a member of key management has a sole controlling stake
Mission Control Productions Limited (w.e.f. July 1, 2017)	An entity in which a member of key management has a controlling stake
Mirabilis Technology Services Limited (w.e.f. July 1, 2017)	An entity in which a member of key management has a controlling stake
Haviland Digital Co-Productions Limited (w.e.f. July 1, 2017)	An entity in which a member of key management has a sole controlling stake
35 Yard Development (w.e.f. July 1, 2017)	An entity in which a member of key management has a joint controlling stake
Vitality Risk LLC (w.e.f. October 27, 2017)	An entity in which a member of key management has a sole controlling stake
Cyber Speciality LLC (w.e.f from February 1, 2019) (ceased to be a related party from September 1, 2019)	An entity in which a member of key management has a joint controlling stake
Arceo.ai (w.e.f from September 1, 2019)	An entity in which a member of key management exercises control

Key management personnel	
Adrian T. Dillon	Chairman
Keshav R. Murugesh	Director and Group Chief Executive Officer
Renu S. Karnad (Ceased to be director from February 14, 2020)	Director
Jason Liberty (Appointed on February 14, 2020)	Director
Anthony A. Greener (Ceased to be director from September 27, 2016)	Director
Albert Aboody (Ceased to be director from September 27, 2017)	Director
Swaminathan Rajamani	Chief People Officer
Ronald Gillette (Ceased from January 31, 2019)	Chief Operating Officer
Gautam Barai (Appointed on January 31, 2019)	Chief Operating Officer
Sanjay Puria	Group Chief Financial Officer
Gareth Williams	Director
Michael Menezes	Director
John Freeland	Director
Françoise Gri	Director
Keith Haviland (Appointed on July 1, 2017)	Director
Mario P. Vitale (Appointed on October 27, 2017)	Director

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Nature of transaction with related parties	Year ended March 31, 2020	2019	2018
Key management personnel*			
Remuneration and short-term benefits	6,959	6,464	6,614
Defined contribution plan	114	97	94
Other benefits	54	16	17
Share-based compensation expense	17,167	14,957	17,677

* Defined benefit plan related costs are not disclosed as these are determined for the Company as a whole.

29. Operating segments

The Company has several operating segments based on a mix of industry and the types of services. The composition and organization of these operating segments currently is designed in such a way that the back office shared processes, i.e. the horizontal structure, delivers service to industry specific back office and front office processes i.e. the vertical structure. These structures represent a matrix form of organization structure, accordingly operating segments have been determined based on the core principle of segment reporting in accordance with IFRS 8 *"Operating segments"* ("IFRS 8"). Segment managers are responsible for the performance of the operating segments on a combined vertical structure which includes travel, shipping and logistics services; utilities, retail and consumer products group; banking and financial, healthcare and insurance services including auto claims; consulting and professional services; and others. Effective February 1, 2019, the Company realigned its segment managers responsible for the performance of operating segments on a combined vertical structure with the appointment of a segment manager as Chief Operating Officer. The revised structure includes travel, shipping and logistics services, utilities, retail and consumer products group; banking and financial and consulting and professional services; insurance services; healthcare; auto claims and others. The segment managers' performance is reviewed by the Group Chief Executive Officer, who has been identified as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the Company's performance and allocates resources based on revenue growth of combined vertical structure.

The Company believes that the business process management services that it provides to customers in industries other than auto claims such as travel, shipping and logistics services; utilities, retail and consumer products group; banking and financial, healthcare and insurance; consulting and professional services; and others are similar in terms of services, service delivery methods, use of technology, and average long-term gross profit and hence meet the aggregation criteria in accordance with IFRS 8. WNS Assistance Limited and Accidents Happen Assistance Limited (which provide automobile repair through a network of third party repair centers), and WNS Assistance (Legal) Limited and WNS Legal Assistance LLP (which provide legal services in relation to personal injury claims), constitute WNS Auto Claims BPM, the performance of which is evaluated by the CODM separately. The WNS Auto Claims BPM segment does not meet the aggregation criteria. Accordingly, the Company has determined that it has two reportable segments, "WNS Global BPM" and "WNS Auto Claims BPM."

In order to provide accident management services, the Company arranges for the repair through a network of repair centers. Repair costs paid to automobile repair centers are invoiced to customers and recognized as revenue except in cases where the Company has concluded that it is not the principal in providing claims handling services and hence it would be appropriate to record revenue from repair services on a net basis, i.e. net of repair cost. The Company uses revenue less repair payments (non-GAAP) for "Fault" repairs 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 auto claims business, 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. For "Non-fault repairs," revenue including repair payments is used as a primary measure. As the Company provides a consolidated suite of accident management services including credit hire and credit repair for its "Non-fault" repairs business, the Company believes that measurement of that line of business has to be on a basis that includes repair payments in revenue.

WNS (HOLDINGS) LIMITED
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The segment results for the year ended March 31, 2020 are as follows:

	Year ended March 31, 2020			
	WNS Global BPM	WNS Auto Claims BPM	Inter segments*	Total
Revenue from external customers	$ 881,840	$ 46,418	$ —	$ 928,258
Segment revenue	$ 882,016	$ 46,418	$ (176)	$ 928,258
Payments to repair centers	—	32,047	—	32,047
Revenue less repair payments (non-GAAP)	882,016	14,371	(176)	896,211
Depreciation	46,722	498	—	47,220
Other costs	630,375	14,946	(176)	645,145
Impairment of goodwill (Refer note 10)	—	4,085	—	4,085
Segment operating profit/(loss)	204,919	(5,158)	—	199,761
Other income, net	(13,298)	(1,077)	—	(14,375)
Finance expense	16,932	79	—	17,011
Segment profit before income taxes	201,285	(4,160)	—	197,125
Income tax expense	27,387	(204)	—	27,183
Segment profit	173,898	(3,956)	—	169,942
Amortization of intangible assets				15,653
Share-based compensation expense				37,520
Profit after tax				$ 116,769
Addition to non-current assets	$ 42,973	$ 1,760	$ —	$ 44,733
Total assets, net of elimination	892,572	119,757	—	1,012,329
Total liabilities, net of elimination	$ 339,660	$ 85,559	$ —	$ 425,219

* Transactions between inter segments represent business process management services rendered by WNS Global BPM to WNS Auto Claims BPM

No client individually accounted for more than 10% of the total revenue during the year ended March 31, 2020.

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The segment results for the year ended March 31, 2019 are as follows:

	Year ended March 31, 2019			
	WNS Global BPM	WNS Auto Claims BPM	Inter segments*	Total
Revenue from external customers	$ 774,235	$ 34,885	$ —	$809,120
Segment revenue	$ 774,309	$ 34,885	$ (74)	$809,120
Payments to repair centers	—	15,166	—	15,166
Revenue less repair payments (non-GAAP)	774,309	19,719	(74)	793,954
Depreciation	20,130	204	—	20,334
Other costs	588,289	19,555	(74)	607,770
Segment operating profit/(loss)	165,890	(40)	—	165,850
Other income, net	(12,572)	(2,022)	—	(14,594)
Finance expense	3,204	—	—	3,204
Segment profit before income taxes	175,258	1,982	—	177,240
Income tax expense	25,503	216	—	25,719
Segment profit	149,755	1,766	—	151,521
Amortization of intangible assets				15,783
Share-based compensation expense				30,305
Profit after tax				$105,433
Addition to non-current assets	$ 29,583	$ 2,224	$ —	$ 31,807
Total assets, net of elimination	667,261	118,369	—	785,630
Total liabilities, net of elimination	$ 156,298	$ 76,913	$ —	$233,211

* Transactions between inter segments represent business process management services rendered by WNS Global BPM to WNS Auto Claims BPM

No client individually accounted for more than 10% of the total revenue during the year ended March 31, 2019.

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The segment results for the year ended March 31, 2018 are as follows:

	Year ended March 31, 2018			
	WNS Global BPM	WNS Auto Claims BPM	Inter segments*	Total
Revenue from external customers	$ 722,542	$ 35,414	$ —	$757,956
Segment revenue	$ 722,600	$ 35,414	$ (58)	$757,956
Payments to repair centers	—	16,970	—	16,970
Revenue less repair payments (non-GAAP)	722,600	18,444	(58)	740,986
Depreciation	19,682	272	—	19,954
Other costs	561,870	18,249	(58)	580,061
Segment operating profit/(loss)	141,048	(77)	—	140,971
Other income, net	(9,757)	(1,473)	—	(11,230)
Finance expense	4,065	199	—	4,264
Segment profit before income taxes	146,740	1,197	—	147,937
Income tax expense	15,319	112	—	15,431
Segment profit	131,421	1,085	—	132,506
Amortization of intangible assets				15,505
Share-based compensation expense				30,565
Profit after tax				$ 86,436
Addition to non-current assets	$ 32,337	$ 201	$ —	$ 32,538
Total assets, net of elimination	633,186	126,377	—	759,563
Total liabilities, net of elimination	$ 181,627	$ 82,980	$ —	$264,607

* Transactions between inter segments represent business process management services rendered by WNS Global BPM to WNS Auto Claims BPM.

No client individually accounted for more than 10% of the total revenue during the year ended March 31, 2018.

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External revenue

Revenues from the geographic segments based on domicile of the customer. The Company's external revenue by geographic area is as follows:

	Year ended March 31,		
	2020	2019	2018
Jersey, Channel Islands	$ —	$ —	$ —
North America (primarily the US)	392,601	335,880	308,436
UK	291,295	253,962	258,863
Australia	79,875	77,187	66,626
Europe (excluding the UK)	74,308	56,383	47,169
South Africa	35,429	38,866	42,841
Rest of the world	54,750	46,842	34,021
Total	**$928,258**	**$809,120**	**$757,956**

The Company's non-current assets (excluding goodwill and intangible assets) by geographic area are as follows:

	As at March 31,	
	2020	2019
Jersey, Channel Islands	$ —	$ —
India	89,909	26,708
Philippines	70,028	18,797
South Africa	17,969	6,374
North America	16,423	3,777
UK	6,260	2,144
Rest of the world	15,493	3,198
Total	**$216,082**	**$60,998**

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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30. Commitment and contingencies

Capital commitments

As at March 31, 2020 and 2019, the Company had committed to spend approximately $9,586 and $10,778, respectively, under agreements to purchase property and equipment. 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 $1,358 and $1,352 as at March 31, 2020 and 2019, 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 aggregating $660 and $564 as at March 31, 2020 and 2019, 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.

WNS (HOLDINGS) LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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31. 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, 2020 and 2019 was as follows:

	As at March 31,		
	2020	2019	% Change
Total equity attributable to the equity shareholders of the Company	$587,110	$552,419	6%
As percentage of total capital	95%	90%	
Long term debt (1)	33,600	61,800	(46)%
Total debt	$ 33,600	$ 61,800	(46)%
As percentage of total capital	5%	10%	
Total capital (debt and equity)	**$620,710**	**$614,219**	**1%**

Note:

(1) Before netting off debt issuance cost of $178 and $409 as at March 31, 2020 and March 31, 2019, respectively.

The Company is predominantly equity-financed. This is also evident from the fact that debt represents only 5% and 10% of total capital as at March 31, 2020 and 2019, respectively.

32. Subsequent events

There are uncertainties regarding the current coronavirus ("COVID-19") pandemic, and the Company is closely monitoring the impact of the pandemic on all aspects of its business, including how it will impact Company's customers, employees, suppliers, vendors and business partners. While the pandemic impacted us adversely in the fourth quarter of the fiscal 2020 and the Company's financial results for the year ended March 31, 2020, it was limited to a ramp-down in the second half of the March month.

The Company is actively working to understand its client's changing requirements, adapt delivery to a "work from home" model, ensure data security, prioritize critical processes, adjust service levels, and manage costs. In addition, the Company is receiving client requests for price reductions, discounts, and extended payment terms. As a result, the Company expects additional impact for the quarter ending June 30, 2020 and potentially subsequent quarters as compared to fiscal 2020. The magnitude of the impact to coming quarters and full year financial performance will be a function of how long the COVID-19 pandemic lasts on a global basis, and how long it takes our client's businesses to stabilize and recover.

Exhibit 2.3

DESCRIPTION OF SECURITIES
REGISTERED UNDER SECTION 12 OF THE EXCHANGE ACT

As of March 31, 2020, WNS (Holdings) Limited ("we" or "us") had the following series of securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each represented by one Ordinary Share, par value 10 pence per share	WNS	The New York Stock Exchange
Ordinary share, par value 10 pence per share*		

*Not for trading, but only in connection with the listing of American depositary shares on the New York Stock Exchange.

Section headings referenced herein are to those set forth in this annual report on Form 20-F.

Description of Ordinary Shares

General

We were incorporated in Jersey, Channel Islands and our affairs are governed by our Memorandum and Articles of Association and Jersey law.

Pursuant to Jersey 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.

The rights of shareholders described in this section are available only to persons who hold our certificated shares. ADS holders do not hold our certificated shares and therefore 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 Companies (Jersey) Law, 1991 (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 Jersey Financial Services Commission (the "JFSC"), to have an inspector appointed to investigate the affairs of a company. ADS holders are entitled to receive dividends and to exercise the right to vote only in accordance with the deposit agreement.

Set forth below is a description of our ordinary shares and a brief summary of the basic rights and privileges of our ordinary shareholders conferred by our Articles of Association and Jersey laws. This description is only a summary and is qualified by reference to Jersey law and our Articles of Association, as amended, a copy of which is filed with the SEC as part of this annual report as Exhibit 1.2.

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, any body 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 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 ten 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 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.

Comparison of Shareholders’ Rights

We are incorporated under the laws of Jersey, Channel Islands. See “Part I — Item 10. Additional Item — B. Memorandum and Articles of Association — Comparison of Shareholders’ Rights” for a summary of 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. The rights of holders of our ADSs differ in certain respects from those of holders of our ordinary shares.

Description of American Depository Shares

ADSs represent ownership interests in securities that are on deposit with a depositary bank. Deutsche Bank Trust Company Americas, or Deutsche Bank, located at 60 Wall Street, New York, New York 10005, is the depositary bank for our ADSs. ADSs may be represented by certificates that are commonly known as American Depositary Receipts, or ADRs. The depositary bank typically appoints a custodian to safekeep the securities on deposit. Our custodian is DB London Investor Services Nominees Ltd of Winchester House, Great Winchester Street, London, England, EC 2N2DB

We appointed Deutsche Bank as our depositary bank pursuant to a deposit agreement. The following is a summary description of the ADSs and a holder's rights as an owner of ADSs. Please note that a holder's rights and obligations as an owner of ADSs will be determined by the deposit agreement and not by this summary.

Each ADS represents the right to receive one ordinary share on deposit with the custodian. An ADS will also represent the right to receive any other property received by the depositary bank or the custodian on behalf of the owner of the ADS but that has not been distributed to the owners of ADSs because of legal restrictions or practical considerations.

As an owner of ADSs, a holder will become a party to the deposit agreement and therefore will be bound by its terms and, if applicable, by the terms of the ADR that represents the holder's ADSs. The deposit agreement and, if applicable, the ADR specify our rights and obligations as well as a holder's rights and obligations as owner of ADSs and those of the depositary bank. An ADS holder appoints the depositary bank to act on the holder's behalf in certain circumstances. The deposit agreement is governed by New York law. However, our obligations to the holders of ordinary shares will continue to be governed by the laws of Jersey, which may be different from the laws in the US.

As an owner of ADSs, a holder may hold ADSs by means of an ADR registered in the holder's name, through a brokerage or safekeeping account or through an account established by the depositary bank in the holder's name reflecting the registration of uncertificated ADSs directly on the books of the depositary bank (commonly referred to as the "direct registration system" or "DRS"). The direct registration system reflects the uncertificated (book-entry) registration of ownership of ADSs by the depositary bank. Under the direct registration system, ownership of ADSs is evidenced by periodic statements issued by the depositary bank to the holders of the ADSs. The direct registration system includes automated transfers between the depositary bank and The Depository Trust Company (commonly referred to as "DTC"), the central book-entry clearing and settlement system for equity securities in the United States. If a holder decides to hold ADSs through the holder's brokerage or safekeeping account, the holder must rely on the procedures of the holder's broker or bank to assert the holder's rights as ADS owner. A holder should consult with his or her broker or bank to determine what those procedures are. This summary description assumes a holder has opted to own the ADSs directly by means of an ADR registered in the holder's name.

Dividends and Distributions

A holder generally has the right to receive the distributions we make on the securities deposited with the custodian. A holder's receipt of these distributions may be limited, however, by practical considerations and legal limitations. Holders will receive such distributions under the terms of the deposit agreement in proportion to the number of ADSs held as of a specified record date.

Distributions of Cash

Whenever we make a cash distribution for the securities on deposit with the custodian, we will deposit the funds with the custodian. Upon receipt of confirmation of the deposit of the requisite funds, the depositary bank will arrange for distribution to the holders, subject to the applicable laws and regulations, if any, of Jersey.

Distributions of Ordinary Shares

Whenever we make a free distribution of ordinary shares for the securities on deposit with the custodian, we will deposit the applicable number of ordinary shares with the custodian. Upon receipt of confirmation of such deposit, the depositary bank will either distribute to holders new ADSs representing the ordinary shares deposited or modify the ADS-to-ordinary shares ratio, in which case each ADS a holder holds will represent rights and interests in the additional ordinary shares so deposited. Only whole new ADSs will be distributed. Fractional entitlements will be sold and the proceeds of such sale will be distributed as in the case of a cash distribution.

The distribution of new ADSs or the modification of the ADS-to-ordinary shares ratio upon a distribution of ordinary shares will be made net of the fees, expenses, taxes and governmental charges payable by holders under the terms of the deposit agreement. In order to pay such taxes or governmental charges, the depositary bank may sell all or a portion of the new ordinary shares so distributed.

No such distribution of new ADSs will be made if it would violate a law (for example, the US securities laws) or if it is not operationally practicable. If the depositary bank does not distribute new ADSs as described above, it may sell the ordinary shares received and will distribute the proceeds of the sale as in the case of a distribution of cash.

Distributions of Rights

Whenever we intend to distribute rights to purchase additional ordinary shares, we will give prior notice to the depositary bank and we will assist the depositary bank in determining whether it is lawful and reasonably practicable to distribute rights to purchase additional ADSs to holders.

The depositary bank will establish procedures to distribute rights to purchase additional ADSs to holders and to enable such holders to exercise such rights if it is lawful and reasonably practicable to make the rights available to holders of ADSs, and if we provide all of the documentation contemplated in the deposit agreement (such as opinions to address the lawfulness of the transaction). A holder may have to pay fees, expenses, taxes and other governmental charges to subscribe for the new ADSs upon the exercise of a holder’s rights. The depositary bank is not obligated to establish procedures to facilitate the distribution and exercise by holders of rights to purchase new ordinary shares other than in the form of new ADSs.

The depositary bank will not distribute the rights to a holder if:

- we do not timely request that the rights be distributed to the holder or we request that the rights not be distributed to the holder;
- we fail to deliver satisfactory documents to the depositary bank; or
- it is not reasonably practicable to distribute the rights.

The depositary bank will sell the rights that are not exercised or not distributed if such sale is lawful and reasonably practicable. The proceeds of such sale will be distributed to holders as in the case of a cash distribution.
If the depositary bank is unable to sell the rights, it will allow the rights to lapse.

Other Distributions

Whenever we intend to distribute property other than cash, ordinary shares or rights to purchase additional ordinary shares, we will notify the depositary bank in advance and will indicate whether we wish such distribution to be made to a holder. If so, we will assist the depositary bank in determining whether such distribution to holders is lawful and reasonably practicable.

If it is reasonably practicable to distribute such property to a holder and if we provide all of the documentation contemplated in the deposit agreement, the depositary bank will distribute the property to the holders in a manner it deems practicable.

The distribution will be made net of fees, expenses, taxes and governmental charges payable by holders under the terms of the deposit agreement. In order to pay such taxes and governmental charges, the depositary bank may sell all or a portion of the property received.

The depositary bank will not distribute the property to a holder and will sell the property if:

- we do not timely request that the property be distributed to the holder or if we ask that the property not be distributed to the holder;
- we do not deliver satisfactory documents to the depositary bank; or
- the depositary bank determines that all or a portion of the distribution to the holder is not reasonably practicable.

The proceeds of such a sale will be distributed to holders as in the case of a cash distribution.

Changes Affecting Ordinary Shares

The ordinary shares held on deposit for a holder's ADSs may change from time to time. For example, there may be a change in nominal or par value, a split-up, cancellation, consolidation or reclassification of such ordinary shares or a recapitalization, reorganization, merger, consolidation or sale of assets.

If any such change were to occur, a holder's ADSs would, to the extent permitted by law, represent the right to receive the property received or exchanged in respect of the ordinary shares held on deposit. The depositary bank may in such circumstances deliver new ADSs to a holder or call for the exchange of a holder's existing ADSs for new ADSs. If the depositary bank may not lawfully distribute such property to a holder, the depositary bank may sell such property and distribute the net proceeds to a holder as in the case of a cash distribution.

Issuance of ADSs upon Deposit of Ordinary Shares

If permitted under applicable law, the depositary bank may create ADSs on a holder's behalf if the holder or the holder's broker deposit ordinary shares with the custodian. The depositary bank will deliver these ADSs to the person the holder indicates only after the holder obtains all necessary government approvals and pays any applicable issuance fees and any charges and taxes payable for the transfer of the ordinary shares to the custodian.

The issuance of ADSs may be delayed until the depositary bank or the custodian receives confirmation that all required approvals have been given and that the ordinary shares have been duly transferred to the custodian. The depositary bank will only issue ADSs in whole numbers.

If a holder is permitted to make a deposit of ordinary shares, the holder will be responsible for transferring good and valid title to the depositary bank. As such, the holder will be deemed to represent and warrant that:

- the ordinary shares are duly authorized, validly issued, fully paid, non-assessable and legally obtained;
- all preemptive (and similar) rights, if any, with respect to such ordinary shares have been validly waived or exercised;
- the holder is duly authorized to deposit the ordinary shares;
- the ordinary shares presented for deposit are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim, and are not, and the ADSs issuable upon such deposit will not be, "restricted securities" (as defined in the deposit agreement); and
- the ordinary shares presented for deposit have not been stripped of any rights or entitlements.

If any of the representations or warranties are incorrect in any way, we and the depositary bank may, at the holder's cost and expense, take any and all actions necessary to correct the consequences of the misrepresentations.

Withdrawal of Ordinary Shares Upon Cancellation of ADSs

A holder will be entitled to present his or her ADSs to the depositary bank for cancellation and then receive the corresponding number of underlying ordinary shares at the custodian's offices. A holder's ability to withdraw the ordinary shares may be limited by US and Jersey law considerations applicable at the time of withdrawal. In order to withdraw the ordinary shares represented by a holder's ADSs, a holder will be required to pay to the depositary the fees for cancellation of ADSs and any charges and taxes payable upon the transfer of the ordinary shares being withdrawn. The holder assumes the risk for delivery of all funds and securities upon withdrawal. Once canceled, the ADSs will not have any rights under the deposit agreement.

If a holder holds an ADR registered in the holder's name, the depositary bank may ask the holder to provide proof of identity and genuineness of any signature and certain other documents as the depositary bank may deem appropriate before it will cancel the holder's ADSs. The withdrawal of the ordinary shares represented by the holder's ADSs may be delayed until the depositary bank receives satisfactory evidence of compliance with all applicable laws and regulations. Please keep in mind that the depositary bank will only accept ADSs for cancellation that represent a whole number of securities on deposit.

A holder will have the right to withdraw the securities represented by the holder's ADSs at any time except:

- during temporary delays that may arise because (i) the transfer books for the ordinary shares or ADSs are closed, or (ii) ordinary shares are immobilized on account of a shareholders' meeting or a payment of dividends;
- when obligations to pay fees, taxes and similar charges are due; and
- when restrictions are imposed because of laws or regulations applicable to ADSs or the withdrawal of the securities on deposit.

The deposit agreement may not be modified to impair a holder's right to withdraw the securities represented by the holder's ADSs except to comply with mandatory provisions of law.

Voting Rights

A holder generally has the right under the deposit agreement to instruct the depositary bank to exercise the voting rights for the ordinary shares represented by the holder's ADSs. The voting rights of holders of ordinary shares are described in "Description of Ordinary Shares — Voting Rights" above.

At our request, the depositary bank will send to the holder by mail or electronic transmission any notice of shareholders' meeting received from us together with information explaining how to instruct the depositary bank to exercise the voting rights of the securities represented by ADSs.

If the depositary bank timely receives voting instructions from a holder of ADSs, it will endeavor to vote or cause the custodian to vote the shares represented by the holder's ADSs in accordance with such voting instructions.

Please note that the ability of the depositary bank to carry out voting instructions may be limited by practical and legal limitations and by the terms of the securities on deposit. We cannot assure a holder that he or she will receive voting materials in time to enable him or her to return voting instructions to the depositary bank in a timely manner.

Securities for which no voting instructions have been received will not be voted. In addition, the depositary bank is not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions.

Fees and Charges

An ADS holder will be required to pay the following service fees to the depositary:

	Type of Service	Fees
1.	Issuance of ADSs, including upon the deposit of ordinary shares or to any person to whom an ADS distribution is made pursuant to share dividends or other free distributions of shares, bonus distributions, share splits or other distributions (except where converted to cash)	$5.00 per 100 ADSs (or any portion thereof)
2.	Surrender of ADSs for cancellation and withdrawal of ordinary shares underlying such ADSs (including cash distributions made pursuant to a cancellation or withdrawal)	$5.00 per 100 ADSs (or any portion thereof)
3.	Distribution of cash proceeds, including cash dividends or sale of rights and other entitlements, not made pursuant to a cancellation or withdrawal)	$2.00 per 100 ADSs (or any portion thereof)
4.	Issuance of ADSs upon the exercise of rights	$5.00 per 100 ADSs (or any portion thereof)
5.	Operations and maintenance costs in administering the ADSs (provided that the total fees assessed under this item, combined with the total fees assessed under item 3 above, should not exceed $0.02 per ADS in any calendar year)	$0.02 per ADS per calendar year

In addition, holders or beneficial owners of our ADS, persons depositing ordinary shares for deposit and persons surrendering ADSs for cancellation and withdrawal of deposited securities will be required to pay the following charges:

- taxes (including applicable interest and penalties) and other governmental charges;

- registration fees for the registration of ordinary shares or other deposited securities with applicable registrar and applicable to transfers of ordinary shares or other deposited securities in connection with the deposit or withdrawal of ordinary shares or other deposited securities;
- certain cable, telex, facsimile and electronic transmission and delivery expenses;
- expenses and charges incurred by Deutsche Bank in the conversion of foreign currency into US dollars;
- fees and expenses incurred by Deutsche Bank in connection with compliance with exchange control regulations and other regulatory requirements applicable to ordinary shares, deposited securities, ADSs and ADRs;
- fees and expenses incurred by Deutsche Bank in connection with the delivery of deposited securities; and
- any additional fees, charges, costs or expenses that may be incurred by Deutsche Bank from time to time.

In the case of cash distributions, the applicable fees, charges, expenses and taxes will be deducted from the cash being distributed. In the case of distributions other than cash, such as share dividends, the distribution generally will be subject to appropriate adjustments for the deduction of the applicable fees, charges, expenses and taxes. In certain circumstances, Deutsche Bank may dispose of all or a portion of such distribution and distribute the net proceeds of such sale to the holders of ADS, after deduction of applicable fees, charges, expenses and taxes.

If Deutsche Bank determines that any distribution in property is subject to any tax or other governmental charge which Deutsche Bank is obligated to withhold, Deutsche Bank may withhold the amount required to be withheld and may dispose of all or a portion of such property in such amounts and in such manner as Deutsche Bank deems necessary and appropriate to pay such taxes or charges and Deutsche Bank will distribute the net proceeds of any such sale after deduction of such taxes or charges to the holders of ADSs entitled to the distribution.

We have agreed to pay certain other charges and expenses of the depositary bank. Note that the fees and charges a holder may be required to pay may vary over time and may be changed by us and by the depositary bank. Holders will receive prior notice of such changes. The depositary bank will provide holders with a copy of its latest fee schedule without charge upon request.

Amendments and Termination

We may agree with the depositary bank to modify the deposit agreement at any time without a holder’s consent. We undertake to give holders not less than 30 days’ prior notice of any modifications that would materially prejudice any of their substantial rights under the deposit agreement. For example, any amendments or supplements which are reasonably necessary for the ADSs to be registered under the Securities Act or to be eligible for book-entry settlement, in each case without imposing or increasing any fees or charges a holder may be required to pay, will not be considered to materially prejudice any of a holder’s substantial rights.

A holder will be bound by the modifications to the deposit agreement if a holder continues to hold ADSs after the modifications to the deposit agreement become effective. The deposit agreement cannot be amended to prevent a holder from withdrawing the ordinary shares represented by a holder’s ADSs (except in order to comply with applicable law).

We have the right to direct the depositary bank to terminate the deposit agreement, in which case the depositary bank will give notice to a holder at least 90 days prior to termination. The depositary bank may also terminate the agreement if it has told us that it would like to resign or we have removed the depositary bank and we have not appointed a new depositary bank within 90 days; in such instances, the depositary bank will give notice to a holder at least 30 days prior to termination.

Upon termination, the following will occur under the deposit agreement:

- For a period of six months after termination, a holder will be able to request the cancellation of the holder’s ADSs and the withdrawal of the ordinary shares represented by the holder’s ADSs and the delivery of all other property held by the depositary bank in respect of those ordinary shares on the same terms as prior to the termination. During such six months’ period the depositary bank will continue to collect all distributions received on the ordinary shares on deposit (i.e., dividends) but will not distribute any such property to a holder until the holder requests the cancellation of the holder’s ADSs.

- After the expiration of such six months' period, the depositary bank may sell the securities held on deposit. The depositary bank will hold the proceeds from such sale and any other funds then held for the holders of ADSs in a non-interest bearing account. At that point, the depositary bank will have no further obligations to holders other than to account for the funds then held for the holders of ADSs still outstanding.

Books of Depositary

The depositary bank will maintain ADS holder records at its depositary office. A holder may inspect such records at such office during regular business hours but solely for the purpose of communicating with other holders in the interest of business matters relating to the ADSs and the deposit agreement.

The depositary bank will maintain in New York facilities to record and process the issuance, cancellation, combination, split-up and transfer of ADRs.

These facilities may be closed from time to time, to the extent not prohibited by law.

Limitations on Obligations and Liabilities

The deposit agreement limits our obligations and the depositary bank's obligations to a holder. Please note the following:

- We and the depositary bank are obligated only to take the actions specifically stated in the deposit agreement. The depositary bank shall have no liability to us or the holders of the ADSs in the absence of gross negligence or willful misconduct.
- The depositary bank disclaims any liability for any failure to carry out voting instructions, for any manner in which a vote is cast or for the effect of any vote, provided it acts in good faith and in accordance with the terms of the deposit agreement.
- The depositary bank disclaims any liability for any failure to determine the lawfulness or practicality of any action, for the content of any document forwarded to a holder on our behalf or for the accuracy of any translation of such a document, for the investment risks associated with investing in ordinary shares, for the validity or worth of the ordinary shares, for any tax consequences that result from the ownership of ADSs, for the credit worthiness of any third party, for allowing any rights to lapse under the terms of the deposit agreement, for the timeliness of any of our notices or for our failure to give notice.
- We and the depositary bank will not be obligated to perform any act that is inconsistent with the terms of the deposit agreement.
- We and the depositary bank disclaim any liability if we are prevented or forbidden from acting on account of any law or regulation, any provision of our Articles of Association or Memorandum of Association, any provision of any securities on deposit or by reason of any act of God or war or other circumstances beyond our control.
- We and the depositary bank disclaim any liability by reason of any exercise of, or failure to exercise, any discretion provided for the deposit agreement or in our Articles of Association or Memorandum of Association or in any provisions of securities on deposit.
- We and the depositary bank further disclaim any liability for any action or inaction in reliance on the advice or information received from legal counsel, accountants, any person presenting ordinary shares for deposit, any holder of ADSs or authorized representative thereof, or any other person believed by either of us in good faith to be competent to give such advice or information.
- We and the depositary bank also disclaim liability for the inability by a holder to benefit from any distribution, offering, right or other benefit which is made available to holders of ordinary shares but is not, under the terms of the deposit agreement, made available to a holder.
- We and the depositary bank may rely without any liability upon any written notice, request or other document believed to be genuine and to have been signed or presented by the proper parties.
- We and the depositary bank also disclaim liability for any consequential or punitive damages for any breach of the terms of the deposit agreement.

Pre-Release Transactions

The depositary bank may, in certain circumstances, issue ADSs before receiving a deposit of ordinary shares or release ordinary shares before receiving ADSs. These transactions are commonly referred to as "pre-release transactions." The depositary bank may limit the aggregate size of pre-release transactions and impose a number of conditions on such transactions (i.e., the need to receive collateral, the type of collateral required, the representations required from brokers, etc.). The depositary bank may retain the compensation received from the pre-release transactions.

Taxes

A holder will be responsible for the taxes and other governmental charges payable on the ADSs and the securities represented by the ADSs. We, the depositary bank and the custodian may deduct from any distribution the taxes and governmental charges payable by holders and may sell any and all property on deposit to pay the taxes and governmental charges payable by holders. A holder will be liable for any deficiency if the sale proceeds do not cover the taxes that are due.

The depositary bank may refuse to issue ADSs, to deliver transfer, split and combine ADRs or to release securities on deposit until all taxes and charges are paid by the applicable holder. The depositary bank and the custodian may take reasonable administrative actions to obtain tax refunds and reduced tax withholding for any distributions on a holder's behalf. However, a holder may be required to provide to the depositary bank and to the custodian proof of taxpayer status and residence and such other information as the depositary bank and the custodian may require to fulfill legal obligations. A holder is required to indemnify us, the depositary bank and the custodian for any claims with respect to taxes based on any tax benefit obtained for the holder.

Foreign Currency Conversion

The depositary bank will arrange for the conversion of all foreign currency received into US dollars if such conversion is practicable, and it will distribute the US dollars in accordance with the terms of the deposit agreement. A holder may have to pay fees and expenses incurred in converting foreign currency, such as fees and expenses incurred in complying with currency exchange controls and other governmental requirements.

If the conversion of foreign currency is not practicable or lawful, or if any required approvals are denied or not obtainable at a reasonable cost or within a reasonable period, the depositary bank may take the following actions in its discretion:

- distribute the foreign currency to holders for whom the distribution is lawful and practicable; or
- hold the foreign currency (without liability for interest) for the applicable holders.

Exhibit 8.1

WNS (HOLDINGS) LIMITED
LIST OF SUBSIDIARIES

S/No.	Name of Subsidiary	Place of Incorporation
1.	WNS Global Services Netherlands B.V.(1)	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 Inc.	Delaware, USA
11.	Business Applications Associates Beijing Limited	China
12.	WNS Capital Investment Limited	Mauritius
13.	WNS Global Services (Private) Limited	Sri Lanka
14.	WNS Customer Solutions (Singapore) Private Limited	Singapore
15.	WNS Global Services Private Limited	India
16.	WNS BPO Services Costa Rica, S.R.L.	Costa Rica
17.	WNS Global Services (Australia) Pty Ltd	Australia
18.	WNS Mauritius Limited ME (Branch)	Dubai Airport Free Zone
19.	WNS Cares Foundation(2)	India
20.	WNS Global Services (UK) Limited (Branch) Poland	Poland
21.	WNS Global Services SA (Pty) Limited	South Africa
22.	Business Applications Associates Beijing Limited Guangzhou Branch (Branch)	China
23.	WNS Global Services (Dalian) Co. Ltd.	China
24.	WNS Global Services Private Limited (Singapore Branch)	Singapore
25.	WNS Legal Assistance LLP	United Kingdom
26.	WNS Assistance (Legal) Limited	United Kingdom
27.	WNS Global Services (UK) Limited London Bucharest Branch	Romania
28.	WNS Global Services (UK) Limited (France Branch)	France
29.	Denali Sourcing Services Inc.	Delaware, USA
30.	WNS Global Services Netherlands Cooperatief U.A. 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(3)	Ireland
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.(4)	South Africa
46.	WNS Global Services (UK) Limited (SUCURSAL EN ESPANA Branch)	Spain
47	WNS Denali Sourcing Services Inc.(5)	Delaware, USA
48	WNS Business Consulting Netherlands B.V.(6)	Netherlands
49	WNS Gestion des Processus d'Affaire Inc.(7)	Canada

Notes

(1) On January 9, 2020, our Netherlands subsidiary converted into a B.V. resulting in the change of name from WNS Global Services Netherlands Cooperatief U.A. to WNS Global Services Netherlands B.V.

(2) WNS Cares Foundation is a "not-for-profit organization" registered under the former Section 25 of the Indian Companies Act, 1956 (which has become Section 8 of the Indian Companies Act, 2013), formed for the purpose of promoting corporate social responsibilities. As a result, it is not considered for the purpose of preparing our consolidated financial statements.

(3) On January 9, 2020, WNS Global Services Netherlands Cooperatief U.A (Ireland Branch) was renamed WNS Global Services Netherlands B.V. (Ireland Branch).

(4) WNS SA Domestic (Pty) Ltd was renamed WNS South Africa (Pty) Ltd on September 25, 2019.

(5) WNS Denali Sourcing Services Inc was incorporated on November 27, 2019.

(6) WNS Business Consulting Netherlands B.V.was incorporated on March 17, 2020, pursuant to the demerger of WNS Global Services Netherlands B.V.

(7) WNS Gestion des Processus d'Affaire Inc. was incorporated on April 28, 2020.

Exhibit 12.1

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 1, 2020

By: /s/ Keshav R. Murugesh
Name: Keshav R. Murugesh
Title: Group Chief Executive Officer

Exhibit 12.2

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 1, 2020

By: /s/ Sanjay Puria
Name: Sanjay Puria
Title: Group Chief Financial Officer

Exhibit 13.1

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, 2020 (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 1, 2020

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.

Exhibit 13.2

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, 2020 (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 1, 2020

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.

Exhibit 15.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated May 1, 2020 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, 2020.

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 and File No. 333-228070).

/s/ GRANT THORNTON INDIA LLP

Mumbai, India
May 1, 2020