

**Synopsis:**

The purpose of this Policy is to govern the receipt, retention, and treatment of complaints received from the directors and/or the employees of the Company regarding any matter pertaining to any questionable practice pertaining to the functioning of the organization and to protect the confidential, anonymous reporting of concerns of the directors and/or employees, as aforesaid.

**Status:** Definitive

**Author:** Anupama Pai  
General Manager - Legal

**Approved:** Board of Directors  
WNS Global Services Private Limited



**WNS GLOBAL SERVICES PRIVATE LIMITED**

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**VIGIL MECHANISM POLICY**

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***AS OF APRIL 1, 2015***

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**WNS GLOBAL SERVICES PRIVATE LIMITED**

**VIGIL MECHANISM POLICY**

**COMPLAINT AND INVESTIGATION PROCEDURES FOR DIRECTORS AND EMPLOYEES**

The following procedures have been adopted by the Board of Directors of WNS Global Services Private Limited (“the Company”) to govern the receipt, retention, and treatment of complaints received from the directors and/or the employees of the Company regarding any questionable practice pertaining to the functioning of the organization and to protect the confidential, anonymous reporting of concerns of the directors and/or employees, as aforesaid. This Policy and the procedures set pursuant to this policy are available to all directors and/or employees of the Company.

**1. APPLICABILITY**

As Per Section 177(9) of the Companies Act, 2013 read with Rule 7 of The Companies (Meeting of Board and its Powers) Rules, 2014, this Policy is applicable to WNS Global Services Private Limited.

**2. POLICY**

It is the policy of the Company to treat complaints, regarding any matter pertaining to the functioning of the organization, seriously and expeditiously.

Directors/Employees will be given the opportunity to submit confidential and anonymous complaints for review by the Company, including without limitation, the following:

- fraud against investors, securities fraud, mail or wire fraud, bank fraud, or fraudulent statements to the regulatory authorities or to the public at large;
- violations of any laws / rules / regulations / guidelines applicable to the Company;
- intentional error or fraud in the preparation, review or audit of any financial statement of the Company; and
- significant deficiencies in or intentional non-compliance with the Company’s internal controls.
- Such other matter, that involves reporting of questionable practices with regard to any matter pertaining to the functioning of the organization.

If requested by the employee, the Company will protect the confidentiality and anonymity of the director/employee to the fullest extent possible, consistent with the need to conduct an adequate review. Vendors, customers, business partners and other parties external to the Company will also be given the opportunity to submit complaints, if any with respect to any matter, pertaining to the functioning of the Company. However, the Company is not obligated to keep complaints from such external parties, confidential or to maintain their anonymity.

Complaints received as above, will be reviewed under the direction of the Director, nominated by the Board of Directors for the purpose (“Designated Director”), who shall report status of such complaints to the Board of Directors on a periodic basis.

The Company will abide by all laws that prohibit retaliation against directors/employees who lawfully submit complaints under this Policy.

In the event that the Company contracts with a third party to handle complaints or any part of the complaint process, such third party shall also comply with this Policy and the related procedures put in place by the Company.

### **3. PROCEDURES**

#### **3.1. Receipt of Complaints**

Written Complaints: Any person may submit a written complaint at a dedicated email ID at [whistleblower@wns.com](mailto:whistleblower@wns.com) or by logging on [www.mysafeworkplace.com](http://www.mysafeworkplace.com) created for this purpose. Directors/Employees submitting this information need not provide their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from such complaint in a manner that protects the confidentiality and anonymity of the complainant.

#### **3.2. Treatment of Complaints**

- a) A complaint made under this Policy, shall be directed to the Designated Director or the Officers designated for investigation of a complaint (“the Officers”) by the Designated Director.
- b) The Designated Director for the purpose of this policy shall be as under:  
Gopal Agrawal – Chief Internal Business Officer  
Gate No 4, Plant 10 / 11 Godrej & Boyce Complex, Pirojshanagar,  
LBS Marg, Vikhroli (West), Mumbai, Maharashtra, 400079 (Tel 022 4095 2194)

- c) The Designated Directors or the Officers shall review the complaint, and may investigate it itself or may assign any employee, outside counsel, advisor, expert or third-party service provider to investigate, or assist in investigating such complaint.
- d) Unless otherwise directed by the Board, the person assigned to investigate will conduct an investigation of the complaint and report his or her findings or recommendations to the Board. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator may also recommend such disciplinary or corrective action to the Board.
- e) If deemed to be necessary by the Designated Director, the Company shall provide for appropriate funding to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses.
- f) At least once per each calendar quarter and whenever else as deemed necessary, the Designated Director shall submit a report to the Board of Directors, that summarizes all pending complaints and shows specifically (a) the complainant (unless anonymous, in which case the report will so indicate), (b) description or the substance of the complaint, (c) status of the investigation, (d) any conclusions reached by the Designated Director, and (e) findings and recommendations.
- g) At any time with regard to any specific complaint, the Board may specify a different procedure for investigating and treating such a complaint, as may be deemed appropriate.

### **3.3. Access to Reports and Records and Disclosure of Investigation Results**

All reports and records associated with the complaints are considered confidential information and access will be restricted only to the Designated Director, members of the Board, the Officers, the Company's legal department and the employees of the Company or outside counsel involved in investigating such complaint as contemplated by this Vigil Mechanism. Access to reports and records may be granted to other parties at the discretion of the Designated Director.

Complaints, under this Policy, and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

### **3.4. Retention of Records**

All documents relating to complaints under this Policy, made through the procedures outlined above shall be retained for at least five years from the date of the complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry, or investigation and thereafter as necessary.

**Document Control**

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