



**WNS (HOLDINGS) LIMITED**

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**NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

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*Original version dated June 29, 2006*

*Version no. 2 dated July 20, 2011*

*Version no. 3 dated July 16, 2013*

*Version no. 4 dated April 29, 2014*

## **WNS (HOLDINGS) LIMITED**

### **CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE**

This Nominating & Corporate Governance Committee Charter (this “Charter”) was originally adopted by the Board of Directors (the “Board”) of WNS (Holdings) Limited (the “Company”) on June 29, 2006. The Nominating & Corporate Governance Committee considered further changes to the Charter on July 20, 2011, July 16, 2013 and April 29, 2014.

#### **I. PURPOSE**

The purpose of the Nominating & Corporate Governance Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding:

- (a) the identification of qualified candidates to become Board members;
- (b) the selection of nominees for election as directors at the next annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board;
- (d) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”); and
- (e) oversight of the evaluation of the board and management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Articles of Association. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and

authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

## **II. STRUCTURE AND MEMBERSHIP**

- a) Number. The Committee shall consist of at least three members of Board or such other number as determined by the Board.
- b) Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
- c) Compensation. The compensation of all non-executive directors will be recommended by the Committee members for approval by the Board.
- d) Selection and cessation. The members of all the Board Committees viz. Audit, Compensation and Nominating & Corporate Governance Committee shall be proposed by the Committee and approved by the Board. The Board may remove members of the Committee with or without cause. Any member may voluntarily retire from the Committee with a notice to the Board. A Board member ceasing to be a director automatically ceases to be a member of the Committee unless the Board and such member agree for a continuation by such a member as a member of the Committee.
- e) Secretary. The Secretary of the Board shall also be the Secretary of the Committee.

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

## **III. PROCEDURE AND ADMINISTRATION**

- a) Meetings. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Articles of Association that are applicable to the Committee. The Committee meet on a regularly scheduled basis at least two times per year and more

frequently as the Committee deems necessary or desirable. The Committee may also conduct meetings over teleconference, video conference or through electronic means where all members are clearly audible to each other. Secretary shall minute/record the proceedings of the meeting and the minutes of Committee meeting shall be final and conclusive.

- b) Chair. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings.
- c) Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
- d) Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board through its Chair.
- e) Participation in meetings. All non-executive directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.
- f) Charter. The Nominating and Corporate Governance Committee shall, annually or from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- g) Independent Advisors. The Nominating and Corporate Governance Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Group. The Committee is empowered, without

further action by the Board, to cause a member of the Group to pay the compensation of such advisors as established by the Committee.

- h) Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Group to meet with the Committee or any advisors engaged by the Committee.
  
- i) Consulting arrangements. The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee shall
  - 1. have the authority, in its sole discretion, to retain or obtain the advice of, and/or terminate the engagement of, as needed, any counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate (“compensation advisors”); provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the compensation adviser’s independence from management;
  - 2. be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation advisors retained by the Committee;
  - 3. subject to any exceptions under NYSE listing standards, undertake an analysis of the independence of each compensation advisor to the Committee, taking into consideration all factors relevant to that person’s independence from management, including the independence factors specified in the applicable requirements of the Securities Exchange Act of 1934 (“the 1934 Act”) and NYSE listing standards, with such analysis to occur prior to selection of such compensation advisor and as appropriate thereafter; and
  - 4. have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the 1934 Act and NYSE listing standards.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by

the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

- j) Annual self-evaluation. The Committee shall evaluate its own performance, atleast annually.

#### **IV. AUTHORITY AND RESPONSIBILITIES**

##### **General**

The Nominating & Corporate Governance Committee shall discharge its responsibilities, and shall assess the information provided by the management of the Company and its subsidiaries (the "Group"), in accordance with its business judgment.

##### **Board and Committee Membership**

1. Selection of Director Nominees. Except where the Company is legally required by contract, by law or otherwise to provide third parties with the right to nominate directors, the Nominating & Corporate Governance Committee shall be responsible for recommending to the Board the nominees for election as directors at any meeting of shareholders. At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected in accordance with the provisions of Articles of Association of the Company, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve. At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

For the above purpose, the Committee may consider the following criteria,

among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) personal and professional integrity, ethics and values;
  - (ii) 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;
  - (iii) experience in the Company's industry and with relevant social policy concerns;
  - (iv) experience as a board member of another publicly held company;
  - (v) academic expertise in an area of the Company's operations; and
  - (vi) practical and mature business judgment, including ability to make independent analytical inquiries.
2. Criteria for Selecting Directors. The criteria to be used by the Nominating & Corporate Governance Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's Memorandum and Articles of Association and Corporate Governance Guidelines.

3. Search Firms. The Nominating & Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

4. Selection of Committee Members. The Nominating & Corporate Governance Committee shall be responsible for recommending to the Board, the directors to be appointed to each committee of the Board.

### **Corporate Governance**

5. Corporate Governance Guidelines. The Nominating & Corporate Governance Committee is responsible for developing and recommending to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval, at least annually.
6. Other governance related. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

### **Evaluation of the Board**

7. Evaluation of the Board. The Nominating & Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
8. Additional Powers. The Nominating & Corporate Governance Committee shall have such other duties as may be delegated from time to time by the Board.

**V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's Memorandum and Articles of Incorporation, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.

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