



**THE FOLLOWING PROXY CARD RELATES TO THE EXTRA ORDINARY GENERAL MEETING OF THE ORDINARY SHAREHOLDERS OF WNS (HOLDINGS) LIMITED AND IS BEING SENT TO THE HOLDERS OF AMERICAN DEPOSITARY RECEIPTS OF WNS (HOLDINGS) LIMITED PURSUANT TO THE DEPOSIT AGREEMENT AMONG WNS (HOLDINGS) LIMITED, DEUTSCHE BANK TRUST COMPANY AMERICAS AS DEPOSITARY, AND THE REGISTERED HOLDERS AND BENEFICIAL OWNERS OF THE AMERICAN DEPOSITARY RECEIPTS.**

**WNS (HOLDINGS) LIMITED**

*Extra Ordinary General Meeting of Shareholders*

**Resolutions presented for consideration at the Extra Ordinary General Meeting of Shareholders on March 9, 2015**

**Vote**

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1	Approval to purchase ADSs representing ordinary shares of the Company, effective from April 1, 2015 and up to and including March 31, 2016, subject to a minimum and maximum price and an aggregate limit on the ADSs to be purchased			

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(Signature)