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

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**Form 6-K**

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**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the month of February, 2015

Commission File Number 001—32945

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**WNS (HOLDINGS) LIMITED**

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(Translation of Registrant's name into English)

**Gate 4, Godrej & Boyce Complex  
Pirojshanagar, Vikroli (W)  
Mumbai 400 079, India  
+91-22-4095-2100  
(Address of principal executive office)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Extraordinary general meeting of shareholders

On February 3, 2015, WNS (Holdings) Limited (the “Company”) issued a press release announcing details of its extraordinary general meeting (the “EGM”) to be held in Jersey, Channel Islands, on Monday, March 9, 2015 and distributed to its shareholders a notice of the EGM, the proxy statement for the EGM and the form of proxy. A copy of the press release, the notice of EGM, the proxy statement and form of proxy are attached hereto as Exhibit 99.1, Exhibit 99.2, Exhibit 99.3 and Exhibit 99.4, respectively. A copy of the notice of the EGM and voting card provided by the depository of the Company’s American Depositary Shares (“ADSs”) to holders of ADSs are attached hereto as Exhibit 99.5 and Exhibit 99.6, respectively.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 3, 2015

**WNS (HOLDINGS) LIMITED**

By:           /s/ Sanjay Puria          

Name: Sanjay Puria

Title: Group Chief Financial Officer

**EXHIBIT INDEX**

- 99.1 Press release of the Company, dated February 3, 2015.
- 99.2 The Company's notice of extraordinary general meeting to ordinary shareholders, dated February 3, 2015.
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- 99.4 Form of proxy for use by ordinary shareholders.
- 99.5 Depository's notice of extraordinary general meeting to holders of ADSs, dated February 2, 2015.
- 99.6 Voting card for use by ADS holders.



## **WNS (Holdings) Limited Announces Details of Extraordinary General Meeting of Shareholders**

**NEW YORK, NY and MUMBAI, INDIA, February 3, 2015** — WNS (Holdings) Limited (NYSE: WNS), a leading global Business Process Management (BPM) provider, today announced that an extraordinary general meeting of its shareholders will be held on Monday, March 9, 2015, beginning at 11.30 am (Jersey time), at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands.

The Company distributed the notice of extraordinary general meeting, proxy statement and form of proxy on or about February 3, 2015.

The notice of the extraordinary general meeting, proxy statement, form of proxy and ADR voting card are available on the investor relations page of the Company's corporate website, [www.wns.com](http://www.wns.com). Shareholders may also obtain a copy of the notice of the extraordinary general meeting, proxy statement, form of proxy and ADR voting card, free of charge, by sending a written request to the Company Secretary, Computershare Company Secretarial Services (Jersey) Limited, of Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (attention: Client Secretariat, telephone: +44 (0)1534 281 800) or [anupama.pai@wns.com](mailto:anupama.pai@wns.com), attention Anupama Pai.

### **About WNS**

WNS (Holdings) Limited (NYSE: WNS), is a leading global business process management company. WNS offers business value to 200+ global clients by combining operational excellence with deep domain expertise in key industry verticals including Travel, Insurance, Banking and Financial Services, Manufacturing, Retail and Consumer Packaged Goods, Shipping and Logistics, Healthcare and Utilities. WNS delivers an entire spectrum of business process management services such as finance and accounting, customer care, technology solutions, research and analytics and industry specific back office and front office processes. As of December 31, 2014, WNS had 27,755 professionals across 37 delivery centers worldwide including China, Costa Rica, India, Philippines, Poland, Romania, South Africa, Sri Lanka, United Kingdom and the United States. For more information, visit [www.wns.com](http://www.wns.com).

### **Investors Contact:**

David Mackey  
Investor Relations  
[david.mackey@wns.com](mailto:david.mackey@wns.com)  
[ir@wns.com](mailto:ir@wns.com)



**WNS (HOLDINGS) LIMITED**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**  
**To be Held on March 9, 2015**

To our Shareholders:

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Extraordinary General Meeting”) of the shareholders of WNS (Holdings) Limited, a company incorporated in Jersey, Channel Islands (the “Company”), will be held at our registered office at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands on Monday, March 9, 2015 at 11.30 am (Jersey time) for the purpose of considering the following special business, as more fully described in the Proxy Statement accompanying this notice, and if thought fit adopting the following resolution:

**SPECIAL BUSINESS**

The following resolution will be proposed as a special resolution:

Resolution to authorize the purchase of American Depositary Shares (“**ADSs**”) each representing one ordinary share 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. (the “**Repurchase Plan**”)

“That the Company be and is hereby generally and unconditionally authorized:

- a) pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of American Depositary Shares (**ADSs**) representing ordinary shares with a par value of 10 pence per share in the capital of the Company (**Ordinary Shares**), provided that:
  - i) the maximum number of ADSs hereby authorized to be purchased under this authority is 1.1 Million;
  - ii) the minimum price, exclusive of any expenses, which may be paid for an ADS is US\$ 10;
  - iii) the maximum price, exclusive of any expenses, which may be paid for an ADS shall be US\$ 30;
  - iv) the authority hereby conferred shall be effective from April 1, 2015 and shall expire on March 31, 2016; and
- b) pursuant to Article 58A of the Companies (Jersey) Law 1991, to hold as treasury shares any Ordinary Shares purchased pursuant to a purchase of ADSs under the authority conferred by paragraph (a) of this resolution.”

DATED: February 3, 2015

BY ORDER OF THE BOARD

**Registered Office:**  
 Queensway House,  
 Hilgrove Street,  
 St Helier,  
 Jersey JE1 1ES,  
 Channel Islands

**Computershare Company Secretarial Services (Jersey) Limited**  
 Company Secretary

## NOTES:

1. The Board of Directors has fixed the close of business on February 2, 2015 as the record date for determining those persons whose names appear on our Register of Members as holders of our ordinary shares (collectively, our "Shareholders") who will be entitled to receive copies of this Notice of Extraordinary General Meeting, the accompanying Form of Proxy and Proxy Statement.
2. A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies to attend the Extraordinary General Meeting and to vote on his/her behalf. A proxy need not be a Shareholder. A Form of Proxy, which should be completed in accordance with the instructions printed thereon, is enclosed with this document. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the Extraordinary General Meeting in person.
3. To be valid, the instrument appointing a proxy or proxies, and any power of attorney or other authority (e.g. board minutes) under which it is signed (or a notorially certified copy of any such power or authority), must be deposited at our registered office at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (Attn: Computershare Company Secretarial Services (Jersey) Limited) not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote.
4. A proxy may be revoked by: (i) giving the Company notice in writing deposited at our registered office at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands ( Attn: Computershare Company Secretarial Services (Jersey) Limited) before the commencement of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote; (ii) depositing a new Form of Proxy with the Company Secretary before the commencement of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote (although it should be noted that the new Form of Proxy will only be a valid proxy, as opposed to being capable of revoking an earlier Form of Proxy, if deposited not less than 48 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote); or (iii) attending in person and voting on a poll. No instrument appointing a proxy shall be revoked by the appointing Shareholder attending and participating in a meeting, unless the appointing Shareholder votes on a poll at the meeting in respect of the ordinary shares for which the relevant proxy is appointed his proxy.
5. A body corporate which is a Shareholder entitled to attend and vote at the Extraordinary General Meeting may authorize a person to act as its representative at the Extraordinary General Meeting in respect of all or a particular number of the shares held by the Shareholder. A body corporate which is a Shareholder may appoint more than one person to act as its representative. If a body corporate which is a Shareholder appoints more than one person to act as its representative, each resolution (and each instrument of appointment) shall specify the number of shares held by the Shareholder for which the relevant person is appointed its representative. For the avoidance of doubt, a body corporate which is a Shareholder may appoint (in addition to the representatives (if any) appointed by it) any number of persons to act as its proxy at the Extraordinary General Meeting in respect of all or a particular number of the shares held by the Shareholder. A person duly authorized to act as a representative of a body corporate which is a Shareholder shall be entitled to exercise on behalf of the Shareholder the same powers (in respect of the number of shares held by the Shareholder for which the relevant person is appointed its representative) as the Shareholder could exercise. If a Shareholder which is a body corporate appoints more than one representative (but subject to the voting instructions (if any) given by the Shareholder), no representative need cast all the votes used by him in respect of any resolution in the same way as any other representative or any proxy appointed by the Shareholder.
6. If the Extraordinary General Meeting is adjourned for lack of a quorum, the adjourned meeting will be held at 11.30 am (Jersey time) on March 16, 2015 at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands. Under the Company's Articles of Association, the quorum for the holding of general meetings is not less than two Shareholders present in person or by proxy and holding Ordinary shares conferring not less than one-third of the total voting rights of all the Shareholders entitled to vote at the meeting.
7. **Explanatory notes to the resolution to be proposed at the Extraordinary General Meeting are contained in the Proxy Statement which accompanies this Notice of Extraordinary General Meeting.**





**WNS (HOLDINGS) LIMITED  
PROXY STATEMENT  
EXTRAORDINARY GENERAL MEETING**

**To be Held on March 9, 2015**

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the “Board” or the “Board of Directors”) of WNS (Holdings) Limited, a company incorporated in Jersey, Channel Islands (the “Company” or “WNS”), of proxies for voting at the Company’s Extraordinary General Meeting of Shareholders (the “Extraordinary General Meeting”) to be held on Monday, March 9, 2015, at 11.30 am (Jersey time), at the registered office of the Company located at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands, or any adjournments thereof, for the purposes summarized in the accompanying Notice of Extraordinary General Meeting and described in more detail in this Proxy Statement.

**Shareholders Entitled to Notice of and to Vote at the Extraordinary General Meeting**

The Board has fixed the close of business on February 2, 2015 as the date for determining those holders of ordinary shares (collectively, the “Shareholders”) who will be entitled to notice of and to vote at the Extraordinary General Meeting. Copies of the Notice of Extraordinary General Meeting, this Proxy Statement, and the accompanying Form of Proxy appointing a proxy or proxies, were first mailed to Shareholders on or about February 3, 2015. Shareholders are advised to read this Proxy Statement carefully prior to returning their Form of Proxy.

A Shareholder is a person whose name appears on our Register of Members as a holder of our ordinary shares.

At the close of business on December 31, 2014, there were 51,749,544 ordinary shares issued and outstanding.

**Quorum**

No business may be transacted at any general meeting unless a quorum of Shareholders entitled to vote at the meeting is present. Pursuant to the Articles of Association of the Company, the quorum for the holding of general meetings is not less than two Shareholders present in person or by proxy holding ordinary shares conferring not less than one-third of the total voting rights. If a quorum is not present, the Extraordinary General Meeting will be adjourned to 11.30 am (Jersey time) on March 16, 2015 at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands.

**Proxies**

To be valid, the instrument appointing a proxy or proxies, and any power of attorney or other authority (e.g. board minutes) under which it is signed (or a notarially certified copy of any such power or authority), must be deposited at the registered office of the Company at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (Attn: Computershare Company Secretarial Services (Jersey) Limited) not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote. A proxy need not be a Shareholder. Shareholders may appoint any member of the Board or any other person as their proxy. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the meeting in person.

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 ordinary shares specified in the instrument appointing the person as proxy. If a Shareholder appoints more than one person to act as his proxy, each instrument appointing a proxy shall specify the number of ordinary 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 ordinary shares held by the Shareholder for which he was appointed as proxy.

A proxy may be revoked by: (i) giving the Company notice in writing deposited at our registered office at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (Attn: Computershare Company Secretarial Services (Jersey) Limited) before the commencement of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote; (ii) depositing a new Form of Proxy with the Company Secretary before the commencement of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote (although it should be noted that the new Form of Proxy will only be a valid proxy, as opposed to being capable of revoking an earlier Form of Proxy, if deposited not less than 48 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote); or (iii) the shareholder attending in person and voting on a poll. No instrument appointing a proxy shall be revoked by the appointing Shareholder attending and participating in a meeting, unless the appointing Shareholder votes on a poll at the meeting in respect of the ordinary shares for which the relevant proxy is appointed his proxy.

A body corporate which is a Shareholder entitled to attend and vote at the Extraordinary General Meeting may authorize a person to act as its representative at the Extraordinary General Meeting in respect of all or a particular number of the shares held by the Shareholder. A body corporate which is a Shareholder may appoint more than one person to act as its representative. If a body corporate which is a Shareholder appoints more than one person to act as its representative, each resolution (and each instrument of appointment) shall specify the number of shares held by the Shareholder for which the relevant person is appointed its representative. For the avoidance of doubt, a body corporate which is a Shareholder may appoint (in addition to the representatives (if any) appointed by it) any number of persons to act as its proxy at the Extraordinary General Meeting in respect of all or a particular number of the shares held by the Shareholder. A person duly authorized to act as a representative of a body corporate which is a Shareholder shall be entitled to exercise on behalf of the Shareholder the same powers (in respect of the number of shares held by the Shareholder for which the relevant person is appointed its representative) as the Shareholder could exercise. If a Shareholder which is a body corporate appoints more than one representative (but subject to the voting instructions (if any) given by the Shareholder), no representative need cast all the votes used by him in respect of any resolution in the same way as any other representative or any proxy appointed by the Shareholder.

### **Voting**

On a show of hands, every Shareholder present in person or by proxy shall have one vote and on a poll, every Shareholder present in person or by proxy shall have one vote for each ordinary share held or represented. On a poll, a Shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. A resolution put to the vote of Shareholders at the Extraordinary General Meeting will be decided on a show of hands unless a poll is demanded by the Chairman of the Extraordinary General Meeting or a Shareholder present in person or by proxy and entitled to vote at the Extraordinary General Meeting. 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 holder whose name appears first in order in the Register of Members, whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders.

Ordinary shares represented by a duly executed instrument appointing a proxy or proxies that is deposited with the Company at our registered office at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (Attn: Computershare Company Secretarial Services (Jersey) Limited), at least 48 hours before the time appointed for the Extraordinary General Meeting will be voted at the Extraordinary General Meeting in accordance with Shareholders' instructions contained in such instrument.

The resolution is proposed as a special resolution. On a show of hands, the special resolution to be proposed at the Extraordinary General Meeting will be duly passed by the affirmative vote of a majority of not less than two thirds of Shareholders present in person or by proxy and voting at the Extraordinary General Meeting. If a poll is demanded in the manner described above, the special resolution to be proposed at the Extraordinary General Meeting for which voting by poll is demanded will be duly passed by the affirmative vote of a majority of not less than two thirds of votes cast at the Extraordinary General Meeting for each ordinary share held or represented, with each Shareholder present in person or by proxy having one vote for each ordinary share held or represented. In the event of an equality of votes, whether upon a show of hands or on a poll, the Chairman of the Extraordinary General Meeting shall not be entitled to a second or casting vote.

#### **Cost of Soliciting Proxies**

The entire cost of the solicitation of proxies for the Extraordinary General Meeting will be borne by WNS.

In this Proxy Statement, references to "\$" or "US\$" mean United States dollars, the legal currency of the United States and references to "£" and pence refer to the currency of the United Kingdom.

#### **SUMMARY OF PROPOSAL**

At the Extraordinary General Meeting, Shareholders will be requested to vote on the proposal to authorize the purchase of American Depositary Shares ("ADSs"), each representing one ordinary share 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 (the "**Repurchase Plan**").

#### **PROPOSAL**

"That the Company be and is hereby generally and unconditionally authorized:

- a) pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of American Depositary Shares (**ADSs**) representing ordinary shares with a par value of 10 pence per share in the capital of the Company (**Ordinary Shares**), provided that:
  - i) the maximum number of ADSs hereby authorized to be purchased under this authority is 1.1 million;
  - ii) the minimum price, exclusive of any expenses, which may be paid for an ADS is US\$ 10;
  - iii) the maximum price, exclusive of any expenses, which may be paid for an ADS shall be US\$ 30;
  - iv) the authority hereby conferred shall be effective from April 1, 2015 and shall expire on March 31, 2016; and

- b) pursuant to Article 58A of the Companies (Jersey) Law 1991, to hold as treasury shares any Ordinary Shares purchased pursuant to a purchase of ADSs under the authority conferred by paragraph (a) of this resolution.”

#### **DESCRIPTION OF THE REPURCHASE PLAN**

Currently, the Company’s authorized share capital is £6,100,000 divided into 60,000,000 ordinary shares and 1,000,000 preferred shares of 10 pence each. Pursuant to Article 57 of the Companies (Jersey) Law, 1991 as amended (the “**Law**”), a company may purchase its own ordinary shares or depositary certificates in respect of such shares. However, the Law also sets out a number of limitations on the terms of such purchases. A purchase under Article 57 of the Law is required by law to be sanctioned by a special resolution of the Company, i.e. a resolution that is passed by at least two-thirds of the shares voted in person or by proxy at the Extraordinary General Meeting.

##### ***Limit on Allowed Purchases under the Repurchase Plan***

The total number of ADSs hereby authorized to be purchased under this authority is 1.1 million, representing approximately 2% of the Company’s ordinary shares issued and outstanding as of December 31, 2014.

##### ***Duration of the Repurchase Plan***

The authority conferred by the Shareholders which authorizes the Repurchase Plan shall be effective from April 1, 2015 and shall expire on March 31, 2016.

##### ***Purchase Price***

The minimum price for purchases under the Repurchase Plan, exclusive of any expenses, which may be paid for ADS is US\$10. The maximum price for purchases under the Repurchase Plan, exclusive of any expenses, which may be paid for ADS shall be US\$30.

##### ***Manner of Purchases of ADSs and Implementation of Repurchase Plan***

ADSs will be purchased by way of market purchases on the New York Stock Exchange or any other stock exchange on which our ADSs are listed and are quoted at the time of purchase through one or more duly licensed brokers appointed by us for that purpose. We intend that all purchases made under the Repurchase Plan will be made in accordance with Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended, the applicable listing rules of the New York Stock Exchange, and all other applicable laws and regulations in effect from time to time. The Board of Directors has authorized Group Chief Executive Officer or the Group Chief Financial Officer to appoint a broker to implement the Repurchase Plan. The implementation of the Repurchase Plan by the appointed broker shall also be as directed by members of the Board of Directors, the Group Chief Executive Officer, or the Group Chief Financial Officer of the Company from time to time.

The Board of Directors has authorized each member of our Board of Directors, the Group Chief Executive Officer and the Group Chief Financial Officer to, on behalf of the Company, prepare, execute and file all necessary notifications, forms and agreements as may be required by The New York Stock Exchange, the Securities and Exchange Commission, the Jersey Financial Services Commission or other regulatory agencies in connection with the Repurchase Plan.

### ***Treasury Shares***

Under the Law, a company may hold as treasury shares any of the ordinary shares it has redeemed or purchased, but may not exercise any voting rights attaching to such shares, make or receive any distribution in respect of such shares, nor exercise any other right in respect of such shares. Shares held as treasury shares may be cancelled, sold, transferred for the purposes of or under an employees' share scheme or held by the company without cancelling, selling or transferring them. A company may hold as treasury shares so many shares in the company that it has redeemed or purchased under the Law as it thinks fit provided that another person holds at least one non-redeemable share in the company.

### ***Status of Purchased Ordinary Shares***

Any ordinary share that we purchase or acquire will be held by us as a treasury share.

### ***Source of Funds***

We intend to use our cash on hand to purchase our ordinary shares. Our directors do not propose to implement the Repurchase Plan in a manner and to such an extent that would materially affect our working capital requirements.

Pursuant to the Law, the directors of the Company authorizing the purchase of ADSs pursuant to the Repurchase Plan shall make a statement as to the solvency of the Company at the time of any purchase of ADSs pursuant to the Repurchase Plan in the form prescribed by the Law.

**The Board recommends a vote "FOR" the resolution to** authorize the purchase of ADSs, each representing one ordinary share 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.

### **OTHER BUSINESS**

The Board does not presently intend to bring any other business before the Extraordinary General Meeting, and so far as is known to the Board, no matters will be brought before the Extraordinary General Meeting except as is specified in this Proxy Statement. As to any business that may properly come before the Extraordinary General Meeting, however, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of those persons voting such proxies.

### **INCORPORATION BY REFERENCE**

The Securities and Exchange Commission (the "Commission") allows the Company to "incorporate by reference" into this Proxy Statement the information in documents the Company files with or submits to the SEC. This means that the Company can disclose important information to you by referring you to those documents. Each document incorporated by reference is current only as of the date of such document, and the incorporation by reference of such documents shall not create any implication that there has been no change in the Company's affairs since the date thereof or that the information contained therein is current as of any time subsequent to its date. The information incorporated by reference is considered to be a part of this Proxy Statement and should be read with the same care. When the Company updates the information contained in documents that have been incorporated by reference by making future filings with the SEC, the information incorporated by reference in this Proxy Statement is considered to be automatically updated and superseded. In other words, in the case of a conflict or inconsistency between information contained in this Proxy Statement and information incorporated by reference into this Proxy Statement, you should rely on the information contained in the document that was filed later. The Company incorporates by reference the documents listed below:

1. The Company's annual report on Form 20-F (File No. 001-32945) for the fiscal year ended March 31, 2014 filed with the SEC on May 14, 2014.
2. The Company's report on Form 6-K (File No. 001-32945) submitted to the Commission on July 23, 2014.
3. The Company's report on Form 6-K (File No. 001-32945) submitted to the Commission on August 11, 2014.
4. The Company's report on Form 6-K (File No. 001-32945) submitted to the Commission on September 2, 2014.
5. The Company's report on Form 6-K (File No. 001-32945) submitted to the Commission on September 12, 2014.
6. The Company's report on Form 6-K (File No. 001-32945) submitted to the Commission on October 1, 2014.
7. The Company's report on Form 6-K (File No. 001-32945) submitted to the Commission on October 23, 2014.
8. The Company's report on Form 6-K (File No. 001-32945) submitted to the Commission on January 23, 2015.

The Company will provide, without charge, at the written or oral request of anyone, including any beneficial owner, to whom this Proxy Statement is delivered, copies of the documents incorporated by reference in this Proxy Statement, other than exhibits to those documents which are not specifically incorporated by reference. Requests should be directed to: WNS (Holdings) Limited, Plant 10, Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli (W), Mumbai 400 079, India, Attention: Anupama Pai; telephone number: +91 22 40952743.

The Company's filings with Commission are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. You also may read and copy any document the Company files with the Commission at the Commission public reference room in Washington, D.C. Please call the Commission at 1-800-732-0330 for further information about public reference room.



**WNS (HOLDINGS) LIMITED**  
**FORM OF PROXY**  
**FOR THE EXTRAORDINARY GENERAL MEETING**  
**To be Held on March 9, 2015**

For use at the Extraordinary General Meeting of the shareholders of WNS (Holdings) Limited (the “Company”) to be held at 11.30 am (Jersey time) on Monday, March 9, 2015, and any adjournment thereof.

I/We [insert name] ..... of [address] .....  
 ..... (BLOCK LETTERS PLEASE), being (a) shareholder(s) of the Company, hereby appoint(s)  
 the Chairman of the Extraordinary General Meeting or\* [insert name]  
 ..... of [address ] .....  
 ..... as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting  
 of the Company to be held at \_\_\_\_\_, (Jersey time) on \_\_\_\_\_, 2015 and at any adjournment thereof or on a poll in respect of [ insert number ]\*\*  
 ..... ordinary shares in the capital of the Company.

\* An alternative proxy may be named if desired — delete as appropriate. A proxy need not be a shareholder of the Company.

\*\* If you appoint more than one proxy, you will need to specify the number of ordinary shares in respect of which the named proxy is entitled to vote. If you appoint only one proxy you do not need to specify the number of ordinary shares you hold.

I / We direct my / our proxy to vote as follows:-

SPECIAL RESOLUTION

FOR

AGAINST

ABSTAIN

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

Date:

\_\_\_\_\_  
**Signature of Shareholder/Authorised Signatory**

(If you are signing this form as a director or officer of a body corporate or other entity, please indicate in what capacity you are signing and who you are signing for e.g. “Director of X Limited” or “Director of X Limited as general partner of Y Limited Partnership”).

**NOTES:**

1. Please indicate with an 'X' in the appropriate box how you wish the proxy to vote.
2. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:-
  - (a) on the resolution referred to in this Form of Proxy if no instruction is given in respect of the resolution; and
  - (b) on any business or resolution considered at the Extraordinary General Meeting other than the resolution referred to in this Form of Proxy.
3. To be valid, the instrument appointing a proxy, and any power of attorney or other authority (e.g. board minutes) under which it is signed (or a notarized copy of any such power or authority), must be deposited at our registered office at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (Attn: Computershare Company Secretarial Services (Jersey) Limited) not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote.
4. A Form of Proxy executed by a corporation must be either under its common seal or signed by an officer or attorney duly authorized by the corporation.
5. In the case of joint holders, the names of all the joint holders should be stated in the Form of Proxy and all should sign it. Joint holders should elect one of their numbers to represent them in person or by proxy in their name. In the absence of such election, the vote of the holder whose name appears first in order in the Register of Shareholders, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s). For this purpose, seniority is determined by the order in which the names appear in the Register of Shareholders.
6. A proxy may be revoked by: (i) giving the Company notice in writing deposited at our registered office at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (Attn: Computershare Company Secretarial Services (Jersey) Limited) before the commencement of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote; (ii) depositing a new Form of Proxy with the Company Secretary before the commencement of the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote (although it should be noted that the new Form of Proxy will only be a valid proxy, as opposed to being capable of revoking an earlier Form of Proxy, if deposited not less than 48 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof or for the taking of a poll at which the proxy proposes to vote); or (iii) the shareholder attending in person and voting on a poll. No instrument appointing a proxy shall be revoked by the appointing Shareholder attending and participating in a meeting, unless the appointing Shareholder votes on a poll at the meeting in respect of the ordinary shares for which the relevant proxy is appointed his proxy.
7. A body corporate which is a Shareholder entitled to attend and vote at the Extraordinary General Meeting may authorize a person to act as its representative at the Extraordinary General Meeting in respect of all or a particular number of the shares held by the Shareholder. A body corporate which is a Shareholder may appoint more than one person to act as its representative. If a body corporate which is a Shareholder appoints more than one person to act as its representative, each resolution (and each instrument of appointment) shall specify the number of shares held by the Shareholder for which the relevant person is appointed its representative. For the avoidance of doubt, a body corporate which is a Shareholder may appoint (in addition to the representatives (if any) appointed by it) any number of persons to act as its proxy at the Extraordinary General Meeting in respect of all or a particular number of the shares held by the Shareholder. A person duly authorized to act as a representative of a body corporate which is a Shareholder shall be entitled to exercise on behalf of the Shareholder the same powers (in respect of the number of shares held by the Shareholder for which the relevant person is appointed its representative) as the Shareholder could exercise. If a Shareholder which is a body corporate appoints more than one representative (but subject to the voting instructions (if any) given by the Shareholder), no representative need cast all the votes used by him in respect of any resolution in the same way as any other representative or any proxy appointed by the Shareholder.



8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing a proxy or proxies.
9. Facsimile or email copies of this Form of Proxy will **not** be accepted.

**FOR OFFICE USE ONLY**

**FOR OFFICE USE ONLY**

**Register No**

**Holding**

Deutsche Bank Trust Company Americas  
Trust and Securities Services  
Global Equity Services

**DEPOSITARY RECEIPTS**

February 2, 2015

**Depositary's Notice of Extraordinary General Meeting of Shareholders of WNS (Holdings) Limited:**

Issue: **WNS (Holdings) Limited / CUSIP 92932M101**

Country: **Jersey**

Meeting Details: **Extraordinary General Meeting of Shareholders of WNS (Holdings) Limited on Monday, March 9, 2015 at 11:30 am (Jersey Time) at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands**

Meeting Agenda: **The Company's Notice of Extraordinary General Meeting including the Agenda of the Extraordinary General Meeting is available at the link below**

Voting Deadline: **On or before March 2, 2015 at 10:00 AM (New York City time)**

ADR Record Date: **February 2, 2015**

Ordinary : ADR ratio **1 Ordinary Share : 1 ADS**

Holders of WNS (Holdings) Limited American Depositary Receipts (ADSs) are hereby notified of an Extraordinary General Meeting of Shareholders of WNS (Holdings) Limited (the "Company") to be held on March 9, 2015. A copy of the Notice of Meeting from the Company (which includes the agenda) can be found on the following website at [www.wns.com](http://www.wns.com) or [www.adr.db.com](http://www.adr.db.com).

Holders of record of ADSs as of the close of business on the ADS Record Date will be entitled to those voting rights as outlined in the Deposit Agreement between the Company and Deutsche Bank Trust Company Americas, as Depositary ("the Deposit Agreement").

As soon as practicable after receipt of notice of any meeting at which the holders of Shares are entitled to vote, or of solicitation of consents or proxies from holders of Shares or other Deposited Securities, the Depositary shall fix the ADS Record Date in respect of such meeting or solicitation of such consent or proxy. The Depositary shall, if requested by the Company in writing in a timely manner (the Depositary having no obligation to take any further action if the request shall not have been received by the Depositary at least 21 days prior to the date of such vote or meeting), at the Company's expense and provided no U.S. legal prohibitions exist, mail by ordinary, regular mail delivery or by electronic transmission (if agreed by the Company and the Depositary), unless otherwise agreed in writing by the Company and the Depositary, to Holders as of the ADS Record Date: (a) such notice of meeting or solicitation of consent or proxies; (b) a statement that the Holders as of the ADS Record Date will be entitled, subject to any applicable law, the Company's Memorandum and Articles of Association and the provisions of or governing the Deposited Securities (which provisions, if any, shall be summarized in pertinent part by the Company), to instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the Shares or other Deposited Securities represented by such Holder's ADSs; and (c) a brief statement as to the manner in which such instructions may be given.

Upon the timely receipt of written instructions of a Holder of ADSs on the ADS Record Date of voting instructions, the Depositary shall endeavor, insofar as practicable and permitted under applicable law and the provisions of the Deposit Agreement, the Company's Memorandum and Articles of Association and the provisions of the Deposited Securities, to vote or cause the Custodian to vote the Shares and/or other Deposited Securities represented by ADSs held by such Holder in accordance with such instructions.

Neither the Depositary nor the Custodian shall, under any circumstances exercise any discretion as to voting, and neither the Depositary nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise the Shares or other Deposited Securities represented by ADSs except pursuant to and in accordance with such written instructions from Holders. Shares or other Deposited Securities represented by ADSs for which no specific voting instructions are received by the Depositary from the Holder shall not be voted.

Notwithstanding the above, save for applicable provisions of Jersey law, and in accordance with Section 5.3 of the Deposit Agreement, the Depository shall not be liable for any failure to carry out any instructions to vote any of the Deposited Securities, or for the manner in which such vote is cast or the effect of any such vote.

*For further information, please contact:*

Beverly George for  
***Duewa Brooks***  
***Depository Receipts***  
***212 250 1305 phone***  
***212 797 0327 fax***

Deutsche Bank 



THE FOLLOWING PROXY CARD RELATES TO THE EXTRAORDINARY 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**

*Extraordinary General Meeting of Shareholders*

**Resolutions presented for consideration at the Extraordinary  
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)