



THE FOLLOWING PROXY CARD RELATES TO THE ANNUAL GENERAL MEETING OF THE ORDINARY SHAREHOLDERS OF WNS (HOLDINGS) LIMITED AND IS BEING SENT TO THE HOLDERS OF AMERICAN DEPOSITORY 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 DEPOSITORY RECEIPTS.

WNS (HOLDINGS) LIMITED

Annual General Meeting of Shareholders

Resolutions presented for consideration at the Annual General Meeting of Shareholders on September 12, 2014

Vote

		FOR	AGAINST	ABSTAIN
1	Adoption of annual audited accounts for the financial year ended March 31, 2014			
2	Re-appointment of Grant Thornton India LLP as the auditors of the Company			
3	Approval of auditors' remuneration			
4	Re-election of Mr. Keshav R. Murugesch as a Class II Director of the Company			
5	Re-election of Mr. Albert Aboody as a Class II Director of the Company			
6	Re-election of Mr. Michael Menezes as a Class II Director of the Company			
7	Approval of Directors' remuneration for the period from the Annual General Meeting until the next annual general meeting of the Company to be held in respect of the financial year ending March 31, 2015			

(Signature)