

**WNS (HOLDINGS) LIMITED**  
**FORM OF PROXY**  
**FOR THE EXTRAORDINARY GENERAL MEETING**  
**To be Held on February 13, 2009**

For use at the Extraordinary General Meeting of the shareholders of WNS (Holdings) Limited (the “Company”) to be held on Friday, February 13, 2009, at 3.00 p.m. 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 3.00 p.m. on Friday, February 13, 2009 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:-

ORDINARY RESOLUTION	FOR	AGAINST	ABSTAIN
1. Subject to the consent of the Jersey Financial Services Commission, approval of the Company’s Amended and Restated 2006 Incentive Award Plan, which is substantially as set out in Appendix A to the accompanying Proxy Statement.			

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”).

**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 notarially certified copy of any such power or authority), must be deposited at the registered office of the Company at 12 Castle Street, St Helier, Jersey JE2 3RT Channel Islands (attention: Michele Ivory) 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 authorised by the corporation.
5. In the case of joint holders, the name 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 number 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 the Company's registered office (care of Capita Secretaries Limited, 12 Castle Street, St Helier, Jersey JE2 3RT, Channel Islands (attention: Michele Ivory)) 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 at the Company's registered office 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.
7. 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 appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
8. Facsimile or email copies of this Form of Proxy will **not** be accepted.

<b><u>FOR OFFICE USE ONLY</u></b>	
<b>Register No</b>	<input style="width: 80%;" type="text"/>
<b>Holding</b>	<input style="width: 80%;" type="text"/>