



Extending Your Enterprise

**WNS (HOLDINGS) LIMITED  
FORM OF PROXY  
FOR THE ANNUAL GENERAL MEETING  
To be held on September 13, 2011**

For use at the Annual General Meeting of the shareholders of WNS (Holdings) Limited (the “Company”) to be held at 11.30 am (Jersey time) on Tuesday, September 13, 2011 and any adjournment thereof.

I/We [insert name] ..... of [address] ..... (BLOCK LETTERS PLEASE), being (a) shareholder(s) of the above named Company, hereby appoint the Chairman of the Annual General Meeting or\*

[insert name] ..... of [address] ..... as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at \_\_\_\_\_ am (Jersey time) on \_\_\_\_\_ day, \_\_\_\_\_ 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:-

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Annual audited accounts			
2. Re-appointment of Grant Thornton India as the auditors of the Company			
3. Auditors’ remuneration			
4. Re-election of Mr. Keshav R. Murugesha as a Director of the Company			
5. Re-election of Mr. Albert Aboody as a Director of the Company			
6. 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, 2012			
7. Subject to the consent of the Jersey Financial Services Commission being given, increase in the ordinary shares/American Depositary Shares (“ADSs”) available for grant under the Company’s Amended and Restated 2006 Incentive Award Plan by 2.2 million ordinary shares/ADSs and adoption of the Company’s Second Amended and Restated 2006 Incentive Award Plan substantially in the form set out in Appendix A to the accompanying Proxy Statement to reflect such increase			

Date: \_\_\_\_\_, 2011

**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 resolutions referred to in this Form of Proxy if no instruction is given in respect of the resolutions; and
  - (b) on any business or resolution considered at the Annual General Meeting other than the resolutions 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 the office of Computershare Investor Services, Proxy Team at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time appointed for the holding of the Annual 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 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 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 the office of Computershare Investor Services, Proxy Team at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY before the commencement of the Annual 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 Annual 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 Annual 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 appointer are not ascertainable from the instructions of the appointer 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 type="text"/>
<b>Holding</b>	<input type="text"/>