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

Form 6-K

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

October 21, 2011

Commission File Number 001—32945

WNS (HOLDINGS) LIMITED

(Exact name of registrant as specified in the charter)

Not Applicable

(Translation of Registrant's name into English)

Jersey, Channel Islands

(Jurisdiction of incorporation or organization)

Gate 4, Godrej & Boyce Complex

Pirojshanagar, Vikhroli (W)

Mumbai 400 079, India

+91-22-4095-2100

(Address of principal executive offices)

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):

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to registrant in connection with Rule 12g3-2(b): **Not applicable.**

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Extraordinary general meeting of shareholders

On or about October 21, 2011, 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 Tuesday, November 22, 2011 and distributed to its shareholders a notice of the EGM, the proxy statement for the EGM and the form of proxy. Copies of the press release, the notice of EGM, the proxy statement and the form of proxy are attached hereto as Exhibit 99.1, Exhibit 99.2, Exhibit 99.3 and Exhibit 99.4, respectively. Copies of the notice of the EGM and voting card provided by the depositary 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, thereunder duly authorized.

Date: October 21, 2011

WNS (HOLDINGS) LIMITED

By: /s/ Alok Misra
Name: Alok Misra
Title: Group Chief Financial Officer

EXHIBIT INDEX

- 99.1 Press release of the Company, dated October 21, 2011.
- 99.2 The Company's notice of extraordinary general meeting to ordinary shareholders, dated October 18, 2011.
- 99.3 The Company's proxy statement for the extraordinary general meeting of ordinary shareholders to be held on November 22, 2011.
- 99.4 Form of proxy for use by ordinary shareholders.
- 99.5 Depositary's notice of extraordinary general meeting to holders of ADSs, dated October 20, 2011.
- 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, October 21, 2011 — WNS (Holdings) Limited (NYSE: WNS), a leading global business process outsourcing (BPO) provider, today announced that it will hold an extraordinary general meeting of shareholders on Tuesday, November 22, 2011, beginning at 11.00 am (Jersey time), at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands.

The Company distributed the notice of the extraordinary general meeting, the proxy statement and form of proxy on or about October 21, 2011.

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. Shareholders may also obtain copies 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's registered office at:

Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (attention: Sheena Toudic, telephone: +44 (0)1534 281 877) or ronald.dmello@wns.com (attention Ronald D'Mello).

About WNS

WNS (Holdings) Limited (NYSE: WNS), is a leading global business process outsourcing 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 and Healthcare and Utilities. WNS delivers an entire spectrum of business process outsourcing services such as finance and accounting, customer care, technology solutions, research and analytics and industry specific back office and front office processes. WNS has over 21,000 professionals across 21 delivery centers worldwide including Costa Rica, India, Philippines, Romania, Sri Lanka and United Kingdom. For more information, visit www.wns.com.

Investors Contact:

David Mackey
Investor Relations
david.mackey@wns.com
ir@wns.com



WNS (HOLDINGS) LIMITED

**NOTICE OF EXTRAORDINARY GENERAL MEETING
To be Held on November 22, 2011**

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 Tuesday, November 22, 2011 at 11.00 a.m. (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 approve an increase in the authorised share capital of the Company)

"IT WAS RESOLVED that the authorised share capital of the Company be and hereby is increased from £5,100,000, divided into 50,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each, to £6,100,000, divided into 60,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each, by the creation of 10,000,000 additional ordinary shares of 10 pence each and that the Company's memorandum of association be amended accordingly."

DATED: October 18, 2011

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 October 18, 2011 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, on a poll, to vote on his 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 notarized copy of any such power or authority), must be deposited at the registered office of the Company (c/o Computershare Company Secretarial Services (Jersey) Limited at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (attention: Sheena Toudic)) 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 the Company's registered office (c/o Computershare Company Secretarial Services (Jersey) Limited at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (attention: Sheena Toudic)) 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.

5. If the Extraordinary General Meeting is adjourned for lack of a quorum, the adjourned meeting will be held at 11.00 am (Jersey time) on November 29, 2011 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.
6. **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 November 22, 2011

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 Tuesday, November 22, 2011, at 11.00 a.m (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 October 18, 2011 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 October 21, 2011. 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 September 30, 2011, there were 44,603,519 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 11.00 am (Jersey time) on November 29, 2011 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 notarized copy of any such power or authority), must be deposited at the registered office of the Company (c/o Computershare Company Secretarial Services (Jersey) Limited at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (attention: Sheena Toudic)) 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 the Company's Registered office (c/o Computershare Company Secretarial Services (Jersey) Limited at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (attention: Sheena Toudic)) 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.

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 its registered office (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 "£" 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 increase the authorised share capital of the Company.

PROPOSAL

THAT the authorised share capital of the Company be and hereby is increased from £5,100,000, divided into 50,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each, to £6,100,000, divided into 60,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each, by the creation of 10,000,000 additional ordinary shares of 10 pence each and that the Company's memorandum of association be amended accordingly.

General

Currently, the Company's authorized share capital is £5,100,000 divided into 50,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each. As at September 30, 2011, the issued share capital of the Company is £4,460,351.90 divided into 44,603,519 ordinary shares of 10 pence each, with a share capital of £639,648.1 remaining unissued. We are therefore proposing that the Company's authorized share capital be increased to £6,100,000.

The proposed increase in the Company's authorized share capital would benefit the Company in numerous ways, enabling the Board of Directors to cater to the funding needs of the business by issuing additional ordinary shares to take advantage of market opportunities.

Unless otherwise required by applicable law or regulation, all authorized but unissued ordinary shares will be issuable, without any further authorization by the Shareholders, on the terms and for such consideration as our Board of Directors may determine. We do not expect that Shareholder approval will be sought, unless required by applicable law, regulation or exchange listing standard as a condition to the issuance of ordinary shares in any particular transaction.

Any issuance of additional ordinary shares could have the effect of diluting the earnings per share and book value per share of existing ordinary shares, and such additional ordinary shares could be used to dilute the share ownership of a person seeking to obtain control of the Company. Ordinary shareholders of the Company do not have pre-emptive rights to subscribe to additional securities that the Company may issue, which means that current shareholders do not have a prior right to purchase any new issue of shares in order to maintain their proportionate ownership.

The Board recommends a vote "FOR" the resolution to increase the authorised share capital of the Company from £5,100,000 to £6,100,000 by the creation of 10,000,000 additional ordinary shares of 10 pence each and that the Company's memorandum of association be amended accordingly.

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 SEC 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 and any future filings or submissions that it makes with the SEC (except for our future submissions on Form 6-K which will only be incorporated by reference into this document if it states in such submissions that they are being incorporated by reference into this Proxy Statement) after the date of this Proxy Statement and before the date of this Extraordinary General Meeting:

1. The Company’s annual report on Form 20-F (File No. 001-32945) for the fiscal year ended March 31, 2011 filed with the SEC on April 29, 2011; and
2. The Company’s report on Form 6-K (File No. 001-32945), containing its unaudited condensed consolidated financial statements as of June 30, 2011 and for the three months ended June 30, 2011 and 2010, submitted to the SEC on July 21, 2011.

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, Gate 4, Godrej & Boyce Complex, Pirojshanagar, Vikhroli (W), Mumbai 400 079, India, Attention: Ronald D’Mello; telephone number: +91 22 40952633.

The Company’s SEC filings 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 at the SEC’s Public Reference Room at 100F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the SEC’s Public Reference Room in Washington, D.C.



WNS (HOLDINGS) LIMITED
FORM OF PROXY
FOR THE EXTRAORDINARY GENERAL MEETING
To be Held on November 22, 2011

For use at the Extraordinary General Meeting of the shareholders of WNS (Holdings) Limited (the "Company") to be held on Tuesday, November 22, 2011, at 11.00 a.m. (Jersey time) 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 11.00 a.m. (Jersey time) on Tuesday, November 22, 2011 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. Increase in the authorised share capital of the Company from £5,100,000, divided into 50,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each, to £6,100,000, divided into 60,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each, by the creation of 10,000,000 additional ordinary shares of 10 pence each and that the Company's memorandum of association be amended accordingly.			

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 notarized copy of any such power or authority), must be deposited at the registered office of the Company (c/o Computershare Company Secretarial Services (Jersey) Limited at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (attention: Sheena Toudic)) 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 the Company's Registered office (c/o Computershare Company Secretarial Services (Jersey) Limited at Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES, Channel Islands (attention: Sheena Toudic)) 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.
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.

FOR OFFICE USE ONLY

Register No _____

Holding _____

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

October 20, 2011

Depository'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 Tuesday, November 22, 2011 at 11:00 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 attached**

Voting Deadline: **On or before November 15, 2011 at 3:00 PM (New York City time)**

ADS Record Date: **October 18, 2011**

Ordinary : ADS 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 November 22, 2011. A copy of the Notice of Extraordinary General Meeting from the Company (which includes the agenda) can be found on the following websites at www.wns.com or 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 Depository ("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 Depository shall fix the ADS Record Date in respect of such meeting or solicitation of such consent or proxy. The Depository shall, if requested by the Company in writing in a timely manner (the Depository having no obligation to take any further action if the request shall not have been received by the Depository 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 Depository), unless otherwise agreed in writing by the Company and the Depository, 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 Depository 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 Depository 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 Depository nor the Custodian shall, under any circumstances exercise any discretion as to voting, and neither the Depository 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 Depository 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:

Duewa Brooks
Depository Receipts 212 250
1305 phone 212 797 0327 fax



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 WNS (HOLDINGS) LIMITED AMERICAN DEPOSITARY SHARES 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 SHARES EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS ISSUED THEREUNDER.

WNS (HOLDINGS) LIMITED

Extraordinary General Meeting of Shareholders

Special resolution presented for consideration at the Extraordinary General Meeting of Shareholders on November 22, 2011

	Vote		
	For	Against	Abstain
1. Increase in the authorised share capital of the Company from £5,100,000, divided into 50,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each, to £6,100,000, divided into 60,000,000 ordinary shares of 10 pence each and 1,000,000 preferred shares of 10 pence each, by the creation of 10,000,000 additional ordinary shares of 10 pence each and that the Company's memorandum of association be amended accordingly.			

Date: _____

(Signature)