



WNS HOLDINGS LTD

August 23, 2018

Please be advised of the following **Depository's Notice of Annual General Meeting of Shareholders:**

Depository Receipt Information

CUSIP: 92932M101 (DTC Eligible) **DR ISIN:** US92932M1018
Country: Jersey
Meeting Details: Annual General Meeting
DR Record Date: August 22, 2018
Voting Deadline: September 19, 2018 at 10:00 AM EST
Meeting Date: September 27, 2018
Meeting Agenda: The Company's Notice of Meeting, including the Agenda, is available at the Company's website: www.wns.com
Ratio (ORD:ADR): 1 : 1

Holders of WNS (Holdings) Limited American Depositary Receipts (ADRs) are hereby notified of an Annual General Meeting of Shareholders of WNS (Holdings) Limited (the "Company") to be held on September 27, 2018. A copy of the Notice of Meeting from the Company (which includes the agenda) and a copy of the Annual Report on Form 20-F for the financial year ended March 31, 2018, can be found on the following websites at www.wns.com.

You may also obtain a paper copy of the Annual Report, free of charge, by sending a written request to WNS' registered office at Mourant Governance Services (Jersey) Limited, of 22 Grenville Street, St Helier, Jersey JE4 8PX, Channel Islands (Attention: Client Secretariat : 44 (0) 01534-676000), or by sending an email to gopi.krishnan@wns.com. In addition, the Annual Report may be accessed through the SEC's website maintained at <http://www.sec.gov/cgi-bin/srch-edgar>.

Holders of record of ADRs as of the close of business on the ADR 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 ADR 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 ADR Record Date: (a) such notice of meeting or solicitation of consent or proxies; (b) a statement that the Holders as of the ADR 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 ADRs; 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 ADRs on the ADR 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 ADRs 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 ADRs except pursuant to and in accordance with such written instructions from Holders. Shares or other Deposited Securities represented by ADRs 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.

Broadridge, as proxy agent, may refer on the internet, phone or proxy card to "DEFAULT RECOMMENDATION: NO VOTE", which means that unless instructed otherwise, no vote will be cast.

Please note that persons beneficially holding ADSs through a bank, broker or other nominee that wish to provide voting instructions with respect to the securities represented by such ADSs must follow the voting instruction requirements of, and adhere to the deadlines set by, such bank, broker or other nominee. Such requirements and deadlines will differ from those set forth herein for registered holders of ADSs.

Holders and persons and/or entities having a beneficial interest in any ADSs ("Beneficial Owners") are advised that (a) the Depositary has not reviewed the Company's website or any of the items thereon, and is not liable for the contents thereof, (b) neither the Depositary nor any of its affiliates controls, is responsible for, endorses, adopts, or guarantees the accuracy or completeness of any information contained in any document prepared by the Company or on the Company's website and neither the Depositary nor any of its affiliates are or shall be liable or responsible for any information contained therein or thereon, (c) there can be no assurance that Holders or Beneficial Owners generally or any Holder or Beneficial Owner in particular will receive this notice with sufficient time to enable the Holder to return voting instructions to the Depositary in a timely manner, and (d) the Depositary and its agents shall not be liable for any failure to carry out any instructions to vote any of the Shares, or for the manner in which any vote is cast (provided that any such action or omission is in good faith) or the effect of any vote.

For further information, please contact:

Depositary Receipts

Phone: (800) 749-1873

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