

**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**

September 25, 2013

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 and telephone number of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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 the registrant in connection with Rule 12g3-2(b): **Not applicable.**

WNS (Holdings) Limited (the "Company") is incorporating by reference the information set forth in this Form 6-K into its registration statements on Form S-8 (File No. 333-136168), Form S-8 (File No. 333-157356) and Form S-8 (File No. 333-176849).

Other Events

At the Annual General Meeting of shareholders ("AGM") held on September 25, 2013, the following resolutions, which were set forth in the notice of AGM dated August 23, 2013, were duly approved and passed by the shareholders of the Company:

- Adoption of the annual audited accounts of the Company for the financial year ended March 31, 2013, together with the auditors' report;
- Re-appointment of Grant Thornton India LLP as the auditors of the Company until the next annual general meeting of the Company to be held in respect of the financial year ending March 31, 2014;
- Approval of auditors' remuneration for the financial year ending March 31, 2014;
- Re-election of Sir Anthony A. Greener, Mr. Richard Bernays and Adrian T. Dillon as Class I Directors;
- Approval of Directors' remuneration and other benefits for the period from the AGM until the next AGM of the Company to be held in respect of the financial year ending March 31, 2014; and
- The increase in the ordinary shares/American Depositary Shares ("ADSs") available for grant under the Company's Second Amended and Restated 2006 Incentive Award Plan (as so amended and restated as the context requires, the "Plan") by 2.4 million ordinary shares/ADSs and the adoption of the Company's Third Amended and Restated 2006 Incentive Award Plan to reflect such increase to be approved and adopted.

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, thereunto duly authorized.

WNS (Holdings) Limited

Date: September 25, 2013

By: /s/ Ronald D'Mello
Name: Ronald D'Mello
Title: General Counsel