
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**

For the Month of October 2006

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, Vikroli (W)

Mumbai 400 079, India

+91-22-6797-6100

(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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Other Events

WNS (Holdings) Limited (the “Company”) has given notice, dated October 1, 2006, to its shareholders of its annual general meeting to be held in Jersey, Channel Islands, on Tuesday, October 31, 2006. A copy of the notice setting forth the agenda for such meeting is attached hereto as Exhibit 99.1. A form of proxy which has also been furnished by the Company to its shareholders is attached hereto as Exhibit 99.2. A copy of the notice of such meeting provided by the depository of the Company’s American Depositary Shares (“ADS”) to holders of ADSs is attached hereto as Exhibit 99.3.

Exhibits

- 99.1 Notice of Annual General Meeting to ordinary shareholders, dated October 1, 2006.
 - 99.2 Form of Proxy for use by ordinary shareholders.
 - 99.3 Depository’s Notice of Annual General Meeting to holders of ADSs, dated October 1, 2006.
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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 2, 2006

WNS (HOLDINGS) LIMITED

By: /s/ Zubin Dubash

Name: Zubin Dubash

Title: Chief Financial Officer

EXHIBIT INDEX

- 99.1 Notice of Annual General Meeting to ordinary shareholders, dated October 1, 2006.
- 99.2 Form of Proxy for use by ordinary shareholders.
- 99.3 Depositary's Notice of Annual General Meeting to holders of ADSs, dated October 1, 2006.

WNS (HOLDINGS) LIMITED
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of the Company will be held at Channel House, 7 Esplanade, St Helier, Jersey, Channel Islands, JE4 5UW on Tuesday 31st October 2006 at 11 am for the purpose of considering and if thought fit adopting the following resolutions.

ORDINARY BUSINESS

The following resolutions will be proposed as **ordinary resolutions**.

Resolution 1 (Annual accounts)

That the accounts and the report of the auditors for the financial period ended 31st March 2006 be received.

Resolution 2 (Re-appointment of auditor)

That Ernst & Young be re-appointed as auditor of the Company from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company in accordance with the Companies (Jersey) Law 1991.

Resolution 3 (Auditor’s remuneration)

That a maximum sum of USD700,000 be and hereby is approved as being available for the payment of the remuneration of Ernst & Young as auditor from 22 May 2006 until the annual general meeting of the Company to be held in 2007 and that the Board or a committee thereof is authorised to agree the remuneration payable from time to time to the auditor during this period subject to the maximum sum stipulated.

Resolution 4 (Directors’ remuneration)

That:

- (i) an aggregate sum of USD2 million be and hereby is approved as being available for the payment of remuneration and other benefits (excluding the making of awards of options and restricted stock units referred to in (ii) below) to the directors of the Company, to be applied as the directors may decide in their discretion, for the period from 22 May 2006 until the annual general meeting of the Company to be held in 2007; and
- (ii) as a further part of the directors’ remuneration, the making of awards of options and restricted stock units (“Awards”) to directors by the compensation committee of the Board in its discretion for the period from 22 May 2006 until the annual general meeting of the Company to be held in 2007 be and hereby is approved, provided that the maximum aggregate number of ordinary shares in the capital of the Company that may be issued or transferred pursuant to any Awards made or to be made to the directors pursuant to 2006 Incentive Award Plan of the Company is limited to 3 million.

DATED: 1st October 2006

BY ORDER OF THE BOARD

Capita Secretaries Limited
Secretary

**Registered
Office:**
Channel House
7 Esplanade
St Helier
Jersey
Channel Islands
JE4 5UW.

Notes:

1. The record date to determine which shareholders are entitled to receive this notice is 26th September 2006.
2. A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint a proxy or proxies to attend the meeting and, on a poll, to vote instead of him. 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 meeting in person.
3. To be valid, the instrument appointing a proxy, and any power of attorney or other authority (e.g. a board minute) under which it is signed (or a notarially certified copy of any such power or authority), must (failing previous registration with the Company) be deposited at the registrar, Capita Registrars, 34 Beckenham, Kent, BR3 4BR not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting or for the taking of a poll.
4. If the annual general meeting is adjourned through want of a quorum, the adjourned meeting will be held at 11 am on 7th November 2006 at Channel House, 7 Esplanade, St Helier, Jersey, 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 holding ordinary shares conferring not less than one-third of the total voting rights of all the ordinary shares in issue.
5. Inspection of documents: Copies of the accounts for the financial period ended 31st March 2006 are available for inspection at the Company's registered office and on the Company's website www.wnsgs.com. In addition, shareholders will be provided with a copy of the accounts upon request by contacting the Company Secretary, Capita Secretaries Limited, of Channel House, 7 Esplanade, St Helier, Jersey, Channel Islands (attention: Sarah Dawes. Telephone: + 44 (0)1534 883847).

**EXPLANATORY NOTES TO RESOLUTIONS TO BE PROPOSED AT THE
ANNUAL GENERAL MEETING**

Ordinary resolutions

Resolutions 1-4 are proposed as ordinary resolutions. This means that in order to be passed the shareholders voting in favour must (i) on a show of hands represent a majority of those shareholders present in person or by proxy voting on that resolution and (ii) on a poll must represent more than 50% of the total shares held by all the shareholders present in person or by proxy voting on that resolution. As at 25th September 2006 there were 39,918,332 ordinary shares in the capital of the Company in issue.

Resolution 1 (Annual accounts)

A company's auditors are required by law to make a report to the company's shareholders on the accounts examined by them. The auditors' report must state whether in their opinion the accounts

have been properly prepared in accordance with the law and in particular whether a true and fair view is given.

Shareholders are asked to receive the audited accounts of the Company for the year ended 31 March 2006.

Resolution 2 (Appointment of auditors)

A public company is required by law at each annual general meeting to appoint auditors to hold office from the conclusion of that meeting to the conclusion of the next annual general meeting.

The resolution confirms the appointment of Ernst & Young as the Company's auditors through until the conclusion of the 2007 annual general meeting.

Resolution 3 (Auditor's remuneration)

Under the articles of association of the Company the shareholders in a general meeting shall fix the remuneration of the auditors. The approval of the shareholders in the general meeting is sought to fix a maximum fee of USD700,000 that can be paid to the auditor for services rendered for this period. The precise amount to be paid to the auditor for audit services, subject to a maximum fee of USD700,000, will be determined by the Board.

Resolution 4 (Directors' remuneration)

In accordance with Article 102 of the Company's articles of association, this resolution is proposed in order to approve and fix the remuneration which has been and will be paid to, and approve the other benefits which have been or will be conferred upon, the directors for the period from the extraordinary general meeting of the Company held on 22 May 2006 until the annual general meeting to be held in 2007. The Company entered into employment agreements each dated 25th July 2006 with Ramesh Shah (Chairman and Executive Director) and Neeraj Bhargava (CEO & Director), respectively. Pursuant to these agreements Mr Shah and Mr Bhargava are entitled to a salary of USD375,000 and USD450,000 per annum, respectively, plus bonus, retirement benefits, participation in the welfare plan of the Company and other benefits. They are also eligible for the grant of options and restricted stock units ("RSU's") under the 2006 Incentive Award Plan. The Board also pays a fixed sum and sitting fees to its independent directors for attending each meeting of the Board. The independent directors are also eligible for the grant of options and RSUs under the 2006 Incentive Award Plan.

**WNS (HOLDINGS) LIMITED
(THE "COMPANY")**

FORM OF PROXY

For use at the Annual General Meeting to be held at 11 am on 31st October 2006 and any adjournment thereof

I/We [*insert name*] _____ of [*address*] _____
(BLOCK LETTERS PLEASE) being (a) member(s) of the above named Company, hereby appoint the Chairman of the Meeting or* _____
_____ 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 11 am on 31st
October 2006 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 member of the Company.

** If you appoint more than one proxy then you will need to specify the number of ordinary shares in respect of which the named proxy is entitled to vote. If you only appoint 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 RESOLUTIONS	FOR	AGAINST
1. Annual accounts		
2. Re-appointment of auditor		
3. Auditor's remuneration		
4. Directors' remuneration		

Date: 2006

Shareholder Signature: _____

(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 meeting other than the resolutions referred to in this form of proxy.
3. To be valid this form of proxy and power of attorney or other authority (e.g. a board minute) under which it is executed (or a notarially certified copy of such power of attorney or other authority) must be lodged at the registered office of the Company, care of Capita Secretaries Limited, the Company's Secretary, of Channel House, 7 Esplanade, St Helier, Jersey, Channel Islands not later than 48 hours before the time appointed for the annual general meeting, adjourned meeting or for the taking of a poll. Completing and returning this form of proxy will not prevent you from attending the meeting and voting in person if you so wish.
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 default of such election, the vote of the senior who tends a vote 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, Channel House, 7 Esplanade, St Helier, Jersey, Channel Islands) before the commencement of the annual general meeting or adjourned meeting or the taking of the poll at which the proxy is used; (ii) depositing a new form of proxy with the Company's Secretary before the commencement of the annual general meeting or adjourned meeting or the taking of the poll at which the proxy is used (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 later than 48 hours before the time appointed for the annual general meeting or adjourned meeting or for the taking of a poll); and (iii) attending and voting in person.
7. Facsimile or email copies of this form of proxy will **not** be accepted.

FOR OFFICE USE ONLY

Register No

Holding

Deutsche Bank Trust Company AmericasTrust and Securities Services
Global Equity Services**FOR INFORMATION PURPOSES ONLY — NO RESPONSE REQUIRED****DEPOSITARY RECEIPTS**

October 1, 2006

Depositary's Notice of Annual General Meeting of Shareholders of WNS (Holdings) Limited:

Issue: **WNS (Holdings) Limited / Cusip 92932M101**

Country: **Jersey**

Meeting Details: **Annual General Meeting of Shareholders for WNS (Holdings) Limited on October 31, 2006 at 11:00 am (Local Time) at Channel House, 7 Esplanade, St Helier, Jersey, Channel Islands, JE4 5UW**

Meeting Agenda: **The Company's Notice of Meeting including the Agenda is attached**

Ordinary :ADR ratio **1 Ordinary Share : 1 ADS**

Holders of WNS (Holdings) Limited American Depositary Receipts (ADRs) are hereby notified of an Annual General Meetings of Shareholders of WNS (Holdings) Limited (the "Company") to be held on Tuesday October 31, 2006. Documents provided by the Company relating to the meeting can be accessed at www.adr.db.com or the company website at www.wnsgs.com.

Holders of record of ADRs can instruct Deutsche Bank Trust Company Americas, as Depositary, in writing as to the exercise of voting rights attributable to the Deposited Shares represented by the ADRs in accordance with the terms and conditions of the Deposit Agreement. Therefore, this announcement and the information provided by the Company contained herein are provided to ADR holders for **information purposes only**. NO RESPONSE FROM ADR HOLDERS IS REQUIRED.

For further information, please contact:

Beverly George
Depositary Receipts
212 250 1504 phone
212 797 0327 fax