
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 quarter ended June 30, 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 by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g 3-2(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 12g 3-2(b):

Not applicable.

TABLE OF CONTENTS

[SIGNATURE](#)

[EXHIBIT INDEX](#)

[Ex-99.1 Press release of WNS \(Holdings\) Limited dated August 17, 2006](#)

[Table of Contents](#)

Other Events

On August 17, 2006, WNS (Holdings) Limited issued a press release announcing the schedule for its earnings announcement and conference call for the first quarter of 2007. A copy of the press release dated August 17, 2006 is attached hereto as Exhibit 99.1.

Exhibit

99.1 Press release of WNS (Holdings) Limited dated August 17, 2006.

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.

Date: August 18, 2006

WNS (HOLDINGS) LIMITED

By: /s/ Zubin Dubash

Name: Zubin Dubash

Title: Chief Financial Officer

EXHIBIT INDEX

99.1 Press release of WNS (Holdings) Limited dated August 17, 2006.

**CONTACT:****Investors:**

Jay Venkateswaran
Senior VP - Investor Relations
WNS (Holdings) Limited
+1 212 599 6960
ir@wnsgs.com

Media:

Mike Geczi
The Torrenzano Group
+1 (212) 681-1700, ext. 156
mgeczi@torrenzano.com

**WNS (Holdings) Limited Schedules Earnings Announcement and Conference Call
for the First Quarter of Fiscal 2007**

Mumbai and New York, August 17, 2006 — WNS (Holdings) Limited (NYSE: WNS), a leading provider of offshore business process outsourcing (BPO) services, will announce results for the fiscal first quarter ended June 30, 2006, on Monday, August 21, 2006.

Following the release, WNS management will host a conference call at 8 a.m. (Eastern) to discuss the company's performance for the quarter. To participate, callers can dial **800-295-3991** from within the U.S. or **+1-617-614-3924** from any other country. Thereafter, callers need to enter the participant passcode which is **13528361**.

For those who cannot participate in the call, a replay will be available on our website, www.wnsgs.com, beginning two hours after the end of the call. A transcript of the call will also be made available on our website, twenty four hours after the call.

About WNS

WNS is a leading provider of offshore business process outsourcing, or BPO, services. We provide comprehensive data, voice and analytical services that are underpinned by our expertise in our target industry sectors. We transfer the execution of the business processes of our clients, which are typically companies located in Europe and North America, to our delivery centers located primarily in India. We provide high quality execution of client processes, monitor these processes against multiple performance metrics, and seek to improve them on an ongoing basis.

Our ADSs are listed on the New York Stock Exchange. For more information, please visit our website at www.wnsgs.com

Safe Harbor Statement under the provisions of the United States Private Securities Litigation Reform Act of 1995

This news release contains forward-looking statements, as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be projected by these forward looking statements.

These risks and uncertainties include but are not limited to a slowdown in the U.S. and Indian economies and in the sectors in which our clients are based, a slowdown in the BPO and IT sectors world-wide, competition, the success or failure of our past and future acquisitions, attracting, recruiting and retaining highly skilled employees, technology, legal and regulatory policy as well as other risks detailed in our reports filed with the U.S. Securities and Exchange Commission. These filings are available at www.sec.gov. We may, from time to time, make additional written and oral forward-looking statements, including statements contained in our filings with the Securities and Exchange Commission and our reports to shareholders. You are cautioned not to place undue reliance on these forward-looking statements, which reflect management's current analysis of future events. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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