
**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 December 2022

Commission File Number 001-32945

WNS (HOLDINGS) LIMITED

(Translation of Registrant's name into English)

**Gate 4, Godrej & Boyce Complex
Pirojshanagar, Vikhroli (W)
Mumbai 400 079, India
+91-22-6826-2100
(Address of principal executive office)**

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):

TABLE OF CONTENTS

[SIGNATURE](#)

[EXHIBIT INDEX](#)

[EX-99.1 Press release of WNS \(Holdings\) Limited dated December 22, 2022.](#)

WNS (Holdings) Limited (“WNS”) is incorporating by reference the information set forth in this report on Form 6-K into its registration statements on Form S-8 filed on July 31, 2006 (File No. 333-136168), Form S-8 filed on February 17, 2009 (File No. 333-157356), Form S-8 filed on September 15, 2011 (File No. 333-176849), Form S-8 filed on September 27, 2013 (File No. 333-191416), Form S-8 filed on October 11, 2016 (File No. 333-214042), Form S-8 filed on October 31, 2018 (File No. 333-228070) and Form S-8 filed on October 21, 2020 (File No. 333-249577).

Other Events

On December 22, 2022, WNS (Holdings) Limited announced that effective end of day December 31, 2022, Michael Menezes and Gareth Williams will retire from the WNS Board of Directors and step down as Chairman of the respective Committees they serve on.

A copy of the press release dated December 22, 2022 is attached hereto as Exhibit 99.1.

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: December 22, 2022

WNS (HOLDINGS) LIMITED

By: /s/ Gopi Krishnan

Name: Gopi Krishnan

Title: General Counsel

EXHIBIT INDEX

99.1 [Press release of WNS \(Holdings\) Limited dated December 22, 2022.](#)



WNS Announces Changes to Board of Directors

NEW YORK, NY and MUMBAI, INDIA, December 22, 2022 – WNS (Holdings) Limited (NYSE: WNS), a leading provider of global business process management (BPM) solutions, today announced that effective end of day December 31, 2022, Michael Menezes and Gareth Williams will retire from the WNS Board of Directors and step down as Chairman of their respective Committees. Michael and Gareth will retire after having served on the WNS Board for 9 years, the prescribed maximum term of directorship under WNS' Corporate Governance guidelines. Jason Liberty, who joined the company's Board of Directors on February 14, 2020 and is serving as a member of the Audit Committee, will assume the role of Chairperson of the Audit Committee of the Board in place of Michael, while Lan Tu, who joined the company's Board of Directors on February 4, 2022 and is serving as a member of Compensation and Nominating and Corporate Governance Committee, will assume the role as Chairperson of the Compensation Committee in place of Gareth effective January 1, 2023.

“On behalf of the WNS Board, I would like to sincerely thank Michael and Gareth for their contributions to the company's success over the past 9 years. Michael and Gareth's leadership and guidance have been instrumental in helping WNS drive sound corporate governance and position the company for long-term success,” said Timothy L. Main, Chairman of the Board of Directors, WNS.

About WNS

WNS (Holdings) Limited (NYSE: WNS) is a leading Business Process Management (BPM) company. WNS combines deep industry knowledge with technology, analytics, and process expertise to co-create innovative, digitally led transformational solutions with over 400 clients across various industries. WNS delivers an entire spectrum of BPM solutions including industry-specific offerings, customer experience services, finance and accounting, human resources, procurement, and research and analytics to re-imagine the digital future of businesses. As of September 30, 2022, WNS had 57,503 professionals across 60 delivery centers worldwide including facilities in Canada, China, Costa Rica, India, the Philippines, Poland, Romania, South Africa, Spain, Sri Lanka, Turkey, the United Kingdom, and the United States.

For more information, visit www.wns.com or follow us on [Facebook](#), [Twitter](#), [LinkedIn](#), and [Instagram](#).

Safe Harbor Provision

This document includes information which may constitute forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the accuracy of which are necessarily subject to risks, uncertainties, and assumptions as to future events. Factors that could cause actual results to differ materially from those expressed or implied are discussed in our most recent Form 20-F and other filings with the Securities and Exchange Commission. WNS undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

CONTACT:

Investors:

David Mackey

EVP–Finance & Head of Investor Relations

WNS (Holdings) Limited

+1 (646) 908-2615

david.mackey@wns.com

Media:

Archana Raghuram

Global Head – Marketing & Communications and Corporate Business Development

WNS (Holdings) Limited

+91 (22) 4095 2397

archana.raghuram@wns.com ; pr@wns.com