
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.**

TABLE OF CONTENTS

[SIGNATURE](#)

[EXHIBIT INDEX](#)

[Ex-99.1 Press release of the Company dated October 13, 2006](#)

[Table of Contents](#)

Other Events

On October 13, 2006, WNS Holdings Limited (the “Company”) issued a press release announcing the details of its annual general meeting of shareholders. A copy of the press release dated October 13, 2006 is attached hereto as Exhibit 99.1.

Exhibits

99.1 Press release of the Company dated October 13, 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, thereunder duly authorized.

Date: October 13, 2006

WNS (HOLDINGS) LIMITED

By: /s/ Zubin Dubash

Name: Zubin Dubash

Title: Chief Financial Officer

EXHIBIT INDEX

99.1 Press release of the Company dated October 13, 2006.



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**WNS (HOLDINGS) LIMITED ANNOUNCES
DETAILS OF ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

MUMBAI, India and NEW YORK, October 13, 2006 — WNS (Holdings) Limited (NYSE: WNS), the parent company of WNS Global Services, a leading offshore business process outsourcing (BPO) provider, announced details of its annual general meeting to be held on Tuesday, October 31, 2006, beginning at 11 a.m., GMT, at Channel House, 7 Esplanade, St Helier, Jersey, Channel Islands.

The annual consolidated financial statements for the year ended March 31, 2006, along with the auditors' report, will be given to shareholders attending the Annual General Meeting. The audited annual consolidated financial statements for fiscal 2006 were also included in WNS' prospectus for its initial public offering which was filed with the Securities and Exchange Commission on July 26, 2006.

A copy of the meeting notice and related documents, including the fiscal 2006 financial statements, is available on the investor relations page of the corporate website, www.wnsgs.com. Investors also can obtain a copy of the annual consolidated financial statements, free of charge, by sending a written request to our registered office or by sending an e-mail to ssd@capitaregistrars.com, attention Jon Shephard or Sarah Dawes.

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.

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