



**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 20-F/A**

(Amendment No. 1)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report \_\_\_\_\_

Commission file number 001-32945

**WNS (Holdings) Limited**

(Exact Name of Registrant as Specified in Its 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 Offices)

Vikas Gupta  
General Counsel  
Gate 4, Godrej & Boyce Complex  
Pirojshanagar, Vikhroli(W)  
Mumbai 400 079, India  
(91-22) 4095-2100  
vikas.gupta@wns.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

American Depositary Shares, each represented by one Ordinary Share, par value 10 pence per share

Name of Each Exchange on Which Registered

The New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of March 31, 2010, 43,743,953 ordinary shares, par value 10 pence per share, were issued and outstanding, of which 21,235,382 ordinary shares were held in the form of 21,235,382 American Depositary Shares, or ADSs. Each ADS represents one ordinary share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17  Item 18

If this report is an annual report, indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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**TABLE OF CONTENTS**  
**WNS (HOLDINGS) LIMITED**

	<u>Page</u>
<a href="#">EXPLANATORY NOTE</a>	1
<a href="#">SIGNATURES</a>	2
<a href="#">EXHIBIT INDEX</a>	3
<a href="#">EX-101 INSTANCE DOCUMENT</a>	
<a href="#">EX-101 SCHEMA DOCUMENT</a>	
<a href="#">EX-101 CALCULATION LINKBASE DOCUMENT</a>	
<a href="#">EX-101 LABELS LINKBASE DOCUMENT</a>	
<a href="#">EX-101 PRESENTATION LINKBASE DOCUMENT</a>	
<a href="#">EX-101 DEFINITION LINKBASE DOCUMENT</a>	

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**EXPLANATORY NOTE**

We are filing this Amendment No. 1 on Form 20-F/A to our Annual Report on Form 20-F for the fiscal year ended March 31, 2010, which was originally filed with the Securities and Exchange Commission on June 15, 2010, for the sole purpose of furnishing the Interactive Data File as Exhibit 101 on a voluntary basis.

No other changes have been made to the Form 20-F. This Amendment does not reflect events that have occurred after the June 15, 2010 filing date of the Annual Report on Form 20-F, or modify or update the disclosures presented therein, except to reflect the amendment described above.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused this Amendment No. 1 on Form 20-F/A to its Annual Report on Form 20-F for the fiscal year ended March 31, 2010 to be signed on its behalf by the undersigned.

Date: June 17, 2010

**WNS (HOLDINGS) LIMITED**

By: /s/ Keshav R. Muruges  
Name: Keshav R. Muruges  
Title: Group Chief Executive Officer

**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
101.INS	Instance Document. *
101.SCH	Schema Document. *
101.CAL	Calculation Linkbase Document. *
101.DEF	Labels Linkbase Document. *
101.LAB	Presentation Linkbase Document. *
101.PRE	Definition Linkbase Document. *

\* XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.