

WNS (HOLDINGS) LTD  
Form 6-K  
October 21, 2011

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**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**  
**October 21, 2011**  
**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, Vikhroli (W)**  
**Mumbai 400 079, India**  
**+91-22-4095-2100**  
*(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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**SIGNATURE**

**EXHIBIT INDEX**

Ex-99.1 Press release of the Company, dated October 21, 2011.

Ex-99.2 The Company's notice of extraordinary general meeting to ordinary shareholders, dated October 18, 2011.

Ex-99.3 The Company's proxy statement for the extraordinary general meeting of ordinary shareholders to be held on November 22, 2011.

Ex-99.4 Form of proxy for use by ordinary shareholders.

Ex-99.5 Depository's notice of extraordinary general meeting to holders of ADSs, dated October 20, 2011.

Ex-99.6 Voting card for use by ADS holders.

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Other Events

Extraordinary general meeting of shareholders

On or about October 21, 2011, WNS (Holdings) Limited (the Company ) issued a press release announcing details of its extraordinary general meeting (the EGM ) to be held in Jersey, Channel Islands, on Tuesday, November 22, 2011 and distributed to its shareholders a notice of the EGM, the proxy statement for the EGM and the form of proxy.

Copies of the press release, the notice of EGM, the proxy statement and the form of proxy are attached hereto as Exhibit 99.1, Exhibit 99.2, Exhibit 99.3 and Exhibit 99.4, respectively. Copies of the notice of the EGM and voting card provided by the depository of the Company s American Depositary Shares ( ADSs ) to holders of ADSs are attached hereto as Exhibit 99.5 and Exhibit 99.6, respectively.

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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 21, 2011

**WNS (HOLDINGS) LIMITED**

By: /s/ Alok Misra

Name: Alok Misra

Title: Group Chief Financial Officer

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