

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
UNDER THE SECURITIES EXCHANGE ACT OF 1934

October 4, 2007

Commission File Number: 001-32945

WNS (Holdings) Limited

(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
+91-22-6797-6100

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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 the registrant in connection with Rule 12g3-2(b): n/a

On October 3, 2007, WNS (Holdings) Limited (the "Company") issued a press release revising its previous guidance for fiscal 2008. A copy of the press release dated October 3, 2007 is attached hereto as Exhibit 99.1.

Exhibit

99.1 Press release of WNS (Holdings) Limited dated October 3, 2007.

SIGNATURES

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.

WNS (Holdings) Limited

Date: October 4, 2007

By: /S/ Zubin Dubash

Name: Zubin Dubash

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press release of WNS (Holdings) Limited dated October 3, 2007

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WNS Raises Guidance for Fiscal Year 2008

Outlook for Fiscal 2008 Healthy Despite Mortgage Disruption and Currency Appreciation

MUMBAI, INDIA, and NEW YORK, October 3, 2007 — WNS (Holdings) Limited (NYSE: WNS), a leading provider of offshore business process outsourcing (BPO) services, today announced it raised guidance for fiscal 2008 following its rapid response to fluctuations in its U.S. mortgage services business.

“Revenue growth continues to be robust across sectors, and we are confident of finishing this fiscal year on a strong note,” said Neeraj Bhargava, Group Chief Executive Officer. “The overall strength and diversity of our operations have helped us withstand pressure from the mortgage slowdown and appreciation of the Indian Rupee. The WNS team has addressed these issues rapidly while addressing other challenges like attrition and acquiring new business.”

WNS has successfully redeployed or out-placed most of the resources previously dedicated to First Magnus, in addition to deferring ongoing capacity addition to minimize the impact that market conditions in the mortgage industry had on operating income.

WNS has also increased pricing on contracts with new clients and on select contracts with existing clients to help offset the impact of the appreciation of the Indian rupee.

Fiscal 2008 Guidance

WNS raised its Aug. 17, 2007 guidance for fiscal 2008:

- Revenue less repair payments expected to be between \$290 million and \$295 million. This would represent growth of between 32.0% and 34.3% from fiscal 2007.
- Net income (excluding share-based compensation expense, amortization of intangible assets and fringe benefit taxes on employee stock options) is expected to be between \$33 million to \$35 million.
- Revised average exchange rate assumptions for the above guidance are 40.00 Indian Rupees to 1 US Dollar and 2.01 US Dollars to 1 Pound Sterling for the rest of the fiscal year.

The detailed guidelines for Fringe Benefit Tax (FBT) on ESOPs are awaited from the Government of India. WNS intends to pass on the incidence of the tax to the employees resulting in a neutral cash impact on the company. The accounting treatment for the same is dependent on the detailed guidelines.

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.

About Non-GAAP Financial Measures

For financial statement reporting purposes, the company has two reportable segments: WNS Global BPO and WNS Auto Claims BPO. In the auto claims segment, WNS provides claims-handling and accident-management services, in which it arranges for automobile repairs through a network of third-party repair centers. In its accident-management services, WNS acts as the principal in dealings with the third-party repair centers and clients.

The amounts invoiced to WNS clients for payments made by WNS to third-party repair centers are reported as revenue. As the company wholly subcontracts the repairs to the repair centers, it evaluates its financial performance based on revenue less repair payments to third party repair centers, which is a non-GAAP measure.

WNS believes revenue less repair payments reflects more accurately the value addition of the business process services it directly provides to its clients. The presentation of this non-GAAP information is not meant to be considered in isolation or as a substitute for the company's financial results prepared in accordance with U.S. GAAP. WNS revenue less repair payments may not be comparable to similarly titled measures reported by other companies due to potential differences in the method of calculation.

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.