

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

February 5, 2008

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

Other Events

On February 5, 2008, WNS (Holdings) Limited announced the appointment of Alok Misra as Group Chief Financial Officer.

On February 4, 2008, Alok Misra, 40, entered into an employment agreement with WNS (Holdings) Limited that provides for his continued employment as Group Financial Officer for an initial term of three years, which will be automatically renewed for an additional year on a year to year basis thereafter unless terminated by either party. Alok is entitled to participate in our employee benefit plans. In connection with Alok's appointment as Group Chief Financial Officer, Alok will be granted options to purchase 13,260 of our shares at the fair market value prevailing on the date of grant and restricted share units ("RSUs") representing 16,620 shares. These options and RSUs will vest equally over three years on each of the first three anniversaries of the applicable date of grant and are subject to the terms and conditions of WNS' 2006 Incentive Award.

A copy of the press release dated February 5, 2008 is attached hereto as 99.1.

Exhibit

99.1 Press release of WNS (Holdings) Limited dated February 5, 2008.

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: February 5, 2008

By: /s/Neeraj Bhargava

Name: Neeraj Bhargava

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit No.

Description

99.doc

99.1 Press release of WNS (Holdings) Limited dated February 5, 2008

WNS Appoints Alok Misra as Group Chief Financial Officer

Mumbai, India, and New York, February 5, 2008—WNS (Holdings) Limited (NYSE:WNS), the parent company of WNS Global Services, a leading global business process outsourcing (“BPO”) provider, today announced the appointment of Alok Misra, as Group Chief Financial Officer with effect from February 18, 2008.

“We are delighted to have Alok Misra join our senior management team. Alok is an accomplished finance professional with eighteen years of public company experience, with a track record in the BPO industry. We see Alok playing a critical role in WNS’ continuing growth as a leading global BPO company,” said Neeraj Bhargava, Group Chief Executive Officer.

Alok Misra joins WNS after holding the Group CFO position at MphasiS, an Electronic Data Systems Corp (“EDS”) where he has been a key member of the leadership team for the last seven years and helped grow the organization in that period into one of the larger players in the information technology and BPO industry including the strategic alignment with EDS.

Prior to MphasiS, Alok worked with ITC Limited, where his last assignment was as the Financial Controller of a US\$110 million project involving the relocation of ITC’s factory at Bangalore, India.

He is a frequent speaker at industry events and CFO forums and is a Fellow of the Institute of Chartered Accountants of India.

Alok holds an honors degree in Commerce from Calcutta University and has been a rank holder throughout his academic career with several merit scholarships.

About WNS

WNS is a leading global Business Process Outsourcing company. Deep industry and business process knowledge, a partnership approach, comprehensive service offering and a proven track record enables WNS to deliver business value to leading companies in the world. With over 17,000 employees, WNS is passionate about building a market leading company valued by our clients, employees, business partners, investors and communities. Our home page is www.wnsgs.com.

Safe Harbor Statement under the provision of the United states Private Securities Litigation Reform Act of 1995

This release contains “forward-looking statements” that are based on our current expectations, assumptions, estimates and projections about our company and our industry. The forward-looking statements are subject to various risks and uncertainties. Those statements include estimates of the benefits of the proposed expansions and future plans of the company. We caution you that the reliance on any forward-looking statement involves risks and uncertainties, and that although we believe that the assumption on which our forward-looking statements are based are reasonable, any of those assumptions can prove to be inaccurate, and, as a result, the forward-looking statements based on those assumptions could be materially incorrect. These factors include but are not limited to: technological innovations; telecommunications or technology disruptions, future regulatory actions and conditions in our operating areas; our dependence on a limited number of clients in a limited number of industries; our ability to attract and retain clients; our ability to expand our business or effectively manage growth; our ability to hire and retain enough sufficiently trained employees to support our operations; negative public reactions in the U.S. or U.K. to offshore outsourcing; regulatory, legislative and judicial developments; increasing competition in business process outsourcing industry; political or economic instability in India, Sri Lanka and Jersey; worldwide economic and business conditions; our ability to successfully consummate strategic acquisitions; and other risks described from time to time in our SEC filings, including our annual report for our fiscal year ended March 31, 2007 on Form 20-F filed on June 26, 2007.

-ENDS-

For further information contact:

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