

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

WNS (HOLDINGS) LIMITED

-----  
(Exact name of registrant as specified in its charter)

JERSEY, CHANNEL ISLANDS

-----  
(State of incorporation or organization)

33-0996780

-----  
(I.R.S. Employer Identification No.)

GATE 4, GODREJ & BOYCE COMPLEX  
PIROJSHANAGAR, VIKHROLI (W)  
MUMBAI 400 079, INDIA  
(Address of principal executive offices)

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

TITLE OF EACH CLASS  
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH  
EACH CLASS IS TO BE REGISTERED

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American Depositary Shares, each  
representing one ordinary share

-----  
New York Stock Exchange, Inc.

-----  
Ordinary shares, par value 10 pence per share

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New York Stock Exchange, Inc.\*

\* Application to be made for listing, not for trading, but only in connection with the registration of the American Depositary Shares pursuant to requirements of the Securities and Exchange Commission.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates:  
333-135590 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the securities to be registered hereunder are contained in the sections entitled "Description of Share Capital," "Description of American Depositary Shares" and "Taxation" in the prospectus constituting part

of the Registrant's Registration Statement on Form F-1 (File No. 333-135590), as amended, originally filed with the Securities and Exchange Commission on July 3, 2006 under the Securities Act of 1933, as amended, and are hereby incorporated by reference.

ITEM 2. EXHIBITS.

The following documents are filed as exhibits to this Registration Statement (or incorporated by reference herein):

Exhibit No.  
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- 3.1 Memorandum of Association of WNS (Holdings) Limited, as amended.\*
- 3.2 Articles of Association of WNS (Holdings) Limited, as amended.\*
- 4.1 Form of Deposit Agreement by and among WNS (Holdings) Limited, Deutsche Bank Trust Company Americas, as Depositary, and the holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder.\*
- 4.2 Form of American Depositary Receipt (included in Exhibit 4.1).\*
- 4.3 Specimen ordinary share certificate (effective as of the date hereof).\*
- 4.4 Specimen ordinary share certificate (effective upon the appointment of Capita IRG (Offshore) Limited as WNS (Holdings) Limited's share registrar, which is expected to be in September 2006).+

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\* Incorporated herein by reference to the exhibits of the same number in the Registrant's Registration Statement on Form F-1 (File No. 333-135590) filed on July 3, 2006.

+ Filed herewith.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 14, 2006

WNS (HOLDINGS) LIMITED

By: /s/ Zubin Dubash

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Name: Zubin Dubash  
Title: Chief Financial Officer

EXHIBIT INDEX

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+ Filed herewith.

Certificate No. Registration Date No. of Shares

WNS (HOLDINGS) LIMITED  
(Incorporated as a company limited by shares under the Companies (Jersey) Law  
1991, as amended, Registered Number 82262)

ORDINARY SHARES

This is to certify that

is/are the registered holder(s) of

Ordinary Shares of 10p each, fully paid, in WNS (Holdings) Limited  
subject to the Articles of Association of the Company.

Given under the Securities Seal of the Company on the date shown above.

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Authorized Signatory  
Capita IRG (Offshore) Limited  
Registrar

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Director

No transfer of the shares (or any portion thereof) comprised in this certificate  
can be registered until this certificate has been lodged with the Company's  
Registrars: Capita IRG (Offshore) Limited, Victoria Chambers, Liberation Square,  
1/3 The Esplanade, St Helier, Jersey JE4 0FF

Capita Printing & Mailing Services. Kent -- WNS (Holdings) Limited 06/06 43016  
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Certificate No. Lodging Agent Code

WNS (HOLDINGS) LIMITED  
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To

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Company's Registrars:

Capita IRG (Offshore) Limited

Victoria Chambers

Liberation Square

1/3 The Esplanade

St Helier

Jersey

Telephone:

From UK: 0870 162 3100

From Overseas: +(44) 208 639 2157

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