

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

September 21, 2012

Commission File Number: 001-32945

**WNS (Holdings) Limited**

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(Translation of registrant's name into English)

Jersey, Channel Islands

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(Jurisdiction of incorporation or organization)

Gate 4, Godrej & Boyce Complex  
Pirojshanagar, Vikhroli (W)  
Mumbai 400 079, India  
+91-22-6797-6100

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(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

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WNS (Holdings) Limited is incorporating by reference the information and exhibits set forth in this Form 6-K into its registration statements on Form S-8 (Registration No: 333-136168), Form S-8 (File No. 333-157356), Form S-8 (File No. 333-176849), and Form F-3 (File No. 333-177250).

#### Other Events

On September 21, 2012, WNS (Holdings) Limited (the "Company") issued a press release announcing the appointment of Mr. Adrian Dillon and Mrs. Renu Karnad to the Board of Directors of the Company with immediate effect. With Mr. Deepak Parekh's departure from WNS's Board of Directors, each of the Nominating & Corporate Governance Committee and Compensation Committee of the Company is now fully independent and the Company now ceases to deviate from the corporate governance practices required to be followed by US companies in that regard.

A copy of the press release dated September 21, 2012 is attached hereto as Exhibit 99.1.

#### Exhibit

99.1 Press Release of WNS (Holdings) Limited dated September 21, 2012.

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## 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: September 21, 2012

By: /s/Ronald D'Mello

Name: Ronald D'Mello

Title: General Counsel

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# EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated September 21, 2012

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## WNS Appoints Adrian Dillon and Renu Karnad to Board of Directors

**NEW YORK and MUMBAI — September 21, 2012** — WNS (Holdings) Limited (WNS) (NYSE: WNS), a leading provider of global business process outsourcing (BPO) services, today announced the appointment of Mr. Adrian Dillon and Mrs. Renu Karnad to the Board of Directors of WNS (Holdings) Limited with immediate effect.

Mr. Dillon is currently a member of the Board of Directors and Chair of the Audit and Finance Committees of Williams-Sonoma, Inc, a specialty retailer of high-quality home products. Mr. Dillon was a member of the Board of Directors and Chair of the Audit Committee at NDS, a leading global provider of end-to-end software solutions to the pay-television industry when the company was acquired by Cisco in 2012. During his career, Mr. Dillon has held key finance roles including Chief Financial and Administrative Officer at Skype Limited and EVP, Finance and Administration and Chief Financial Officer at Agilent Technologies. Mr. Dillon graduated from Amherst College with a B.A. degree in economics.

Mrs. Karnad is currently the Managing Director of Housing Development Finance Corporation Limited (HDFC Ltd) and is also a Director on several other Boards, including BOSCH Limited and AKZO Nobel India Limited. In her current role, Mrs. Karnad is responsible for strategy, budget, product development and distribution for all India lending operations. She is also highly involved in policy planning with regard to the housing industry in India. Mrs. Karnad is a law graduate from the University of Mumbai and holds a Masters degree in Economics from the University of Delhi. She has also been a Parvin Fellow at Princeton University's Woodrow Wilson School of International Affairs.

Mr. Deepak Parekh, who joined WNS's Board of Directors in July 2006, has chosen not to stand for re-election and as a result, the term of his directorship expired at the company's most recent Annual General Meeting on September 4, 2012.

"We thank Deepak for his 6 years of service and his contributions to the company. We are excited to have both Adrian and Renu join the Board of Directors, and are confident that their rich experience, strong relationships and unique business perspectives will be invaluable assets to WNS," said Eric Herr, Chairman of WNS's Board of Directors.

Mr. Dillon will serve on the Audit Committee while Mrs. Karnad will serve on the Compensation Committee. With Mr. Parekh's departure and the addition of Mr. Dillon and Mrs. Karnad, WNS's Board of Directors now consists of eight directors, six of whom satisfy the "independence" requirements of the NYSE listing standards.

### About WNS

WNS (Holdings) Limited (NYSE: WNS), is a leading global business process outsourcing company. WNS offers business value to 200+ global clients by combining operational excellence with deep domain expertise in key industry verticals including Travel, Insurance, Banking and Financial Services, Manufacturing, Retail and Consumer Packaged Goods, Shipping and Logistics and Healthcare and Utilities. WNS delivers an entire spectrum of business process outsourcing services such as finance and accounting, customer care, technology solutions, research and analytics and industry specific back office and front office processes. As of June 30, 2012, WNS had 25,939 professionals globally. WNS currently has 29 delivery centers worldwide including Costa Rica, India, Philippines, Poland, Romania, South Africa, Sri Lanka, United Kingdom and the United States. For more information, visit [www.wns.com](http://www.wns.com).

### Safe Harbor Statement

This release contains forward-looking statements, as defined in the safe harbor provisions of the US Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations and assumptions about our Company and our industry. Generally, these forward-looking statements may be identified by the use of terminology such as "anticipate," "believe," "estimate," "expect," "intend," "will," "seek," "should" and similar expressions. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Such risks and uncertainties include but are not limited to worldwide economic and business conditions; political or economic instability in the jurisdictions where we have operations; regulatory, legislative and judicial developments; our ability to attract and retain clients technological innovation; 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 expand our business or effectively manage growth; our ability to hire and retain enough sufficiently trained employees to support our operations; negative public reaction in the US or the UK to offshore outsourcing; increasing competition in the BPO industry. These and other factors are more fully discussed in our most recent annual report on Form 20-F and subsequent reports on Form 6-K filed with or furnished to the US Securities and Exchange Commission (SEC) which are available at [www.sec.gov](http://www.sec.gov). We caution you not to place undue reliance on any forward-looking statements. Except as required by law, we do not undertake to update any forward-looking statements to reflect future events or circumstances.

### **Investors Contact:**

David Mackey  
Investor Relations  
[david.mackey@wns.com](mailto:david.mackey@wns.com)  
[ir@wns.com](mailto:ir@wns.com)

