

WNS (HOLDINGS) LTD  
Form 6-K  
February 03, 2015  
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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**

**For the month of February, 2015**

**Commission File Number 001 32945**

**WNS (HOLDINGS) LIMITED**

(Translation of Registrant's name into English)

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**Gate 4, Godrej & Boyce Complex**

**Pirojshanagar, Vikroli (W)**

**Mumbai 400 079, India**

**+91-22-4095-2100**

**(Address of principal executive office)**

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):

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SIGNATURE

EXHIBIT INDEX

<u>Ex-99.1</u>	<u>Press release of the Company, dated February 3, 2015.</u>
<u>Ex-99.2</u>	<u>The Company's notice of extraordinary general meeting to ordinary shareholders, dated February 3, 2015.</u>
<u>Ex-99.3</u>	<u>The Company's proxy statement for the extraordinary general meeting of ordinary shareholders to be held on March 9, 2015.</u>
<u>Ex-99.4</u>	<u>Form of proxy for use by ordinary shareholders</u>
<u>Ex-99.5</u>	<u>Depository's notice of extraordinary general meeting to holders of ADSs, dated February 2, 2015.</u>
<u>Ex-99.6</u>	<u>Voting card for use by ADS holders.</u>

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**Other Events**

Extraordinary general meeting of shareholders

On February 3, 2015, 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 Monday, March 9, 2015 and distributed to its shareholders a notice of the EGM, the proxy statement for the EGM and the form of proxy. A copy of the press release, the notice of EGM, the proxy statement and form of proxy are attached hereto as Exhibit 99.1, Exhibit 99.2, Exhibit 99.3 and Exhibit 99.4, respectively. A copy of the notice of the EGM and voting card provided by the depositary 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, thereunto duly authorized.

Date: February 3, 2015

**WNS (HOLDINGS) LIMITED**

By: /s/ Sanjay Puria

Name: Sanjay Puria

Title: Group Chief Financial Officer

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- 99.6 Voting card for use by ADS holders.