

WNS (HOLDINGS) LTD
Form 6-K
August 12, 2011

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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
August 12, 2011
Commission File Number 001 32945
WNS (HOLDINGS) LIMITED
(Exact name of registrant as specified in the charter)
Not Applicable
(Translation of Registrant's name into English)
Jersey, Channel Islands
(Jurisdiction of incorporation or organization)
Gate 4, Godrej & Boyce Complex
Pirojshanagar, Vikroli (W)
Mumbai 400 079, India
+91-22-4095-2100
(Address of principal executive offices)

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):

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 registrant in connection with Rule 12g3-2(b): **Not applicable.**

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SIGNATURE

EXHIBIT INDEX

Ex-99.1 Press release of the Company, dated August 12, 2011.

Ex-99.2 The Company's notice of annual general meeting to ordinary shareholders, dated August 9, 2011.

Ex-99.3 The Company's proxy statement for the annual general meeting of ordinary shareholders to be held on September 13, 2011.

Ex-99.4 Form of proxy for use by ordinary shareholders

Ex-99.5 Depository's notice of annual general meeting to holders of ADSs, dated August 9, 2011.

Ex-99.6 Voting card for use by ADS holders.

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Other Events

Annual general meeting of shareholders

On or about August 12, 2011, WNS (Holdings) Limited (the Company) issued a press release announcing details of its annual general meeting (the AGM) to be held in Jersey, Channel Islands, on Tuesday, September 13, 2011 and distributed to its shareholders a notice of the annual general meeting, the proxy statement for the annual general meeting and the form of proxy. A copy of the press release, the notice of annual general meeting, 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 annual general meeting and voting card provided by the depository 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, thereunder duly authorized.

Date: August 12, 2011

WNS (HOLDINGS) LIMITED

By: /s/ Alok Misra

Name: Alok Misra

Title: Group Chief Financial Officer

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width: 1">**Relationships** Director 10% Owner Officer OtherPirate Capital LLC
 200 CONNECTICUT AVENUE
 4TH FLOOR
 NORWALK, CT 06854 X Hudson Thomas R Jr
 200 CONNECTICUT AVE
 4TH FLOOR
 NORWALK, CT 06854 X

Signatures

/s/ Pirate Capital LLC, by Thomas R. Hudson Jr. its Portfolio Manager	09/05/2008
__Signature of Reporting Person	Date
/s/ Thomas R. Hudson Jr.	09/05/2008
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 The securities beneficially owned by the Reporting Persons are held directly by Jolly Roger Offshore Fund LTD, an investment fund for which Pirate Capital LLC ("Pirate") serves as investment advisor (the "Fund"). Pirate is deemed to be the indirect beneficial owner of the securities reported herein by reason of its position as investment advisor of the Fund, and may be deemed to hold a fractional pecuniary interest in such shares. Thomas R. Hudson Jr., as the sole manager of Pirate, is also deemed to be the indirect beneficial owner of such securities. The Reporting Persons disclaim beneficial ownership of any and all such securities in excess of their actual pecuniary interest, if any.
- (1) The option is held directly by Mr. Hudson.
 Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$57.11, which is the average trading price of Brink's common stock on September 4, 2007, calculated in accordance with the terms of the DSAP.
- (3)

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- (4) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP.

(5) Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$62.96, which is the average trading price of Brink's common stock on December 3, 2007, calculated in accordance with the terms of the DSAP.

(6) Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$67.57, which is the average trading price of Brink's common stock on March 3, 2008, calculated in accordance with the terms of the DSAP.

(7) Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$72.04, which is the average trading price of Brink's common stock on June 2, 2008, calculated in accordance with the terms of the DSAP.

(8) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP.

(9) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP.

(10) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP.

(11) Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$65.90, which is the average trading price of Brink's common stock on June 1, 2007, calculated in accordance with the terms of the DSAP.

(12) Subject to the terms and conditions of the Non-Employee Director's Equity Plan and a Deferred Stock Units Award Agreement, the Reporting Person has been granted Deferred Stock Units with a one year vesting period that accelerates upon a separation from service of a change in control of The Brink's Company (the "Company"). The Deferred Stock Units will be settled in Company common stock following the Reporting Person's termination of service from the Board of Directors of the Company.

(13) Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$70.25, which is the average trading price of Brink's common stock on September 2, 2008, calculated in accordance with the terms of the DSAP.

(14) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.