

WNS (HOLDINGS) LTD

Form F-6EF

December 09, 2011

As filed with the United States Securities and Exchange Commission on December 9, 2011

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

WNS (Holdings) Limited

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

Jersey, Channel Islands

(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS

(Exact name of depositary as specified in its charter)

60 Wall Street

New York, New York 10005

(212) 250-9100

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

WNS North America Inc.

15 Exchange Place

3rd Floor

Jersey City, NJ 07302, USA

(201) 942-6254

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Deutsche Bank Trust Company Americas

60 Wall Street

New York, New York 10005

(212) 250-9100

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|--|---------------------------------------|--|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of WNS (Holdings) Limited | 50,000,000 American Depositary Shares | \$0.05 | \$2,500,000 | \$286.50 |

* Each unit represents one American Depositary Share.

**Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I

INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Prospectus consists of the form of American Depositary Receipt, filed as Exhibit (a)(2) to this Registration Statement and is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE

| Item Number and Caption | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus |
|---|---|
| 1. Name of depositary and address of its principal executive office | Face of Receipt, Introductory Article |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt, Introductory Article |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of Receipt. | Face of Receipt, Upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Article (15) |
| (iii) The procedure for collection and distribution of dividends | Reverse of Receipt - Article (13) |
| (iv) The procedure for transmission of notices, reports and proxy soliciting material | Face of Receipt - Article (12), Reverse of Receipt, Articles (14) and (15) |
| (v) The sale or exercise of rights | Face of Receipt - Articles (2) and (6), Reverse of Receipt - Articles (13), (16) and (21) |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Reverse of Receipt - Articles (13) and (16) |
| (vii) Amendment, extension or termination of the deposit arrangements | Reverse of Receipt - Articles (20) and (21) (no provision for extensions) |
| (viii) Rights of holders of Receipts to inspect the books of the depositary and the list of holders of Receipts | Face of Receipt - Article (12) |

(ix) Restrictions on the right to transfer or
withdraw the underlying securities

Face of Receipt - Articles (2), (3), (4), (6) and (10)

| | | |
|---------|--|---|
| (x) | Limitation on the liability of the depository | Face of Receipt - Articles (6) and (10), Reverse of Receipts – Articles (15), (16), (17), (18) and (21) |
| 3. | Fees and charges which may be imposed directly or indirectly against holders of Receipts | Face of Receipt - Article (9) |
| 4. | Fees and other direct and indirect payments made by the depository to the issuer | Face of Receipt - Article (9) |
| Item 2. | AVAILABLE INFORMATION | Face of Receipt – Article (12) |

WNS (Holdings) Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended and, accordingly, files certain reports with the Securities and Exchange Commission (the "Commission"). These reports and documents can be retrieved from the Commission's website (www.sec.gov) and can be inspected and copied by holders of Receipts at public reference facilities maintained by the Commission at 100F Street, N.E., Washington, D.C. 20549, and at the principal executive office of the Depository.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Form of Deposit Agreement, dated as of July 18, 2006, by and among WNS (Holdings) Limited, Deutsche Bank Trust Company Americas, as depository (the "Depository"), and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (the "Deposit Agreement"). – Previously filed as Exhibit 99.1(a) to the Registration Statement on Form F-6 (File No. 333-135859), which exhibit is incorporated herein by reference.
- (a)(2) Form of American Depositary Receipt. – Filed herewith as Exhibit (a)(2)
- (b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. – Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. – Not Applicable.
- (d) Opinion of counsel to the Depository as to the legality of the securities being registered. – Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. – Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. – Set forth on the signature pages hereto.

Item 4.

UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both, (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary under-takes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged, and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary under-takes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, by and among WNS (Holdings) Limited, Deutsche Bank Trust Company Americas, as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 9, 2011.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing one ordinary share, of WNS (Holdings) Limited

Deutsche Bank Trust Company Americas, solely in its capacity as Depositary

By: /s/ James Kelly
Name: James Kelly
Title: Vice President

By: /s/ Chris Konopelko
Name: Chris Konopelko
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, WNS (Holdings) Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Mumbai, State of Maharashtra, India on December 9, 2011.

WNS (Holdings) Limited

By: /s/ Alok Misra
Name: Alok Misra
Title: Group Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Keshav R. Murugesh (Director and Group Chief Executive Officer), Alok Misra (Group Chief Financial Officer) and Ronald D'Mello (General Counsel), severally, as such person's true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and any registration statement filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done provided two of the above-listed attorneys-in-fact act together on behalf of such person, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on December 9, 2011.

| Signatures | Capacity |
|--|---|
| /s/ Eric B. Herr Eric B. Herr | Chairman of the Board |
| /s/ Keshav R. Murugesh Keshav R. Murugesh | Director and Group Chief Executive Officer (Principal executive officer) |
| /s/ Alok Misra Alok Misra | Group Chief Financial Officer (Principal financial and accounting officer) |
| /s/ Jeremy Young Jeremy Young | Director |
| /s/ Albert Aboody Albert Aboody | Director |
| /s/ Deepak S. Parekh Deepak S. Parekh | Director |

/s/Richard O. Bernays
Richard O. Bernays

Director

/s/ Anthony Armitage
Greener
Anthony Armitage Greener

Director

/s/ Eric B. Herr
Eric B. Herr

Authorized Representative in
the United States

INDEX TO EXHIBITS

Exhibit Number

(a)(2) Form of American Depositary Receipt

(d) Opinion of counsel to the Depositary

(e) Rule 466 Certification