

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

FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

WNS (HOLDINGS) LIMITED  
(Exact Name of Registrant as Specified in Its Charter)

JERSEY, CHANNEL ISLANDS  
(State or Other Jurisdiction of  
Incorporation or Organization)

7389  
(Primary Standard Industrial  
Codification Code Number)

33-0996780  
(IRS Employer  
Identification No.)

GATE 4, GODREJ & BOYCE COMPLEX  
PIROJSHANAGAR, VIKHROLI (W)  
MUMBAI 400 079, INDIA  
(Address of Principal Executive Offices)

WNS (HOLDINGS) LIMITED 2006 INCENTIVE AWARD PLAN

WNS (HOLDINGS) LIMITED, JERSEY 2002 STOCK INCENTIVE PLAN  
(Full title of the Plans)

WNS NORTH AMERICA INC.  
420 LEXINGTON AVENUE  
SUITE 2515, NEW YORK  
NY 10170, USA  
(Name and Address of Agent For Service)

Copies to:  
MICHAEL W. STURROCK, ESQ.  
LATHAM & WATKINS LLP  
80 RAFFLES PLACE  
#14-20 UOB PLAZA 2  
SINGAPORE 048624

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3)	AMOUNT OF REGISTRATION FEE
Ordinary Shares, par value 10 pence per share(1)	6,965,776	\$22.90	\$159,516,270	\$17,068

- (1) Includes 3,000,000 ordinary shares available for issuance under the WNS (Holdings) Limited 2006 Incentive Award Plan (the "2006 Plan"), plus 3,965,776 ordinary shares subject to outstanding options or reserved for future issuance under the WNS (Holdings) Limited, Jersey 2002 Stock

Incentive Plan (the "2002 Plan"). To the extent any of the outstanding options under the 2002 Plan terminate, expire, lapse for any reason or are settled in cash such shares shall be issuable under the 2006 Plan. The ordinary shares, 10 pence par value per share, of the Registrant (the "Ordinary Shares") are traded in the United States in the form of American Depositary Shares ("ADSs"). Each ADS represents one Ordinary Share and is evidenced by American Depositary Receipts, issuable upon deposit of the Ordinary Shares. A separate Registration Statement on Form F-6 (Registration No. 333-135859) has been filed for the registration of the ADSs evidenced by American Depositary Receipts, issuable upon deposit of the Ordinary Shares.

- (2) The amount being registered shall also include any additional Ordinary Shares which may be offered as a result of stock splits, stock dividends, recapitalization or similar transaction in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").
- (3) The Proposed Maximum Offering Per Share and the Proposed Maximum Aggregate Offering Price for the Ordinary Shares have been estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee, based upon the average of the high and low prices on the New York Stock Exchange on July 26, 2006.

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#### PART I

##### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.\*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.\*

#### PART II

##### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, which have been filed with or furnished to the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated as of their respective dates in this Registration Statement by reference and made a part hereof:

- (a) Registrant's Registration Statement on Form F-1, as amended, which includes audited financial statements for the fiscal year ended March 31, 2006 (File No. 333-135590); and
- (b) Description of the Ordinary Shares (and American Depositary Shares) contained in the Registrant's Registration Statement on Form 8-A (File No. 001-32945), filed on July 14, 2006, which incorporates by reference the information set forth under the headings "Description of Share Capital," "Description of American Depositary Shares" and "Taxation" in the Registrant's Registration Statement on Form F-1, as amended (File No. 333-135590), as amended by any subsequent amendment or report filed for the purpose of amending the descriptions of the Ordinary Shares and American Depositary Shares.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement, indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration

Statement and to be a part hereof from the date of filing of such documents. Reports on Form 6-K that we furnish to the Commission will only be deemed incorporated by reference into this Registration Statement if such Report on Form 6-K so states that it is incorporated by reference herein. Reports on Form 6-K that we furnish to the Commission will only be deemed incorporated by reference into this Registration Statement if such Report on Form 6-K states that it is incorporated by reference therein.

Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

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\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act, and the "Note" to Part I of Form S-8.

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Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

None.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant's Articles of Association provide that, insofar as the Companies (Jersey) Law, 1991 (the "1991 Law") allows, all of the Registrant's present or former officers shall be indemnified out of the Registrant's assets in respect of, among others, any expenses incurred by them, judgments made against them or fines imposed on them in respect of any claims, actions or proceedings commenced against them. Officers, for these purposes, are directors and liquidators.

Article 77 of the 1991 Law provides that a company or any of its subsidiaries or any other person may not indemnify any person from, or against, any liability incurred by him as a result of being an officer of the company except where the company is indemnifying him against:

- (a) any liabilities incurred in defending any proceedings (whether civil or criminal):
  - (i) in which judgment is given in his favor or he is acquitted, or
  - (ii) which are discontinued otherwise than for some benefit conferred by him or on his behalf or some detriment suffered by him, or
  - (iii) which are settled on terms which include such benefit or detriment and, in the opinion of a majority of the directors of the company, he was substantially successful on the merits in his resistance to the proceedings; or
- (b) any liability incurred otherwise than to the company if he acted in good faith with a view to the best interests of the company; or

- (c) any liability incurred in connection with an application made under Article 212 of the 1991 Law in which relief is granted to him by the court; or
- (d) any liability against which the company normally maintains insurance for persons other than directors.

The 1991 Law permits a company to purchase and maintain insurance regarding the indemnification of its officers.

The Registrant maintains directors and officers insurance to protect the Registrant's officers and directors from specified liabilities that may arise in the course of their service to the Registrant in those capacities.

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ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See attached Exhibit list.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) The undersigned Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report filed pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the

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Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mumbai, India on July 27, 2006.

WNS (HOLDINGS) LIMITED

By: /s/ Ramesh N. Shah

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Name: Ramesh N. Shah

Title: Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following person in the capacities indicated on July 27, 2006.

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Ramesh Shah, Neeraj Bhargava and Zubin Dubash, 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 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 virtues hereof.

SIGNATURE

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TITLE

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/s/ Ramesh N. Shah

Chairman of Board

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Ramesh N. Shah

/s/ Neeraj Bhargava

Director and Group Chief Executive Officer  
(principal executive officer)

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Neeraj Bhargava

/s/ Zubin Dubash

Director and Group Chief Financial Officer  
(principal financial officer and  
principal accounting officer)

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Zubin Dubash

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SIGNATURE

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TITLE

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/s/ Pulak Prasad

Director

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Pulak Prasad

/s/ Nitin Sibal

Director

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Nitin Sibal

/s/ Miriam Strouse

Director

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Miriam Strouse

/s/ Jeremy Young

Director

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Jeremy Young

/s/ Guy Sochovsky

Director

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Guy Sochovsky

/s/ Timothy Hammond

Director

-----  
Timothy Hammond

By: /s/ Ramesh Shah

Authorized Representative in the US

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Ramesh Shah

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EXHIBIT INDEX

Exhibit No.  
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- 4.1 Form of Deposit Agreement 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 (incorporated by reference to Exhibit 4.1 in the Registration Statement on Form F-1, as amended (File No. 333-135590) of WNS (Holdings) Limited, as filed with the Commission on July 3, 2006).
- 5.1\* Opinion of Mourant du Feu & Jeune, counsel to the Registrant, regarding the legality of the Ordinary Shares.
- 23.1\* Consent of Mourant du Feu & Jeune (see Exhibit 5.1).
- 23.2\* Consent of Ernst & Young, registered public accounting firm, with respect to WNS (Holdings) Limited.
- 23.3\* Consent of Ernst & Young, independent auditors, with respect to Trinity Partners Inc.
- 24.1 Powers of Attorney (included on signature page).
- 99.1 WNS (Holdings) Limited, Jersey 2002 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 in the Registration Statement on Form F-1, as amended (File No. 333-135590) of WNS (Holdings) Limited, as filed with the Commission on July 3, 2006).
- 99.2 Form of WNS (Holdings) Limited. 2006 Incentive Award Plan (incorporated by reference to Exhibit 10.11 in the Registration Statement on Form F-1, as amended (File No. 333-135590) of WNS (Holdings) Limited, as filed with the Commission on July 3, 2006).

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\* Filed herewith.

WNS (Holdings) Limited  
22 Grenville Street  
St Helier  
Jersey JE4 8PX

31 July 2006

DRAFT

Our ref: 2021263\RAINJ\MdFJ\474072\5

Gentlemen,

WNS (HOLDINGS) LIMITED (THE "COMPANY")  
REGISTRATION STATEMENT ON FORM S-8

We have acted as your counsel in connection with a registration statement on Form S-8 filed by WNS (Holdings) Limited, a company with limited liability incorporated under the laws of Jersey, Channel Islands (the "COMPANY") with the Securities and Exchange Commission ("SEC") in the United States on 27 July 2006 (the "S8 REGISTRATION STATEMENT"), for the registration under the United States Securities Act of 1933, as amended, of up to 3,965,776 ordinary shares in the capital of Company with a par value of 10 pence per share (the "2002 PLAN SHARES") in the form of American Depositary Shares ("ADS") of the Company issuable pursuant to the Company's 2002 Stock Incentive Plan (as amended) (the "2002 PLAN") and a further 3,000,000 ordinary shares in the capital of Company with par value 10 pence per share (the "2006 PLAN SHARES") in the form of ADS of the Company issuable pursuant to the Company's 2006 Incentive Award Plan (the "2006 PLAN"). Each ADS issuable pursuant to the 2002 Plan and the 2006 Plan represents the right to receive one ordinary share in the capital of the Company with a par value of 10 pence per share (an "ORDINARY SHARE").

#### DOCUMENTS EXAMINED

In connection with the issue of the 2002 Plan Shares and the 2006 Plan Shares and the S8 Registration Statement, we have examined copies of the following in the form delivered to us by the Company:

- o the 2002 Plan;
- o the 2006 Plan;
- o the F1 Registration Statement (Amendment No.2) filed by the Company with the SEC on 25 July 2006;
- o a draft of the S8 Registration Statement;
- o the current memorandum and articles of association of the Company, as confirmed to us by a director (the "CURRENT MEMORANDUM AND ARTICLES OF ASSOCIATION");

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WNS (Holdings) Limited  
31 July 2006

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- o the new memorandum of association and new articles of association of the Company which are expected to come into force on 31 July 2006 (the "NEW MEMORANDUM AND ARTICLES OF ASSOCIATION");



- o minutes of board meetings of the Company held on 3 July 2002, 27 March 2003, 17 July 2003, 16 December 2003, 5 May 2004, 25 August 2004, 16 December 2004, 4 May 2005, 14 July 2005, 18 October 2005, 13 December 2005, 15 May 2006, 28 March 2006 and 27 April 2006 and minutes of the compensation committee of the Company held on 18 October 2005 and 20 February 2006 whereby the directors resolved, inter alia, that the 2002 Plan should be adopted and implemented and that the Company should grant options over up to 6,082,042 ordinary shares in the Company pursuant to the 2002 Plan;
- o the minutes of an extraordinary general meeting of the shareholders of the Company held on 22 May 2006;
- o the minutes of an extraordinary general meetings of the shareholders of the Company held on 1 June 2006 at which, inter alia, the shareholders resolved to approve and adopt the 2006 Plan;
- o minutes of board meetings of the Company held on 15 May 2006 and 26 July 2006 whereby the directors resolved, inter alia, that the 2006 Plan should be adopted and implemented and that the Company should allot and issue up to, inter alia, 3,000,000 ordinary shares in connection with any awards granted by the Company pursuant to the 2006 Plan.

#### ASSUMPTIONS / RELIANCE ON DIRECTORS

In all such examinations and in giving the opinions expressed herein, we have assumed the genuineness of all signatures, the authenticity, completeness and accuracy of all documents, certificates and instruments submitted to us and the conformity with originals of all documents submitted to us as copies.

We have further assumed that:

- (a) all options and awards in respect of Ordinary Shares granted or to be granted under the 2002 Plan and the 2006 Plan have been or will be duly granted by the Company's board of directors in a manner consistent with their fiduciary duties;
- (b) to the extent options or awards in respect of Ordinary Shares made or to be made under the 2002 Plan and the 2006 Plan have been or will be granted to persons other than employees of the Company or its subsidiaries, appropriate financial assistance whitewash procedures have been or will be followed as may be necessary for the grant of such options or awards;
- (c) options or awards in respect of Ordinary Shares made under the 2002 Plan and the 2006 Plan which are exercisable for shares will be exercisable for Ordinary Shares only and not for any other class of shares in the Company; and
- (d) that the resolutions passed at the board meetings, committee meetings and shareholders' meetings referred to above have not been rescinded or modified and they remain in full force and effect

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WNS (Holdings) Limited  
31 July 2006

Our ref: 2021263\RAINJ\MdFJ\474072\5

and that no other resolution or other action has been taken which may affect the validity of such resolutions.

In giving the opinions as to Jersey law expressed herein, we have also considered certain matters of fact. With your consent, we have relied upon certificates and other assurances of directors, officers or shareholders of the

Company and others as to such matters of fact, without having independently verified such factual matters.

#### OPINIONS

Strictly limited to Jersey law and based on and subject to the foregoing and to matters not disclosed to us, it is our opinion that:

(a) Upon the issuance of the 2002 Plan Shares in accordance with the New Memorandum and Articles of Association of the Company against the payment from the relevant option holder of all sums due in respect of his or her option and upon the entry of the relevant option holder as a holder of Ordinary Shares in the register of members of the Company, the 2002 Plan Shares will be validly issued, fully paid and non-assessable provided that the grant of each option was duly authorised by the Company and that each option was granted and will be exercised in accordance with the terms of the 2002 Plan. By "non-assessable" we mean that no further sums shall be payable by a shareholder in respect of the acquisition of a 2002 Plan Share pursuant to an award made under the 2002 Plan; and

(b) Upon the issuance of the 2006 Plan Shares in accordance with the New Memorandum and Articles of Association of the Company against the payment from the relevant award holder of all sums due in respect of his or her award and upon the entry of the relevant award holder as a holder of Ordinary Shares in the register of members of the Company, the 2006 Plan Shares will be validly issued, fully paid and non-assessable provided that the grant of each award was or will be duly authorised by the Company and that each award was or will be granted and will be exercised in accordance with the terms of the 2006 Plan. By "non-assessable" we mean that no further sums shall be payable by a shareholder in respect of the acquisition of a 2006 Plan Share pursuant to an award made under the 2006 Plan.

#### CONSENT

We consent to the filing of this opinion as an exhibit to the Registration Statement.

#### JERSEY LAW

This opinion is limited to matters of and is interpreted in accordance with Jersey law as at the date hereof and we express no opinion with respect to the laws of any other jurisdiction.

Yours faithfully

/s/ Mourant du Feu & Jeune

MOURANT DU FEU & JEUNE

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) dated July 27, 2006 pertaining to the Jersey 2002 Stock Incentive Plan and the 2006 Incentive Award Plan of WNS (Holdings) Limited of our report dated May 24, 2006, with respect to the consolidated financial statements of WNS (Holdings) Limited included in its Registration Statement (Form F-1 No. 333-135590) and related Prospectus.

Ernst & Young

Mumbai, India  
July 27, 2006

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation by reference in the Registration Statement (Form S-8) dated July 27, 2006, pertaining to the Jersey 2002 Stock Incentive Plan and the 2006 Incentive Award Plan of WNS (Holdings) Limited of our report dated December 1, 2005, with respect to the consolidated financial statements of Trinity Partners Inc. as of and for the year ended March 31, 2005 included in the Registration Statement (Form F-1 No. 333-135590) and related Prospectus of WNS (Holdings) Limited.

Ernst & Young

Mumbai, India  
July 27, 2006