

WNS (HOLDINGS) LTD  
Form 6-K  
September 27, 2018

**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 September 2018**  
**Commission File Number 001 32945**

**WNS (HOLDINGS) LIMITED**  
**(Translation of Registrant's name into English)**

**Gate 4, Godrej & Boyce Complex**  
**Pirojshanagar, Vikroli (W)**  
**Mumbai 400 079, India**

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**+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):

WNS (Holdings) Limited (the Company) is incorporating by reference the information and exhibits set forth in this Form 6-K into its registration statements on Form S-8 (File No: 333-136168), Form S-8 (File No. 333-157356), Form S-8 (File No. 333-176849), Form S-8 (File No. 333-191416) and Form S-8 (File No. 333-214042)

### **Other Events**

At the Annual General Meeting of shareholders ( AGM ) held on September 27, 2018, the following resolutions, which were set forth in the notice of AGM dated August 23, 2018, were duly approved and passed by the shareholders of the Company:

Adoption of the annual audited accounts of the Company for the financial year ended March 31, 2018, together with the auditors' report;

Re-appointment of Grant Thornton India LLP as the auditors of the Company until the next annual general meeting of the Company to be held in respect of the financial year ending March 31, 2019;

Approval of auditors' remuneration for the financial year ending March 31, 2019;

Re-election of Mrs. Renu S. Karnad, Mr. John Freeland and Ms. Francoise Gri as Class III Directors;

Approval of Directors' remuneration and other benefits for the period from the AGM until the next annual general meeting of the Company to be held in respect of the financial year ending March 31, 2019; and

Increase in the ordinary shares/American Depositary Shares ( ADSs ) available for grant under the Company's 2016 Incentive Award Plan as may be amended and restated pursuant to and in accordance with the terms thereof ( the Plan ) by 1.4 million ordinary shares/ADSs, (representing 2.7% of the total outstanding share capital as on June 30, 2018 excluding treasury shares) taking the overall number of ordinary shares/ADSs available for grant to 3.9 million ordinary shares/ADSs (representing 7.7% of the total outstanding share capital as on June 30, 2018 excluding treasury shares) and adoption of the Company's First Amended and Restated 2016 Incentive Award Plan to reflect such increase.

**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: September 27, 2018

**WNS (HOLDINGS) LIMITED**

By: /s/ Gopi Krishnan

Name: Gopi Krishnan

Title: General Counsel