

Genpact LTD  
Form 8-K  
May 10, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 8, 2013

GENPACT LIMITED  
(Exact name of registrant as specified in its charter)

|  |  |   |
|--|--|---|
| Bermuda<br>(State or other jurisdiction<br>of incorporation) | 001-33626<br>(Commission<br>File Number) | 98-0533350<br>(I.R.S. Employer<br>Identification No.) |
|--|--|---|

Canon's Court, 22 Victoria Street  
Hamilton HM 12, Bermuda  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (441) 295-2244

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 8, 2013, Genpact Limited, a Bermuda company (“Genpact” or the “Company”), held its annual general meeting of shareholders (the “Annual Meeting”) at Devonshire House, Mayfair Place, London, W1J 8AJ, United Kingdom, at 10:00 a.m. local time. At the Annual Meeting, Genpact shareholders approved two proposals. The proposals are described in detail in Genpact’s previously filed Proxy Statement related to the Annual Meeting.

## Proposal 1

Genpact shareholders elected ten individuals to the Board as set forth below:

|                  | Number of Shares For | Number of Shares Withheld | Broker non-votes |
|------------------|----------------------|---------------------------|------------------|
| N.V. Tyagarajan  | 191,820,898          | 4,340,391                 | 11,053,529       |
| Robert G. Scott  | 192,935,837          | 3,225,452                 | 11,053,529       |
| John W. Barter   | 194,354,194          | 1,807,095                 | 11,053,529       |
| Amit Chandra     | 190,604,274          | 5,557,015                 | 11,053,529       |
| Laura Conigliaro | 194,354,244          | 1,807,045                 | 11,053,529       |
| David Humphrey   | 186,542,498          | 9,618,791                 | 11,053,529       |
| Jagdish Khattar  | 194,229,459          | 1,931,830                 | 11,053,529       |
| James C. Madden  | 192,974,206          | 3,187,083                 | 11,053,529       |
| Mark Nunnally    | 191,984,810          | 4,176,479                 | 11,053,529       |
| Mark Verdi       | 192,484,964          | 3,676,325                 | 11,053,529       |

## Proposal 2

Genpact shareholders ratified the appointment of KPMG as the Company’s independent registered public accounting firm for the 2013 fiscal year as set forth below:

| Ratification of Independent Registered Public Accounting Firm |             |
|---|-------------|
| Votes cast in favor   | 205,827,925 |
| Votes cast against  | 1,335,088   |
| Votes abstaining  | 51,805      |

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 hereunto duly authorized.

GENPACT LIMITED

Date: May 10, 2013

By: /s/ Heather White  
Name: Heather White  
Title: Vice President & Senior Legal  
Counsel